

SunMirror AG

Management Report

for the

half-year ended 31 December 2020

1 Fundamental information about the company

1.1 Business Model

SunMirror AG (“SunMirror” or “Company”) with registered office and corporate headquarters in Zug, Switzerland, under CHE-395.708.464 was incorporated in 2014 under the name Dynastar AG for the purpose to promote the long-term value of the subsidiaries, the affiliated companies or the parties involved and to provide the associated financing through uniform administration and central services.

SunMirror aims to acquire, consolidate, and develop a portfolio of quality mining projects in industrialized countries with substantial profit potential by making investments into private and/ or listed companies in which the Company assumes a good risk/ return ratio. Listed on the regulated unofficial market segment (Freiverkehr) of Düsseldorf Stock Exchange (Börse Düsseldorf) and on the Vienna MTF (market segment direct market) of Vienna Stock Exchange (Wiener Börse), SunMirror is an international holding company that acquires mineral resource properties (or rights in such properties) for the purpose of evaluation and exploration with aim to either produce those minerals at a later stage or sell those properties.

The Company’s focus hereby is on (majority) investments in mineral exploration companies in developed countries, in particular in the north-western regions of Western Australia with a main focus on gold, lithium, iron ore and other mineral resources.

1.2 Objectives and strategies

SunMirror seeks to acquire mineral assets that have seen at least some work from the previous owners and operators. This strategy provide SunMirror with baseline information to estimate the likelihood of encountering further encouraging results, as well as a starting point from which to direct the next phases of work; and together, these reduce the risk of SunMirror not being able to deliver encouraging results.

It is also the strategy of the company to pursue an opportunistic acquisition strategy of new mineral resources in dedicated target regions of developed countries. By focusing on mineral assets in developed countries, management of SunMirror wants to avoid typical expropriation and political risk associated with mineral assets in developing countries.

SunMirror’s acquisition strategy is to not to acquire minority interests in the future.

1.3 Research and development

Since the business model of SunMirror does not require any research and development activities as it can mainly operate adopting commonly used best practices in its core business areas, there are no current research and development activities.

2 Report on Economic Position

2.1 Macroeconomics and Sector-Specific Environment

Macroeconomic Environment

After 3.8% growth in gross domestic product (GDP) in 2017, the global economy continued its acceleration at the beginning of fiscal 2018. GDP rose by 3.5% in 2018 and 2.8% in 2019. In 2019, the global economy continued to be characterized by tensions caused by the trade conflict between the USA and China, which was initially eased towards the end of the year by a partial agreement between the parties. Concerns about an unregulated withdrawal of Great Britain from the European Union (“Brexit”) and the associated uncertainty in the markets were alleviated in the short term by agreeing on a framework agreement on withdrawal. However, the question of future trade relations after the end of the transition period at the end of 2020 continues to be a significant uncertainty factor.

In 2020, the macroeconomic development is strongly influenced by the development of the Corona (COVID-19) crisis where economic growth and the capital markets were concerned. The low point of economic activity in the industrialized countries so far was in April. In the industrialized countries - with the exception of the United States - the infection trend eased, while in the emerging markets, especially in India and Latin America, new infection levels peaked in many cases in June. Uncertainty remains high due to the corona pandemic, which has far-reaching consequences for the overall economic development. Governments and central banks are attempting to support the economy with countercyclical fiscal and monetary policies on an unprecedented scale to contain the effects of the coronavirus. It is difficult to estimate the complete extent of the upcoming overall economic losses already today. For 2021, IMF predicts a GDP growth of 5.2% regarding an overall decrease of 4.4% in 2020 (International Monetary Fund (IMF) World Economic Outlook October 2020; *retrieved from <https://www.imf.org/en/Publications/WEO/Issues/2020/09/30/world-economic-outlook-october-2020>*).

The company intends to expand its activities within the precious metals sector, whose main currency is USD. Therefore, the Euro to US Dollars (EUR/USD) and Swiss Francs to US Dollars (CHF/USD) currency exchange rate has significant importance for the company.

The value of the US Dollar stood at EUR1.10/USD for the half-year 2020 on average and was therefore weaker than on average in the previous years (2019: EUR1.12/USD; 2018: EUR1.18/USD; 2017: EUR1.19/USD).

The value of the US Dollar stood at CHF1,06/USD for the half-year 2020 on average compared to CHF1,03/USD in 2019, CHF1,02/USD in 2018 and CHF1,03/USD in 2017.

Sector Specific Environment

The company is operating in the precious metals mining sector with a focus on gold and lithium.

Gold Market

In 2018 and 2019, global mine production of gold was stable at 3,300 metric tons (One metric ton or 1,000 kilograms is equivalent with 32,150.7 troy ounces) compared to 3,230 metric tons in 2017. World gold supply fell by 6% year-on-year in the first-half of 2020, to 2,192 metric tons, due to decreased gold mine production and recycling. In 2020, the supply side of the

gold market showed significant resilience in view of the continuing problems associated with the COVID-19 pandemic (United States Geological Survey (2019), *retrieved from <https://www.usgs.gov/media/files/mineral-commodity-summaries-2019>* and United States Geological Survey (2020), *retrieved from <https://pubs.usgs.gov/periodicals/mcs2020/mcs2020-gold.pdf>*, World Gold Council (WGC) Gold Demand Trends Q2 2020; *retrieved from <https://www.gold.org/goldhub/research/gold-demand-trends/gold-demand-trends-q2-2020/supply>*).

The gold price per ounce in USD increased by 13% starting USD 1,145.90 at 1 January 2017 and ending USD 1,291.00 at 31 December 2017. In the period from 1 January 2018 to 31 December 2018, the price decreased by 1% to USD 1,281.65 per ounce on 31 December 2018 and increased by 19% in the period from 1 January 2019 to 31 December 2019 ending USD 1,523.00 per ounce on 31 December 2019. Due to the COVID-19 pandemic and its impacts, the gold price increased by 17% in 2020 to an end value of USD 1,781.89 per ounce on 30 June 2020 (London Bullion Market, *retrieved from <http://www.lbma.org.uk/precious-metal-prices-mobile#/table>*).

These significant price increases in 2019 and 2020 also reflect the depreciation of the uncovered fiat currencies and are the result of the zero and negative interest rate policy of central banks worldwide, which has been uninhibited for years. The growing need for security especially in the Corona crisis and on the part of an even broader range of investors is reflected in a trend that has been growing for years towards the acquisition of precious metals, especially gold, as a means of securing assets. This development is likely to accelerate further as a result of the recession that has begun and as a consequence of the one-off historical monetary and fiscal programs in particular due to COVID-19.

Lithium Market

The most important Lithium compound for the production of tradable products is Li_2CO_3 , followed by LiOH . Being an essential metal with widespread applications in next generation technologies, lithium and its compounds are an integral component of high-energy density, rechargeable lithium batteries and lithium-ion batteries, commonly used for portable electronics and full-electric, plug-in hybrid, and hybrid vehicles, respectively. Due to the growth in EV technology as well as due to concerns over increased CO_2 pollution from combustion engines and rising fuel costs, lithium has been put into widespread use in EV (electric vehicles) batteries. As compounds, Lithium is used in a broad variety of industries as glass, enamel, and ceramic, lubricating greases, pharmaceutical products, or aluminum (K. Evans (2014): Lithium, in: G. Gunn (Ed.): Critical Metals Handbook, John Wiley & Sons, pp. 230–260).

While the world mine production of lithium rose from 69,000 tons in 2017 to 95,000 tons in 2018, the U. S. Geological Survey is expecting a decrease in world mine production of Lithium of 77,000 tons in 2019. The annual average price for battery-grade lithium carbonate in dollars per metric ton varies from USD 15,000 in 2017, USD 17,000 in 2018 to expected USD 13,000 in 2019 (United States Geological Survey (2019), *retrieved from <https://www.usgs.gov/media/files/lithium-mcs-2019-data-sheet>* and United States Geological Survey (2020), *retrieved from <https://pubs.usgs.gov/periodicals/mcs2020/mcs2020-lithium.pdf>*).

Iron Ore Market

About 50 countries mine iron ore, with Australia and Brazil dominating the market share for export. The global Iron Ore market is valued at USD 182.1 billion in 2020. It is expected that the global Iron Ore market should reach USD 333.0 billion by the end of 2026. This forecast is

equivalent with a compound annual growth rate (CAGR) 2021-2026 of 8.9%. Going forward, according to the iron ore market outlook, government policies, emerging markets growth, increase in construction activities and in production capacities, improved logistics infrastructure, and increasing automobiles manufacturing are expected to be the main drivers of the market. Major factors that could hinder the growth of the iron ore market in the future include skills shortages, environmental impacts of iron ore mining, reduction in free trade, rising interest rates, the coronavirus pandemic, fluctuating prices, uncertain demand for iron ore, and overcapacity of steel which is underutilized.

<https://www.thebusinessresearchcompany.com/report/iron-ore-market>

Over the past decade, the price of iron ore has fluctuated heavily. Prices peaked at USD 187 per metric ton in February 2011, then plunged to about USD 41 per ton in December 2015. The price collapse was largely attributed to a drop in steel demand from China, which purchases nearly two-thirds of the seaborne iron ore supply, which in turn supports the businesses of major producers such as BHP Billiton, Rio Tinto, and Vale . In recent months and supported by robust demand in China linked to government stimulus measures, iron ore price has risen sharply once again. As of March 2020, the spot price of iron ore reached USD 166 per metric ton. Prices are likely to stay high in the first half of 2021 as China's stimulus measures from 2020 keep China's steel demand supported. But by the second half of 2021, Commonwealth Bank of Australia and Fitch Solutions see iron ore prices falling more sharply as policymakers de-prioritise growth in China's commodity-intensive sectors. Commonwealth Bank of Australia is forecasting spot iron ore will decline to USD 150 a ton in March 2021, to USD 140 in June, USD 120 in September and USD 100 in December. By December 2023, Commonwealth Bank of Australia sees spot declining to USD 70.

<https://www.afr.com/markets/commodities/cba-fitch-latest-to-forecast-iron-ore-price-decline-20210216-p572sc>

Australian export volumes are expected to grow from 858 million tonnes in 2019–20 to 906 million tonnes by 2021–22 as mines open or expand in Western Australia. Stronger prices are expected to push Australia's iron ore export values up to a peak of \$123 billion in 2020–21. An easing in prices and stronger Australian dollar are subsequently expected to push earnings back to a still strong \$95 billion by 2021–22. Iron ore prices surged in mid-2020 as a result of growing Chinese demand and ongoing disruptions to Brazilian supply. Subsequently, prices have held up at high levels, moving up again in December. Slight growth in Brazilian supply has led to some reduction in the price premium for higher grades. The price premium has also been curbed by a seasonal slowdown in construction across China, though Chinese construction remains strong overall, and seasonal effects are likely to be temporary. Iron ore prices have proven highly sensitive to movements in demand over 2020. Prior to 2020, many large iron ore miners cut back investment, closed mines, and attempted to retire debt. This left the industry without substantial spare capacity, magnifying the impact of supply disruptions and recent growth in Chinese steel use. With China continuing to direct substantial spending towards investment in infrastructure and property, domestic steel stockpiles are now being run down. This is likely to keep pressure on prices over the short term, even though many steel mills in other parts of the world are yet to return to full production. (Source: Office of The Chief Economist, Australian Government, Department of Industry, Science, Energy and Resources, Resource and Energy Quarterly, December 2020, page 34).

<https://publications.industry.gov.au/publications/resourcesandenergyquarterlydecember2020/documents/Resources-and-Energy-Quarterly-Dec-2020.pdf>

2.3 Course of business

On 31 August 2020, the Company has implemented a capital increase from CHF 325,000 to CHF 2,000,000 by means of a cash contribution of CHF 500,000 and a contribution in kind of CHF 1,175,000. This contribution in kind comprised SunMirror Luxembourg, including its subsidiaries Lithium 1 and Pharlap.

Reverse Take Over Sun Mirror Luxembourg S.A.

SunMirror Luxembourg S.A. (SunMirror Luxembourg) is registered with the Luxembourg Trade and Companies Register, Section B, under number 217501. The company changed its name to SunMirror Luxembourg S.A. (former COUNO RESOURCES S.A) on 31 August 2020. The address of its registered office and principal place of business is 121 Avenue de la Faiencerie in L-1511 Luxembourg. SunMirror Luxembourg itself is a holding company and held a 100% interest in Lithium 1 Pty Ltd. and Pharlap Holdings Pte Ltd. at the time of the contribution in kind.

The contribution in kind of SunMirror Luxembourg into SunMirror has to be accounted for as Reverse Take Over of SunMirror as acquiree. The transaction is accounted for in the consolidated financial statements of SunMirror as a continuation of the financial statements of SunMirror Luxembourg and a capital reorganization of SunMirror i.e. after the transaction the consolidated financial statements represent the continuation of the financial statements of SunMirror Luxembourg (legal subsidiary) except for its share capital.

The reorganization is accounted for as a recapitalization, with SunMirror Luxembourg being the accounting predecessor and SunMirror has to be accounted for as acquiree. SunMirror Luxembourg's historical share capital of USD 1,247,727 and SunMirror's Legal reserves of USD 93, accumulated loss of USD 273,687 and foreign currency translation reserve of USD 916 are eliminated. Comparative information was retroactively adjusted to reflect SunMirror's legal capital as the legal parent of the group.

Lithium 1 Pty Ltd, Subiaco, West Australia (Lithium 1)

Lithium 1 has a 100% ownership of a lithium project in Northwest Australia called Moolyella and a 100% ownership of a gold and nickel project in central Western Australia called Kingston Keith, where SunMirror intends to carry out the exploration activities itself. SunMirror also intends to carry out development, mining and extraction activities through Lithium 1 in the future.

Pharlap Holdings Pte Ltd, Singapore (Pharlap)

As of 12 August 2020, SunMirror Luxembourg acquired Pharlap, a company incorporated and registered in Singapore. Pharlap holds a royalty on the retention license covering future mine production from the Cape Lambert Magnetite Project of MCC Mining (Western Australia) Pty. Ltd. Located in Western Australia, Cape Lambert holds undeveloped magnetite Banded Iron Formation (BIF) deposits. The total purchase price for the acquisition was EUR 23,090,000 (equivalent to USD 25,871,411). The purchase price was provided by the major shareholder and recorded as a capital contribution by this shareholder without issuing new shares at SunMirror Luxembourg. Therefore, SunMirror Luxembourg did not incur any cash outflow or liability on the acquisition of Pharlap.

Securities Prospectus

SunMirror shares are currently listed on the regulated unofficial market segment (Freiverkehr) of Düsseldorf Stock Exchange and on the Vienna MTF (market segment direct market) of Vienna Stock Exchange (Wiener Börse). The Company's intention is to list its shares on a regulated market. A securities prospectus is currently being prepared for this purpose. Accordingly, high costs were incurred for this in the first half of the financial year 2020/21.

Due to the new strategic focus and as a result of the non-recurring costs in connection with the preparation and audit of the securities prospectus, a comparison over time may be limited or it may not be possible to draw conclusions about the future situation of the company from the reported situation.

Group structure

The interim condensed group financial statements of SunMirror consists of the following legal entities:

Name	Country of incorporation	Currency	Share capital	Equity portion
SunMirror AG	Switzerland	CHF	2,000,000	Holding
SunMirror Luxembourg S.A.	Luxembourg	EUR	1'111'000	100%
Lithium 1 Pty Ltd	Australia	AUD	10	100%
Pharlap Holdings Pte	Singapore	AUD	4,226,777	100%

2.3.1 Results of operations

The following table shows the financial performance of SunMirror for the six months ended 31 December 2020 and the six months ended 31 December 2019:

<i>In USD</i>	Notes	2020	2019
Personnel expense		-169,262	0
General and administrative expense	4.1	-1,138,959	-17,154
Gross Profit		-1,308,221	-17,154
Operating loss		-1,308,221	-17,154
Finance expense		-1,963	0
Earnings before taxes		-1,310,184	-17,154
Income tax		0	0
Loss for the period		-1,310,184	-17,154

The Notes refer to the interim financial statements as of 31 December 2020 and should be read in that context.

SunMirror did not generate any revenues within the six months 1 July to 31 December 2020 as well as in the comparative period. This is due to the fact that the company did not start any operating activities yet.

Personnel expenses include the compensation of the Board of Directors, management and administrative staff.

General and administrative expense (Note 4.1):

<i>In USD</i>	2020	2019
Listing expense	-531,064	0
Admission costs	-228,598	0
Legal fees and related expenses	-85,568	-4,323
Accounting, tax and auditing fees	-104,863	-11,897
Professional fees (related parties)	-93,276	0
Communication/PR and IT costs	-85,019	0
Capital tax	-2,983	-604
Other fees	-7,589	-330
Total general and administrative expense	-1,138,959	-17,154

Due to the fact that SunMirror being accounted for as acquiree SunMirror's listing status has to be accounted for resulting in the recognition of a listing expense of USD 531,064. The fair value of the listing status was measured by reference to the excess of the consideration over the net assets acquisition in a separate transaction.

The costs related to the work on the prospectus are mainly included in the admission costs, Accounting, tax and auditing fees as well as Communication/PR and IT costs. At the time of the balance sheet date of the interim financial statements as of 31 December 2020, this work was still in progress.

Finance results mainly consist of bank charges.

Due to the overall loss for the periods, no income tax was payable in the period from 1 July to 31 December 2020.

The overall loss for the six months period ended 30 December 2020 of USD 1,310,184 is significantly higher compared to a loss of USD 17,154 for the six months period ended 31 December 2019.

The solvency of the company was secured throughout the period from 1 July to 31 December 2020.

2.3.2 Results of operations

<i>In USD</i>	Note	2020	2019
Cash flows from operating activities			
Loss of the period/year		-1,310,184	-545
Listing expense	4.1	531,064	0
Increase/decrease in other receivables		-101,188	-5,095
Increase in other payables		423,040	5,674
Net cash flow from operating activities		-457,269	34
Cash flows from investing activities			
Payments for exploration expenditure	4.2	-5,628	0
Net cash flow from investing activities		-5,628	0
Cash flows from financing activities			
Capital increase (cash-effective)		547,205	0
Net cash flow from financing activities		547,205	0
Net foreign exchange differences		-11,426	-34
Net change in cash and cash equivalents		72,882	0
Cash and cash equivalent at beginning of year		7	7
Cash and cash equivalent at end of year		72,889	7

Cash flows from Investing activities (Note 4.2)

in USD

Moolyella E45/5573	4,439
Kingston Keith E53/1953	1,189
Payments for exploration expenditure	5'628

2.3.3 Financial Position and capital structure

The following table shows the financial position of SunMirror as of 31 December 2020 and 30 June 2020:

<i>In USD</i>			
ASSETS	Note	Dec 31 2020	Jun 30 2020
Non-current assets			
Intangible assets		29,465,997	0
Exploration and evaluation assets		3,789,551	3,358,399
Total non-current assets		33,255,548	3,358,399
Current assets			
Other receivables		126,978	25,790
Cash and cash equivalents		72,889	7
Total current assets		199,867	25,796
Total assets		33,455,415	3,384,195
EQUITY AND LIABILITIES			
Equity			
Share capital		2,168,498	327,030
Capital reserves		44,048,840	17,562,854
Accumulated losses		-15,951,844	-14,641,660
Foreign currency translation reserve		2,351,077	-279,832
Total shareholders' equity		32,616,572	2,968,393
Current liabilities			
Other payables		838,843	415,803
Total current liabilities		838,843	415,803
Total liabilities		838,843	415,803
Total equity and liabilities		33,455,415	3,384,195

As a result of the reverse takeover, the balance sheet figures have changed substantially compared to the last annual financial statements. The acquisition of the royalties from Pharlap is included in the intangible assets and the two projects Moolyella and Kingsten Keith (Lithium 1) are included in the exploration and evaluation assets.

Other payables increased from USD 415,803 as of 30 June 2020 to USD 838,843 as of 31 December 2020. This increase is mainly due to the costs incurred for the preparation of the prospectus at the end of 2020, which will be paid after the reporting date.

Capital Structure

	Share capital	Capital reserves	Accumul. Loss	Foreign currency translation reserve	Total shareholders' equity
<i>In USD</i>					
Balance as at 01 July 2020	327,030	17,562,854	-14,641,660	-279,832	2,968,392
Contribution of Pharlap		27,179,239			27,179,239
Contribution in cash	547,205				547,205
Reverse acquisition in way of contribution in kind	1,294,264	-693,253	0	0	601,011
Total comprehensive loss/income	0	0	-1,310,184	2,630,909	1,320,725
Balance as at 31 December 2020	2,168,498	44,048,840	-15,951,844	2,351,077	32,616,572

SunMirror performed a capital increase from USD 327,030 (CHF 325,000) to USD 2,168,498 (CHF 2,000,000) by means of a cash contribution of USD 547,205 (CHF 500,000) and a contribution in kind of 1,111,000 shares in SunMirror Luxembourg S.A with a nominal amount of EUR 1.00 resulting in an increase in capital of USD 1,294,264 (CHF 1,175,000). Each share has a nominal value of CHF 1. At the same time, the company's name was changed from Dynastar AG to SunMirror AG and the registered office was moved from Zurich to Zug, Switzerland. These transactions are reflected in the notarized public deed (Öffentliche Urkunde) dated 31 August 2020.

There were no dividend payments in the half-year 1 July to 31 December 2020.

3 Outlook, Risk and Opportunity Report

3.1 Outlook

SunMirror will focus on exploiting the current resource base at Cape Lambert with an initial production volume of 25 million tons, which should increase to 50 million tons when in full mode. This aims at the generation of substantial cash flows which are supposed to finance exploration of the adjacent mineral properties (Kingston-Keith and Moolyella).

Therefore, SunMirror expects a significantly higher loss due to expenses relating to exploitation and evaluation in 2021 as well as further cost relating to the prospectus.

3.2 Risk Report

General Risks

The impact of the COVID-19 outbreak continues to evolve at the date of this report. The Company is therefore uncertain as to the full impact that the pandemic will have on its financial condition, liquidity, and future results of operation during future years. Management is actively

monitoring the global situation and its impact on the Group's financial condition, liquidity, operations, supplied, industry, and workforce as it may have a material adverse effect on the results of future operations, financial position, and liquidity in future years.

Furthermore, SunMirror is subject to the usual risks of the mineral exploration industry.

Market related Risks

The market reacts sensitively to various factors, which is why a market forecast is only possible to a limited extent. Price and interest rate developments, inflation, political and social changes can be identified as driving factors.

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on net income or loss and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, particularly as they relate to base and precious metals, to determine the appropriate course of action to be taken by the Company. SunMirror actively monitors its risk of a shortage of funds as SunMirror may need extensive funds to finance its future exploitation and evaluation activities. When expenses are denominated in currencies other than the respective functional currencies SunMirror is subject to foreign currency risks. SunMirror manages this foreign currency risk by matching receipts and payments in the same currency and monitoring movements in exchange rates.

In addition, SunMirror might be facing competition from other companies, some of which have considerably higher funds. An increasing number of competitors could lead to a decrease in the market shares of SunMirror Group. Furthermore, more competitors could lead to more mineral reserves being produced and to lower market prices for certain minerals. This would result in SunMirror Group generating less revenue and earnings.

Environmental regulations might in addition have a negative impact on the future Company's results of operations and financial conditions.

Business related Risk Factors

In its new business activity, the Company is a start-up company with no operating history that currently has no employees and has not generated cash flows so far and will for a significant time be dependent on equity or debt capital at acceptable conditions in order to finance its business activities. The establishment of completely new business activities may fail, especially against the background of SunMirror's focus on mineral exploration companies.

There is a main risk in the conversion of resources. While as of today no drilling has been done, there is no guarantee that future drill programs will be able to achieve the expected conversion rates as those modelled within our valuation. This means that there is a substantial risk that drilling may outline a lower tonnage or grade resource, which would negatively impact our valuation. Furthermore, given that none of the projects have been operational, there is a significant risk for a delay in the timeline. There is no true comparable in the mining industry, since each property is unique with respect to key factors such as geology, mineralization, costs, and stage of exploration. From this it follows that subjective judgment is needed to identify similar properties.


3.4 Opportunity Report

In every case, the proper strategic response to risk can be an opportunity to create value for SunMirror as mining company.

An increase in commodity prices is a potential opportunity and might increase SunMirror's economic value.

Furthermore, SunMirror might support growth and sustainability through the adoption of innovative technologies designed to better manage operational costs, improve extraction methods, streamline distribution, increase worker productivity, and mitigate risks by building new partnerships and attracting the right talent.

Zug, 26 March 2021



Dr. Heinz Kubli, Board of Directors