

The information set forth in this appendix does not form part of the Accountants' Report from the Company's joint reporting accountants, KPMG LLP, Chartered Professional Accountants, Calgary, Canada, and KPMG, Certified Public Accountants, Hong Kong, as set forth in Appendix I to this Prospectus, and is included herein for illustrative purposes only.

The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in this Prospectus and the Accountants' Report set forth in Appendix I to this Prospectus.

#### A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

The following unaudited pro forma statement of adjusted net tangible assets of the Company prepared in accordance with Rule 4.29 of the Listing Rules is to illustrate the effect of the Global Offering on the net tangible assets of the Company attributable to owners of the Company as at September 30, 2016 as if the Global Offering had taken place on that date. The unaudited pro forma statement of adjusted net tangible assets of the Company attributable to owners of the Company has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not provide a true picture of the net tangible assets attributable to owners of the Company had the Global Offering been completed as at September 30, 2016 or at any future date. The unaudited pro forma statement of net tangible assets attributable to owners of the Company is based on the net tangible assets attributable to owners of the Company derived from the audited financial information of the Company as at September 30, 2016 as set out in the Accountants' Report in Appendix I to this Prospectus and adjusted as described below. The unaudited pro forma statement of adjusted net tangible assets does not form part of the Accountants' Report.

	Net tangible assets attributable to owners of the Company as at September 30, 2016	Estimated net proceeds from the Global Offering	Unaudited pro forma adjusted net tangible assets attributable to owners of the Company	Unaudited pro forma adjusted net tangible assets attributable to owners of the Company per share	
	C\$ (Note 1)	C\$ (Note 2)	C\$	C\$ (Note 3)	HK\$ (Note 5)
Based on the offer price of:					
— HK\$3.00 per share	35,470,841	31,613,328	67,084,169	0.24	1.42
— HK\$3.80 per share	35,470,841	40,752,939	76,233,780	0.27	1.62

*Notes:*

- The net tangible assets attributable to owners of the Company as at September 30, 2016 is arrived at after deducting exploration and evaluation assets of C\$14,383,237 from the total equity of the Company of C\$49,854,078 as at September 30, 2016, as shown in the Accountants' Report, the text of which is set out in Appendix I to this Prospectus.

2. The estimated net proceeds from the Global Offering are based on the estimated offer price of HK\$3.00 per share (being the minimum Offer Price) or HK\$3.80 per share (being the maximum Offer Price), after deduction of the estimated underwriting fees and other listing expenses (excluding listing expenses of approximately C\$2,802,204 that we incurred during the Track Record Period), and 69,580,000 Common Shares expected to be issued under the Global Offering, assuming the Over-Allotment Option is not exercised.
3. The unaudited pro forma adjusted net tangible assets attributable to owners of the Company per Share is arrived at after the adjustments referred in the preceding paragraphs and on the basis that 278,286,520 Common Shares are in issue, assuming that the Over-Allotment Option is not exercised.
4. No adjustment has been made to the unaudited pro forma adjusted net tangible assets to reflect any trading results or other transactions of the Company entered into subsequent to September 30, 2016.
5. For the purpose of the unaudited pro forma adjusted net tangible assets attributable to owners of the Company, the balances stated in Canadian dollars are converted into Hong Kong dollars at a rate of HK\$1 to C\$0.1693. No representation is made that Canadian dollars denominated amounts have been, could have been, or could be converted to Hong Kong dollars, or vice versa, at the rate applied or at any other rates or at all.

**B. REPORT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION**

*The following is the text of a report received from the joint reporting accountants, KPMG LLP, Chartered Professional Accountants, Calgary, Canada and KPMG, Certified Public Accountants, Hong Kong, in respect of the Company's pro forma financial information for the purpose in this Prospectus.*



KPMG LLP  
3100-205 5th Avenue SW  
Calgary, Alberta T2P 4B9  
Canada

KPMG  
8th Floor  
Prince's Building  
10 Chater Road  
Central  
Hong Kong

February 28, 2017

**INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE  
COMPILATION OF PRO FORMA FINANCIAL INFORMATION****To the Directors of Persta Resources Inc.**

We have completed our assurance engagement to report on the compilation of pro forma financial information of Persta Resources Inc. (the "Company") by the directors of the Company (the "Directors") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted net tangible assets as at September 30, 2016 and related notes as set out in Part A of Appendix II to the prospectus dated February 28, 2017 (the "Prospectus") issued by the Company. The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are described in Part A of Appendix II to the Prospectus.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed offering of shares of the Company (the "Global Offering") on the Company's financial position as at September 30, 2016 as if the Global Offering had taken place at September 30, 2016. As part of this process, information about the Company's financial position as at September 30, 2016 has been extracted by the Directors from the Company's historical financial information included in the Accountants' Report as set out in Appendix I to the Prospectus.

**Directors' Responsibilities for the Pro Forma Financial Information**

The Directors are responsible for compiling the pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "*Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars*" ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

**Our Independence and Quality Control**

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

The firm applies Hong Kong Standard on Quality Control 1 "*Quality Control for Firms That Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements*" issued by the HKICPA and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Reporting Accountants' Responsibilities**

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements ("HKSAE") 3420 "*Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*" issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the pro forma financial information in accordance with paragraph 4.29 of the Listing Rules, and with reference to AG 7 issued by the HKICPA.

For purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Company as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of events or transactions as at September 30, 2016 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgement, having regard to the reporting accountants' understanding of the nature of the Company, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We make no comments regarding the reasonableness of the amount of net proceeds from the issuance of the Company's shares, the application of those net proceeds, or whether such use will actually take place as described in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

### **Opinion**

In our opinion:

- (a) the pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Company, and
- (c) the adjustments are appropriate for the purposes of the pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

**KPMG LLP**

*Chartered Professional Accountants*  
Calgary, Canada

**KPMG**

*Certified Public Accountants*  
Hong Kong