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24 October 2017

The Manager
Company Announcements
Australian Stock Exchange Limited
Exchange Centre
Level 6
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

RE: AUSTPAC RESOURCES N.L.
ANNUAL REPORT 2017

We are pleased to provide the 2017 Annual Report for Austpac Resources N.L. for immediate release.

Yours faithfully

N.J. Gaston
Company Secretary

enc





AUSTPAC PLANT





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Chairman's Review

Austpac has progressed the Newcastle Zinc and Iron Recovery Plant (NZIRP) towards commercialisation during the financial year.

A refined testwork program continues at Newcastle to prove the capability of a profitable multi-product plant which produces pig iron, hydrochloric acid and zinc oxide.

Feedstock arrangements have been secured, and negotiations continue with both U.S. and Australian steel-makers and investors.

We are encouraged by initial drilling into the basement rocks within EL 5291 which intersected highly altered basalts and two zones of highly anomalous zinc mineralisation indicative of a nearby hydrothermal source. We are seeking major corporate investment for follow-up exploratory drilling in 2018.

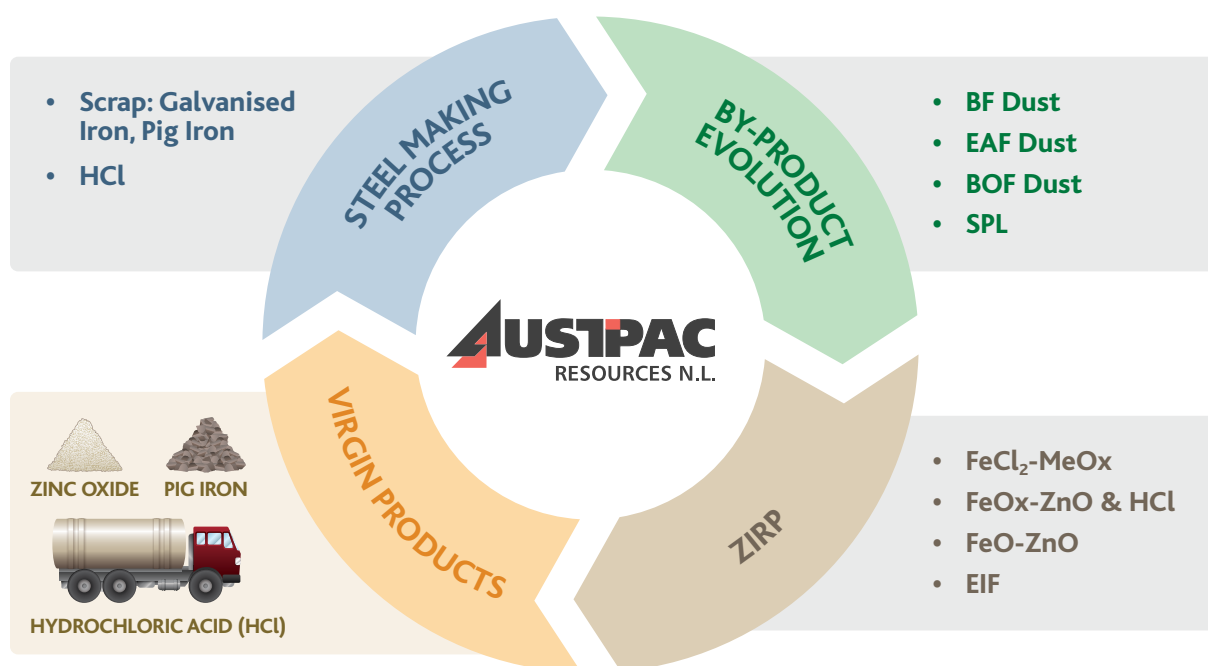
The Company contained operating costs to \$2.1M which is comparable with the previous financial year, and has been supported by Research and Development tax concession refunds of \$1.9M and smaller Australian investor placements.

The Company thanks shareholders for their patience while the careful commercial progress of Austpac technology continues.



T. Cuthbertson

Chairman



Austpac's ZIRP process and the Circular Economy

Directors' Report on Operations

STEEL MILL BY-PRODUCT REGENERATION/URBAN MINING

Overview

Steel-making has been a prominent industry since the industrial revolution in the mid-1700's. From its inception the industry has always made a product which has driven civilisation upward. The contaminants in the raw materials used to make steel (iron ore, coal, scrap, and other additives) generate a large volume of by-products; namely slag and a variety of dusts. For nearly 200 years, no comprehensive solution has been developed to manage the by-products. In the last 50–60 years however, this has changed by managing slags for use in the cement industry. The last area that required development is that of the iron bearing dusts generated from Blast Furnaces, Basic Oxygen Furnaces and Electric Arc Furnaces. It is now possible to recycle these by-products.

Urban Minerals (By-Products)

Steel mill by-product streams can be considered 'Urban Minerals'; they are generated as a function of steel production either in an integrated steel Mill (BOF) or an Electric Arc Furnace Mill (EAF). Over 1.6 billion tonnes of steel is produced globally each year. All steel makers generate iron-bearing dust from their operations; the amount varies between 16kg and 60kg per tonne of steel produced. Urban Minerals include:

Blast Furnace Dust and Sinter Plant Dust

A fine product containing iron and other trace elements which is difficult to handle and recycle as the dust is extremely fine.

Basic Oxygen Furnace Dust (filter cake)

A fine product containing high levels of iron and zinc (up to 70 % combined). Steel mills can recycle filter cake twice by using it as coolant in the BOF vessel, but the Zn concentration increases with each reuse. Dusts containing more than 10% Zn cannot be recycled. A BOF generates approximately 16kg of filter cake per tonne of steel produced. Without reuse, BOF filter cake typically contains 43% Fe and 6% Zn. Global Steel production using the BOF steel-making process was 1.2 billion tonnes in 2015.

Electric Arc Furnace Bag House Dust

EAF dust produced during melting exits the furnace along with the off-gases and is captured in a bag house. Approximately 60kg of EAF dust is generated with each tonne of steel produced globally, and it can be high in Zn and difficult to process. The zinc content of the dust is variable, depending upon the amount of galvanised steel scrap used in the melting process. Many attempts have been made to recover iron and zinc from this by-product, which typically contains 20% Fe and 35% Zn. The Waelz process, developed over 80 years ago, partially recovers Zn as an intermediate product, but requires further processing to be of any use. Austpac's ZIRP process recovers both elements. Global Steel production using the EAF steel-making process was 0.41 billion tonnes in 2015.

Spent Pickle Liquor (SPL)

This by-product is generated when hydrochloric acid (HCl) is used to treat or 'pickle' steel to remove scale or rust. Once it is used, the acid becomes inactive, contaminated with iron and is unable to be reused. It either has to be neutralised at great expense for disposal or conditioned for use elsewhere (e.g. sewage treatment) or regenerated to produce weak HCl and iron oxide. Austpac's ZIRP process not only recovers the iron from SPL and combines it with the iron from the steel mill by-products to make pig iron, but also produces strong HCl.

Austpac's By-Product Regeneration System

Austpac's Zinc & Iron Recovery Process (patent pending) takes the Urban Minerals (the steel mill by-product streams described above) and produces iron (ductile pig iron), zinc oxide, and hydrochloric acid. Minimal virgin raw materials are required for the process.

The industry flow chart on page two demonstrates how ZIRP completes the recycling circle and is reflective of the 'Circular Economy.' Re-using and value-adding to by-products is now a major talking point within governments and the steel industry, and the ZIRP process will play a major role in achieving this goal.

Commercial Products from the ZIRP Process

Pig Iron (Ductile Pig iron)

Pig Iron is commercially traded globally and can be used by steel mills and foundries alike. Australia currently imports 15–20,000 tonnes of pig iron to produce ductile & grey iron, presently valued at \$US 350–400 per tonne. The largest foundry in Australia consumes approx. 10,000 tonnes annually of pig iron.

Zinc Oxide

Zinc oxide is a raw material used in the production of zinc metal, paints and creams (e.g. sunscreen), depending upon

impurities. In the ZIRP process, Zn metal fumes off during melting in the Electric Induction Furnace, and is recovered as Zn oxide. A typical analysis of Zn oxide produced by EIFs used in the Australian foundry industry contains 65–70% Zn, 3.5–4.5% Fe, and 0.3–0.5 % Pb.

Hydrochloric Acid

HCl is a common chemical used in a multitude of industrial applications. It is used on a large scale for commercial operations such as steel pickling, and on a small scale for water treatment in swimming pools. A steel mill using the ZIRP process would return all HCl to their pickling lines without the need to purchase fresh acid.

Benefits to the Community and the Steel Industry

The community benefits because the ZIRP process is able to recycle the by-product streams generated by steel production. This results in a cleaner environment, less material is stockpiled or neutralised.

Industry is no longer burdened with by-product management, allowing companies to concentrate on the profitable steel-making business.

The Global Steel Industry

The top ten steel-making countries are shown in the accompanying table. China is predominantly a primary steel producer (blast furnace technology), while 60% of USA production uses EAF technology. Europe 27 (the collective of European steel-making countries) produced 180 million tonnes of steel in 2016, 40% using EAFs.

The table below provides an estimate of by-product Fe dust generation in China, Europe 27 and the USA.

Top ten steel-producing countries

Rank	Country	2016 (Mt)	2015 (Mt)	%2016/2015
1	China	808.4	798.8	1.2
2	Japan	104.8	105.1	-0.3
3	India	95.6	89.0	7.4
4	United States	78.6	78.8	-0.3
5	Russia	70.8	70.9	-0.1
6	South Korea	68.6	69.7	-1.6
7	Germany	42.1	42.7	-1.4
8	Turkey	33.2	31.5	5.2
9	Brazil	30.2	33.3	-9.2
10	Ukraine	24.2	23.0	5.5

Source: worldsteel

The Opportunity

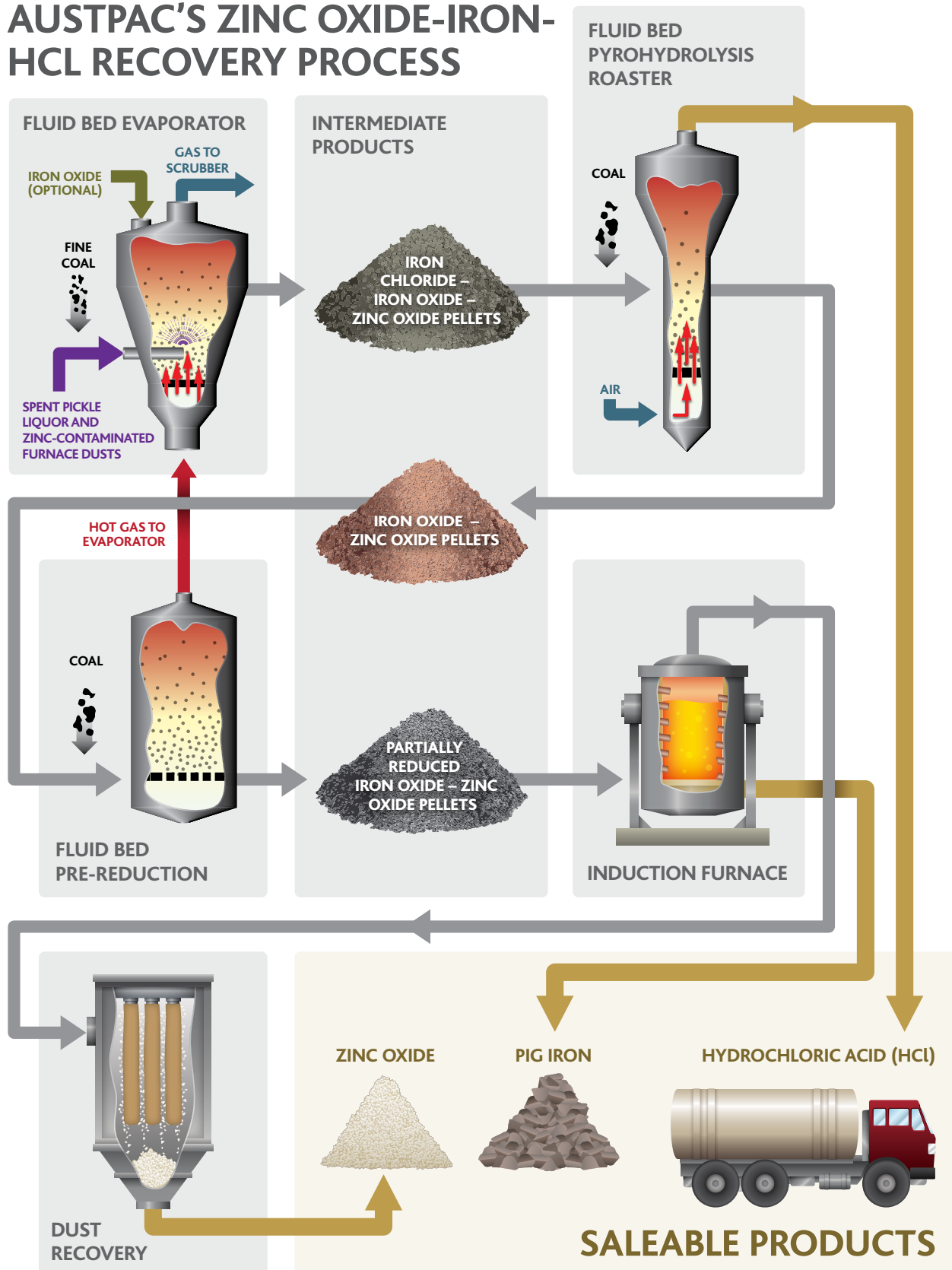
Worldwide steel production is more than 1 billion tonnes, and all steel mills generate by-product streams. Once the testwork program is completed and the Newcastle plant is converted to an ongoing facility, Austpac's business model is to export ZIRP technology via licensing arrangements of US\$5–10 million (depending on plant size) plus a production royalty.

This would constitute a minor investment level for a large steel maker generating upwards of 1 million tonnes of Fe bearing dust and pickle liquor. It is estimated an EAF plant generating 100,000 tonnes of EAF dust generates an income of US\$100 million, while a BOF plant generates US\$65 million.

Estimated By-Product Fe Dust Generation

	EAF Steel				BOF Steel			
	Production	Fe Dust	Fe Contained	Zn Contained	Production	Fe Dust	Fe Contained	Zn Contained
	'000 t	'000 t	'000 t	'000 t	'000 t	'000 t	'000 t	'000 t
China	80,000	4,800	960	1,680	730,000	11,680	5,022	701
Europe 27	72,000	4,320	864	1,512	108,000	1,728	743	104
USA	48,000	2,880	576	1,008	32,000	512	220	31
Total	200,000	12,000	2,400	4,200	870,000	13,920	5,986	835

AUSTPAC'S ZINC OXIDE-IRON-HCL RECOVERY PROCESS



NEWCASTLE ZINC & IRON RECOVERY PLANT (NZIRP)

The Newcastle plant was originally designed to recycle iron chloride-rich spent pickle liquor (SPL) and iron oxide by-products (e.g. mill scale) generated by the steel industry by using four stages of fluid beds to produce hydrochloric acid and iron briquettes. However, the increase in value of the iron oxide by-products reduced the availability of this feedstock for the planned plant.

The Newcastle Zinc & Iron Recovery Plant (NZIRP) concept was conceived in 2015, when the possibility of recycling dusts generated by steel industry furnaces was recognised following preliminary testwork at Austpac's facility on Kooragang Island. The dusts emitted by blast furnaces (BF) and basic oxygen furnaces (BOF) used for primary steel-making predominantly contain iron oxide with low levels of contaminants, including zinc. The iron scrap used by electric arc furnaces (EAF) in secondary steel-making generally contains other metals, including high levels of zinc derived from galvanised iron. EAF dust (EAFD) can contain as much as 40% Zn which occurs as zinc oxides and other zinc minerals.

Testwork in 2010 had shown that by combining these dusts with SPL, marketable iron pellets with very low levels of contaminants

could be produced, together with strong HCl. Zinc and other volatile metal contaminants were removed during the second fluid bed reduction stage and captured as oxides. However, the oxides were contaminated with carbon and other impurities and were unmarketable and the work was discontinued.

In 2015, Austpac decided to replace the two-stage fluid bed iron oxide reduction process with a single-stage fluid bed to produce partially reduced iron pellets which could be fed to an electric induction furnace (EIF) to produce pig iron. EIFs have been used in iron foundries for nearly 100 years and are well proven, and pig iron is a higher value product than the briquetted iron that would have been produced using two fluid bed stages for reduction. In an EIF, any volatile metal components contained in the partially reduced iron pellet, such as zinc, fume off and are removed with the furnace gases and are captured in a baghouse or a scrubber.

In October 2016, Austpac's management and technical team was augmented when Colin Iles joined the Company as a consultant. Colin is a metallurgist with over 35 years' experience in international trade, sales and business development and the commercial management of technical projects at plant level and in international metals sourcing and trading. Since October he has been closely involved in planning the commercialisation of the NZIRP and in March 2017, he was appointed a non-executive director of the Company.

As the ability to recover pig iron, strong HCl and zinc oxide from zinc-contaminated dusts is unique, in November 2016 Austpac lodged a patent application entitled "Processing of Zinc-Containing Waste Materials" to protect the process.

The team recognised that it would be necessary to demonstrate that Austpac's innovative zinc and iron recovery process (the ZIRP process) could produce marketable pig iron and zinc oxide. A testwork program using larger pilot scale equipment plant at Newcastle commenced in late March 2017. This included upgrading and recommissioning some existing equipment, the fabrication of a larger fluid bed roaster and reconfiguring the raw material preparation and delivery systems. This program will culminate with the production of at least 5 tonnes of reduced iron pellets for testing in a commercial foundry. A series of furnace melts at the foundry will produce pig iron while zinc will be captured as an oxide from the furnace gases. The testwork will prove the process and provide samples to establish the marketability of the products.

The ZIRP process to recycle SPL and contaminated furnace dusts comprises four stages; fluid bed evaporation/pelletisation (EVAP), fluid bed pyrohydrolysis (PYRO), fluid bed pre-reduction (FBPR) and an electric induction furnace (EIF), as shown in diagram on page 5.

Since March 2017, the testwork program at Newcastle has progressed well and by the time of writing this report had achieved the first milestone; recommissioning of Stage 1 of the test plant, the EVAP unit. A summary of activities during this period follows.



The Fluid Bed Evaporator in operation



Interior of ball mill used for pulverising BOF and EAF dust to generate a slurry

An east coast-based Australian steelmaker is supporting the testwork program by supplying furnace dust containing iron oxides and some zinc minerals, as well as SPL from the steelmaker's pickling lines. To date ten tonnes of furnace dust and four tonnes of SPL have been delivered to the NZIRP site.

Grinding is required to break down any agglomerated particles in the furnace dusts, so the solids preparation equipment installed in 2012 was recommissioned in June and July 2017. The dust and fine coal is transferred to a ball mill where it is ground to a fine slurry. This is pumped from the discharge tank via a ring main to the fluid bed evaporator (EVAP) in the adjacent process tower.

The existing EVAP unit required extensive reconditioning. This included installing a new plenum for the fluid bed and off-gas stack, and recommissioning and modifying the gas burner, the blowers and fans and the off-gas scrubber. This work was completed by late July 2017.

Cold commissioning of the solids feed preparation area commenced in August 2017, followed later in the month by hot commissioning of EVAP fluid bed. The Stage 1 unit operated to design specifications and culminated in the production of optimally-sized mixed chloride-oxide pellets. Some modifications to the circuit are being made to maximise



Pellets discharging from the Fluid Bed Evaporator

operability prior to commencing continuous operations to process the ten tonnes of dust held in store.

Each stage of the testwork program is being conducted as a simulated continuous campaign. The pellets from the EVAP production run will be stored until required for the next two stages; Pyrohydrolysis (PYRO) and Fluid Bed Pre-Reduction (FBPR). These stages will use the same fluid bed roaster, operated sequentially. The body of a large existing refractory-lined roaster is being modified for these dual duties. This requires the fabrication of a refractory-lined lower body and plenum, as well as a refractory-lined roaster cap and off-gas ductwork. The modified roaster will be integrated with the gas scrubbing system used for EVAP, and with the gas and air supply, electrics and instrumentation necessary for its operations. This will occur during the coming months.

The final process step will use an EIF to produce pig iron and zinc oxide from the pre-reduced iron oxide/zinc oxide pellets from Stage 3. Arrangements have been made with a commercial foundry to conduct a number of test melts, which will be undertaken late in 2017 or early in 2018, depending upon availability.



Spent Pickle Liquor reservoir for Evaporator testwork



Evaporator discharge product from commissioning run

EXPLORATION LICENCE 5291, NHILL

Exploration Licence 5291 near Nhill in western Victoria was granted to Austpac in 2010 to cover strong aeromagnetic and gravity features which represent the covered continuation of the Mount Staveley Volcanic Complex that the Company considered prospective for porphyry copper-gold and volcanic-hosted massive sulphide mineralisation. EL 5291 was renewed in October 2015 for a term of four years.

The basement in Nhill region is covered by a thick sequence of younger Murray Basin sediments and had not been previously tested for mineralisation. Between 2011 and 2014, Austpac undertook detailed gravity and magnetic surveys to define potential targets generated by Government regional geophysical surveys. Five rotary holes were drilled to obtain samples from the top of the extremely weathered basement. The samples from the holes confirmed the basement comprised altered volcanics with finely disseminated sulphides. While they were not geochemically anomalous due to the intense weathering, it was recognised deeper diamond core drilling would be required to fully assess EL 5291.

In 2014, a collaborative program undertaken by Geoscience Australia, the Geological Survey of Victoria and the Deep Exploration Technologies Cooperative Research Centre, drilled

14 stratigraphic core holes to obtain basement material from the Staveley Zone and test new geological models in order to stimulate investment in this under-explored region. This led to the Victorian Government's TARGET Minerals Exploration initiative to co-fund exploration programs in western Victoria, and in June 2016, Austpac was awarded a grant by the Department of Energy and Earth Resources to undertake a geophysical and drilling program within EL 5291. The program entailed detailed ground magnetic and gravity surveys to define a target generated by Austpac's earlier work, followed by a deep drill hole to test the basement for porphyry copper-gold and volcanic-hosted massive sulphide systems.

In May 2017, Austpac completed the planned exploration drill hole. DH GG-01, a vertical hole, passed through the overlying Murray Basin sediments using mud rotary equipment and encountered competent basement at 248.9m. Diamond core drilling was then used to continue the hole for a further 75.6m and the hole was terminated at 324.5m.

The basement consists primarily of basaltic volcanics which, apart from one very narrow section in the hole, have been strongly to intensely altered and demagnetised by hydrothermal fluids. The alteration is accompanied by sulphide mineralisation, which was deposited primarily as pyrite (iron sulphide) in fractures, along breccia boundaries and in vugs/amygdales (voids). The pyrite is often accompanied by significant amounts of sphalerite (zinc sulphide) and minor amounts of finely disseminated chalcopyrite (copper sulphide) and anomalous gold.





Inspection of diamond drill core during the drilling of hole GG-01 in May 2017

69 core samples were submitted for analysis. Results are very encouraging and are tabulated overleaf. Two intervals contain abundant visible sphalerite and pyrite mineralisation:

- ▲ 0.5m at 3.6% Zn with 0.44 g/t Au (intercept downhole from 308.0m to 308.5m). This included an 8cm section containing abundant sphalerite and pyrite together with silica flooding (see photo).
- ▲ 0.5m at 1.2% Zn with 0.20 g/t Au (intercept downhole from 324.0m to 324.5m; end of the hole), and the 3m above this intercept are also geochemically anomalous.

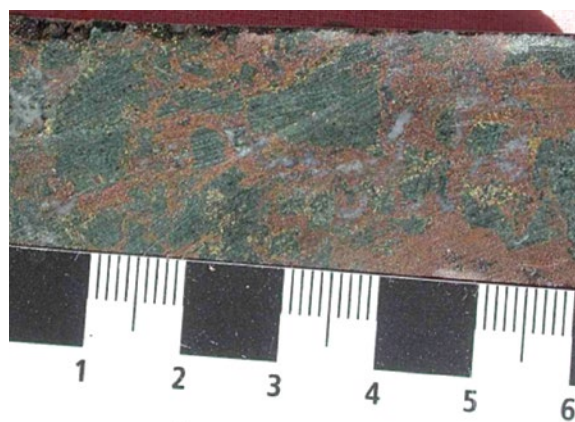
The mineralisation encountered in GG-01 is highly encouraging considering it is the first core hole drilled in this previously untested terrain:

- ▲ Exploration in the Mallee region of western Victoria has been hampered by the thick cover of Murray Basin sediments.
- ▲ The basaltic volcanics encountered at the base of drill hole GG-01 at Nhill are considered analogous to parts of the Cambrian Mount Stavely Volcanic Complex, ~170km to the southeast, where porphyry-style copper-gold mineralisation has been discovered.
- ▲ The strong pervasive alteration of the basement volcanics and the highly anomalous zinc mineralisation (up to 3.6% Zn and 0.44g/t Au) is the result of the introduction of metal-rich fluids into permeable fractures and breccia zones.
- ▲ The mineral assemblage observed is typical of the outer halo of a hydrothermal system, the source of which is offset from the drill hole.

Step out drilling is required to locate the source in this mineralisation, which could be a porphyry copper-gold and volcanic-hosted massive sulphide system.

Austpac is presently considering alternatives to achieve what will be a substantial follow up exploration program, including a joint venture with a number of interested explorers.

Below is a photograph of a 6cm section of core from 308.0m from the upper breccia zone:



Core sample showing altered basalt fragments (greenish) enclosed by a hydrothermal matrix of ~15% brown sphalerite (zinc sulphide), ~8% yellowish pyrite and subordinate pale grey quartz. Scale bar in centimetres.

ANALYSES FOR DRILLHOLE GG-01 EL 5291, NHILL, VICTORIA

SAMPLE ID	FROM	TO	Interval		Au Au-TL43	Ag Me-ICP43	Cu ME-ICP43	Pb ME-ICP43	Zn ME-ICP43	Zn Zn-OG46
	m	m	m		ppm	ppm	ppm	ppm	ppm	%
GG001	234.0	243.0	9.0		0.00	0.4	159	28	408	
GG002	243.0	248.9	5.9		0.00	0.3	78	19	233	
GG003	250.2	251.1	0.9		0.00	<0.1	6	21	91	
GG004	251.1	251.6	0.5		0.00	0.2	286	13	185	
GG041	251.6	252.6	1.0		0.00	<0.1	62	1.3	94	
GG042	252.6	253.6	1.0		0.00	<0.1	76	2.3	95	
GG044	259.0	260.0	1.0	*	0.00	0.3	552	3.9	103	
GG045	260.0	261.0	1.0		0.00	<0.1	26	2.6	119	
GG005	276.8	277.5	0.7		0.01	0.2	106	12	119	
GG046	277.5	278.0	0.5		0.01	0.1	159	3.5	158	
GG006	278.0	278.3	0.3		0.01	0.1	143	10	106	
GG007	278.3	278.5	0.2		0.00	0.1	117	11	159	
GG008	278.5	279.2	0.7		0.10	0.4	174	38	178	
GG047	279.2	280.1	0.9		0.01	<0.1	35	3.5	99	
GG048	280.1	281.1	1.0	*	0.27	0.2	108	6.0	198	
GG009	281.1	281.6	0.5		0.10	0.4	155	22	140	
GG010	281.6	282.2	0.6		0.09	0.6	144	25	285	
GG011	282.2	282.5	0.3		0.06	0.4	244	19	277	
GG012	282.5	283.0	0.5		0.02	0.3	214	11	149	
GG013	283.0	283.5	0.5		0.03	0.2	127	11	107	
GG014	283.5	284.0	0.5	*	0.57	0.3	198	7	117	
GG016	284.0	284.5	0.5		0.05	0.2	178	8	137	
GG017	284.5	285.0	0.5		0.03	0.4	320	11	143	
GG018	285.0	285.5	0.5	*	0.03	0.8	716	19	156	
GG019	285.5	286.0	0.5		0.02	0.2	179	6	103	
GG020	286.0	286.5	0.5		0.03	0.1	70	5	103	
GG021	286.5	287.0	0.5		0.03	0.4	284	5	167	
GG022	287.0	287.5	0.5		0.03	0.3	181	9	107	
GG023	287.5	288.0	0.5		0.04	0.2	209	4	140	
GG049	288.0	289.0	1.0	*	0.36	0.1	108	1.7	83	
GG050	289.0	290.0	1.0		0.11	0.1	113	2.9	77	
GG051	292.5	293.5	1.0		0.02	0.1	207	3.8	135	
GG052	293.5	294.5	1.0		0.01	<0.1	124	4.2	137	
GG053	294.5	295.5	1.0		0.01	<0.1	119	3.2	115	
GG054	295.5	296.5	1.0		0.01	<0.1	90	3.0	84	
GG055	296.5	297.5	1.0		0.01	<0.1	85	3.1	92	

Notes:

Technical details regarding the sampling and analytical procedures used are attached to Austpac's Quarterly Report to the ASX dated 30 July 2017.

* indicates anomalous values (bold)



SAMPLE ID	FROM	TO	Interval		Au Au-TL43	Ag Me-ICP43	Cu ME-ICP43	Pb ME-ICP43	Zn ME-ICP43	Zn Zn-OG46
	m	m	m		ppm	ppm	ppm	ppm	ppm	%
GG5024	297.5	298.0	0.5	*	0.08	0.4	747	5	200	
GG5025	298.0	298.5	0.5	*	0.07	0.4	544	10	384	
GG5056	298.50	299.25	0.8		0.02	0.1	183	17.2	388	
GG5057	299.25	300.25	1.0		0.02	0.1	226	3.0	154	
GG5058	300.25	301.25	1.0		0.08	0.1	215	3.2	148	
GG5059	301.25	302.25	1.0		0.04	0.1	99	4.4	142	
GG5060	302.25	303.25	1.0	*	0.02	0.2	326	15.1	453	
GG5026	305.0	305.5	0.5	*	0.07	0.5	307	56	783	
GG5027	305.5	306.0	0.5	*	0.02	0.2	223	43	1,380	
GG5028	306.0	306.5	0.5	*	0.20	0.3	257	47	2,280	
GG5029	306.5	307.0	0.5		0.01	0.2	280	6	287	
GG5031	307.0	307.5	0.5	*	0.59	0.3	273	7	544	
GG5032	307.5	308.0	0.5	*	0.23	0.2	199	6	332	
GG5033	308.0	308.5	0.5	*	0.44	0.4	269	13	>>10000	3.60
GG5061	308.5	309.2	0.7		0.01	<0.1	135	9.7	282	
GG5062	309.2	309.9	0.7		0.01	0.1	216	11.1	180	
GG5063	309.9	310.7	0.8		0.02	0.1	200	4.4	135	
GG5064	310.7	311.5	0.8	*	0.51	0.1	171	3.1	94	
GG5034	311.5	312.0	0.5		0.02	0.2	257	8	255	
GG5035	312.0	312.5	0.5		0.04	0.2	266	22	365	
GG5036	312.5	313.0	0.5		0.02	0.1	165	8	170	
GG5037	313.0	313.5	0.5		0.09	0.2	219	5	192	
GG5038	313.5	314.0	0.5	*	0.22	0.2	205	12	311	
GG5039	314.0	314.5	0.5		0.01	0.1	157	3	150	
GG5065	317.5	318.2	0.7	*	0.21	0.3	1,230	3.8	1,400	
GG5066	318.2	319.0	0.8	*	0.00	0.1	558	2.6	201	
GG5067	319.0	319.8	0.8		0.00	0.1	227	2.4	146	
GG5068	319.8	320.6	0.8		0.00	<0.1	276	1.5	133	
GG5069	320.6	321.4	0.8	*	0.02	0.1	354	2.4	1,410	
GG5070	321.4	322.2	0.8	*	0.07	<0.1	169	2.9	887	
GG5071	322.2	323.1	0.9	*	0.01	0.1	336	1.6	564	
GG5072	323.1	324.0	0.9	*	0.01	0.2	214	3.2	498	
GG5040	324.0	324.5 EOH	0.5	*	0.20	0.8	619	5	>10000	1.20

Notes:

Technical details regarding the sampling and analytical procedures used are attached to Austpac's Quarterly Report to the ASX dated 30 July 2017.

* indicates anomalous values (bold)

TABLE OF MINING EXPLORATION ENTITIES

Entities	Name	Area	Location	Ownership
EL 5291	Nhill	Area 149 graticular sections	Located between Nhill and Dimboola, Victoria;	100% Austpac Resources N.L.

Directors' Report

The directors of Austpac Resources N.L., ('the company') A.C.N. 002 264 057, present their report together with the financial report of the company and of the consolidated entity, being the company and its controlled entities, for the financial year ended 30 June 2017 and the auditor's report thereon.

Directors

The directors of the company at any time during or since the end of the financial year are:



TERRY CUTHBERTSON ACA Chairman

Age 67

Mr Cuthbertson is currently Chairman of Australian Whisky Holdings Limited, MyNetFone Ltd, South American Iron & Steel Ltd, Malachite Resources Ltd, Mint Payments Ltd and a Director of Iseentric Ltd. He was previously Group Finance Director for Tech Pacific Holdings Pty Ltd which generated over \$2 billion in revenues from operations throughout the Asia-Pacific Region. From 1986 to 1995 he was a Senior Partner of KPMG, specialising in strategic and corporate advice to major corporations. Mr Cuthbertson brings extensive international corporate experience to Austpac including a practical operating knowledge of business practices and structures in India, China and Southeast Asia.

Mr Cuthbertson was appointed a Director of Austpac Resources N.L. on 27 March 2001 and Chairman of Austpac Resources N.L. on 31 May 2004.



MICHAEL J. TURBOTT BSc (Hons), FAusIMM, FAIG Managing Director

Age 73

Mr Turbott was formerly a Director and Vice President of Kennecott Explorations (Australia) Ltd, and was in charge of the exploration programs that led to the discovery of the Lihir gold deposit in Papua New Guinea and to the acquisition and initial development of the Gordonstone (Kestrel) coal mine in the Bowen Basin, Queensland. His 47 years' experience in the mining industry has encompassed a wide variety of exploration and development projects in Australia, New Zealand, Papua New Guinea, Indonesia, Philippines, Canada and the USA.

Mr Turbott has been the Managing Director of Austpac Resources N.L. since its formation as an epithermal gold explorer in 1985. In 1988 Austpac became involved in the Westport ilmenite sand deposits in New Zealand. This led to the development of Austpac's proprietary ERMS roasting process to separate refractory ilmenite and, subsequently, to the EARS acid regeneration process. Under Mr Turbott's direction, since the mid 1990s Austpac has focused on its mineral sand technologies and has developed the ERMS SR process to produce very high grade synthetic rutile and a valuable iron co-product from ilmenite, a process to recover iron and hydrochloric acid from iron oxides and spent pickle liquor which are wastes produced by steel mills, a process to recover zinc and iron from Electric Arc Furnace dust, a continuous leaching process and specialist know-how in low temperature roasting and in the treatment of iron minerals.



ROBERT J. HARRISON FAICD Non-Executive Director

Age 78

Mr Harrison has over 29 years' experience in the marketing of ilmenite, rutile and zircon. He was Managing Director of Consolidated Rutile Limited's marketing subsidiary Minerals Pty Limited for a number of years before forming the mineral sands marketing consultancy Mineralex Agencies Pty Limited, of which he is Managing Director. Since 1986 Mr Harrison has provided marketing support, market surveys, statistical analyses and product reviews for titanium dioxide feedstocks, titanium dioxide pigments and zircon to a range of significant producers and consumers of those products in Australia, India, Africa, Europe and the North America.

Mr Harrison was appointed a Director of Austpac Resources N.L. on 1 September 2004.

**COLIN ILES** Non-Executive Director

Age 56

Mr Iles is a metallurgist with over 35 years' experience in international trade, sales and business development and the commercial management of technical projects at plant level. He was previously General Manager for CMC Comerals Australia, a subsidiary of the Commercial Metals Company headquartered in Texas, USA, where he was responsible for key objectives of profit, production and marketing. Mr Iles has been intimately involved with supply and offtake contracts with the Australian and international iron and steel industry and is an expert in international metals sourcing and trading.

Mr Iles was appointed a Director of Austpac Resources N.L. on 13 March 2017.

Company Secretary

Mr Gaston is a Chartered Secretary with 44 years listed public company experience including Lend Lease Corporation, Peko Wallsend Limited and American Metals Climax (AMAX).

Officers who were previously partners of the audit firm

Officers who were previously partners of the current audit firm KPMG, at the time when KPMG undertook an audit of the company – T. Cuthbertson who retired from KPMG in 1995.

Directors' Interests and Benefits

The relevant interest of each director in the share capital of the company at the date of this report and as notified by the directors to the Australian Stock Exchange in accordance with Section 205G(1) of the Corporations Act 2001 was:

	Ordinary Shares	
	Direct	Indirect
Terry Cuthbertson	–	9,666,667
Michael J. Turbott	16,867,785	3,283,333
Robert J. Harrison	9,000,000	–

Directors' Meetings

The number of meetings held and attended by each of the directors of the company during the financial year are:

	Board meetings attended	Board meetings held during the time the director held office	Audit Committee		Remuneration Committee	
			Meetings attended	Meetings held	Meetings attended	Meetings held
Terry Cuthbertson	12	12	2	2	1	1
Michael J. Turbott	12	12	2*	2	1*	1
Robert J. Harrison	12	12	2	2	1	1

* Attended by invitation

Principal Activities

The principal activity of the consolidated entity is the development of mineral processing technology and exploration and development of mineral sands deposits and gold deposits.

Review and Results of Operations

Operating and Financial Review

This report should be read in conjunction with the Chairman's Review, the Directors Report on Operations Pictorial, and Exploration Report in the front section of the 2017 Annual Report.

Operations

Newcastle Zinc and Iron Recovery Plant

The Newcastle Zinc & Iron Recovery Plant concept was conceived in 2015, when the possibility of recycling dusts generated by steel industry furnaces was recognised following preliminary testwork at Austpac's facility on Kooragang Island. There are two sources for

these dusts. The dusts emitted by blast furnaces (BF) and basic oxygen furnaces (BOF) used for primary steel-making predominantly contain iron oxide with low levels of contaminants, including zinc. The iron scrap used by electric arc furnaces (EAF) in secondary steel-making generally contains other metals, including high levels of zinc derived from galvanised iron. EAF dust (EAFD) can contain as much as 40% Zn which occurs as zinc oxides and other zinc minerals.

Austpac's EARS process regenerates hydrochloric acid (HCl) and iron oxide from iron chloride solutions. The testwork had shown that by combining these dusts with iron chloride-rich spent pickle liquor (SPL) generated by the steel industry, marketable iron pellets with very low levels of contaminants could be produced, together with strong HCl. Zinc and other volatile metal contaminants were removed during the second fluid bed reduction stage and captured as oxides. However, the oxides were contaminated with carbon and other impurities and were unmarketable.

In 2015, Austpac decided to replace its proposed two-stage fluid bed iron reduction oxide process with a single fluid bed stage to produce partially reduced iron pellets which can be converted to pig iron in an electric induction furnace (EIF). EIF's have been used in iron foundries for over 100 years and are well proven. Pig iron is a higher value product compared with the briquetted iron previously contemplated using two-stage fluid bed reduction. Any volatile metal components such as zinc are contained in the partially reduced iron pellet. In an EIF, these components are fume out of the iron melt and are removed with the furnace exit gases and captured in a baghouse.

The ability to recover pig iron, strong HCl and zinc oxide from zinc-contaminated dusts from the steel industry is unique. Accordingly, in November 2016 Austpac lodged a patent application entitled "Processing of Zinc-Containing Waste Materials" to protect this recycling process.

In October 2016, Austpac's management and technical team was augmented by Colin Iles, who joined the Company as a consultant. Colin is a metallurgist with over 35 years' experience in international trade, sales and business development and the commercial management of technical projects at plant level and is an expert in international metals sourcing and trading. Since October he has been closely involved in planning the commercialisation of the NZIRP and in March 2017, he was appointed a non-executive director of the Company.

The team recognised that it would be necessary to demonstrate that Austpac's innovative and zinc recovery process could produce marketable pig iron and zinc oxide. A testwork program using larger pilot scale equipment plant at Newcastle commenced in late March 2017. This included upgrading and recommissioning some existing equipment, the fabrication of a larger fluid bed roaster and reconfiguring the raw material preparation and delivery systems. This program will culminate with the production of at least 5 tonnes of reduced iron pellets for testing in a commercial foundry. A series of furnace melts at the foundry will produce pig iron while zinc will be captured as an oxide from the furnace gases. This will prove the process and provide samples to establish the marketability of the products.

Austpac's process (patent pending) to recover iron, zinc oxide and hydrochloric acid from contaminated furnace dusts and spent pickle liquor from the steel industry comprises four stages; fluid bed evaporation/pelletisation (EVAP), fluid bed pyrohydrolysis (PYRO), fluid bed pre-reduction (FBPR) and an electric induction furnace (EIF).

Since April 2017, the test program has progressed well and by August 2017 had achieved the first milestone; commissioning of Stage 1 of the test plant, the EVAP unit. This included the following achievements:

- ▲ An east coast-based Australian steelmaker agreed to supply sufficient raw materials to support Austpac's testwork program at Newcastle. The steel furnace dust selected contains iron oxides and some zinc minerals, and the SPL is from the steelmaker's pickling lines. In early August 2017, ten tonnes of furnace dust and four tonnes of SPL were delivered to the NZIRP site where they are stored in separate banded areas until processing is complete.
- ▲ The furnace dust contains agglomerated particles which are mixed with fine coal and then transferred to a receival hopper in the existing solids preparation area. The equipment, which was commissioned in 2013, was re-tested in June 2017 and the following month a number of modifications were made to ensure trouble-free operations of the solids delivery system. The solids are mixed with water in the ball mill and ground to a fine slurry. This is pumped from the discharge tank via the ring main to a holding tank adjacent to the Fluid Bed Evaporator (EVAP) in the adjacent process tower.
- ▲ The existing EVAP unit required extensive reconditioning. A new plenum for the fluid bed and a new off-gas stack was installed. The gas burner, the blowers and fans and the off-gas scrubber were recommissioned and modified as required. Refurbishment and installation work on the EVAP unit was completed by late July 2017.
- ▲ Cold commissioning of the solids feed preparation area commenced in August 2017 and a number of modifications and adjustments were made, and the SPL pumps and delivery lines to the EVAP unit were installed. This was followed later in the month by hot commissioning of EVAP fluid bed and culminated in the operation of the complete Stage 1 unit and the production of optimally-sized mixed chloride-oxide pellets.

The Stage 1 production run to process the stored furnace dust and SPL is scheduled to commence in October 2017. This will produce sufficient mixed chloride-oxide pellets for use in the next two process stages.

The next two stages, Pyrohydrolysis (PYRO) and Fluid Bed Pre-Reduction (FBPR), will both use the same fluid bed roaster operated sequentially. The body of a large existing refractory-lined roaster is being modified for these dual duties. This requires the fabrication of a refractory-lined lower body and plenum, as well as a refractory-lined roaster cap and off-gas ductwork. The modified roaster will be integrated with the gas scrubbing system used for EVAP, and with the gas and air supply, electrics and instrumentation necessary for its operations.

Opportunities in the USA

The US steel industry produces 87 million tonnes of steel, over 60% of which comes from EAFs. These generate large volumes of EAFD and creates an opportunity for Austpac to use the zinc-iron HCl recovery process to access this lucrative market. The technology presently used in North America produces a medium value upgraded zinc oxide product and a low value iron oxide used in cement. Austpac's process produces high value zinc oxide and pig iron, and also uses waste SPL to produce a third product, HCl.

The testwork and marketing program underway at Newcastle will assist the creation of opportunities to commercialise the Company's technology in the USA.

ERMS SR Synrutile Technology Licence

During the first half of 2016, Austpac was approached by a company with a significant heavy mineral resource in Asia regarding a licence to use the ERMS SR synrutile process. A draft licence and investment agreement for the production of high grade synrutile was negotiated and in July 2017, the company was continuing to seek final approvals for financing in order to sign the agreement with Austpac.

EL 5291 Nhill

In May 2017, Austpac completed one exploration drill hole to test the basement rocks for copper-lead-zinc mineralisation under a thick cover of much younger Murray Basin sediments. The program is being co-funded by the Victorian Government under the TARGET Minerals Exploration Initiative. The drill target was developed using recently acquired magnetic and gravity data and the innovative geological concepts developed by the Geological Survey of Victoria. The vertical hole, DH GG-01, passed through the cover sediments using mud rotary equipment and encountered competent basement at 248.9m. Diamond core drilling was then used to continue the hole for a further 75.6m and the hole was terminated at 324.5m.

The basement consists primarily of basaltic volcanics which, apart from two very narrow sections in the hole, have been strongly to intensely altered by hydrothermal fluids. The alteration is accompanied by sulphide mineralisation, which was deposited primarily as pyrite (iron sulphide) in fractures, along breccia boundaries and in vughs/amygdales (voids). The pyrite is often accompanied by significant amounts of sphalerite (zinc sulphide) and minor amounts of finely disseminated chalcopyrite (copper sulphide) and anomalous gold.

The results from initial 38 core samples submitted for analysis were very encouraging, as described in the Company's recent Quarterly Report to the ASX dated 30 July 2017.

Two intervals contain abundant visible sphalerite and pyrite mineralisation:

- ▲ 0.5m at 3.6% Zn with 0.44 g/t Au (intercept downhole from 308.0m to 308.5m). This included an 8cm section containing 15% sphalerite and 8% pyrite together with silica flooding (see photo on page 10).
- ▲ 0.5m at 1.2% Zn with 0.20 g/t Au (intercept downhole from 324.0m to 324.5m; end of the hole).

In July 2017, an additional 31 drill core samples were analysed to fill in the gaps in the initial batch of samples. The results show that the zone of strongly anomalous base metals and gold extends over a broader interval within hole GG-01 than previously known.

The basaltic volcanics encountered at the base of drill hole GG-01 at Nhill are considered analogous to parts of the Cambrian Mount Stavely Volcanic Complex, ~170km to the southeast, where results of recent drilling intersected porphyry-style copper-gold mineralisation. Exploration in the Mallee region of western Victoria has been hampered by the thick cover of Murray Basin sediments. The mineralisation encountered in GG-01 is highly encouraging considering it is the first hole drilled in this previously untested terrain.

The strong alteration and mineralisation encountered in GG-01 is the result of the introduction of mineral-rich fluids into permeable fractures and breccia zones. The mineral assemblage observed is typical of the outer halo of a hydrothermal system, the source of which is offset from present drill hole. However, the distance and direction of its source cannot be assessed with a single drill hole and step-out drilling is required to fully test this hitherto unexplored region.

Future Potential of Technologies to be further developed

Synthetic rutile technology which has been developed by Austpac since the 1980s has application potential for the titanium pigment industry and the titanium sponge industry.

Following the completion of construction and commissioning of the Newcastle Iron Recovery Plant, Austpac will progress with technology licenses to the steel and related industries for use of the technologies utilised at the Newcastle plant.

Exploration Division

Austpac maintains a low cost diversified activity which includes mineral sand technology, steel industry technology, acid regeneration and iron products, gold and base metals exploration.

The exploration division has historically generated cash flow to enable funding the construction of the Newcastle Plant. This low cost division has contributed to the longevity of the company through risk diversification.



Financial Position – Financial Performance

Austpac Resources N.L. reported a loss for the year ending 30 June 2017 of \$9,091,040 (2016: \$976,321 profit).

The consolidated balance sheet at 30 June 2017 includes \$26.8 million of capitalised technology expenditure which includes the Newcastle Iron Recovery Plant. The consolidated entity has a net current asset surplus of \$218,849 at 30 June 2017 (2016 net current asset surplus: \$27,378).

Financial Forecast

As at 30 June 2017 Austpac Resources N.L. carries no structured or secured debt and all technology assets are unsecured.

Austpac Resources N.L. will look to fund future operations through debt or equity, the successful commercialisation of mineral technologies or the joint venturing or sale of interests held in mineral and technology projects.

Risk Profile

Austpac Resources N.L. is a high risk emerging mineral and steel technology company.

Key business risks applicable to Austpac Resources N.L. include risks associated with access to continual funding, the commercialisation of Austpac's technology and Austpac's ability to achieve this commercialisation in line with financial forecasts.

Dividends

No dividends were paid or declared by the company during the year. The directors do not recommend the payment of a dividend.

State of Affairs

In the opinion of the directors there were no significant changes in the state of affairs of the consolidated entity that occurred during the financial year which are not disclosed in the Annual Report.

Subsequent Events

Since the end of the financial year ending 30 June 2017, Austpac Resources NL has received a Research and Development tax concession refund of \$430,325 on 7 September 2017.

Likely Developments

Except as described elsewhere in this Annual Report, further information about likely developments in the operations of the Group and the expected results of those operations in future financial years has not been included in this report because disclosure of the information would be likely to result in unreasonable prejudice to the Group.

Environmental Regulation

The consolidated entity's operations are subject to significant environmental regulations under both Commonwealth and State legislation in relation to its technology development.

The directors are not aware of any breach during the period covered by this report.

Options

During or since the end of the financial year no options have been granted by the company and there are no outstanding options on issue at the date of this report.

Indemnification and Insurance of officers and auditors

The company does not have a Directors' and Officers' insurance against liability which may arise from holding the position of Director or Officer.

The company has not, during or since the end of the financial year, in respect of any person who is or has been an officer or auditor of the company or related body corporate, indemnified or made any relevant agreement for indemnifying against a liability incurred as an officer, including costs and expenses in successfully defending legal proceedings.

Remuneration Report (audited)

DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS

The Board remuneration policy is to ensure the remuneration package properly reflects the duties and responsibilities of the director. The Remuneration Committee ascertains non-executive Director remuneration and also staff remuneration which are separate and distinct. Remuneration is set by the Board of Directors. The company has a remuneration policy aimed at retention of key technical staff to ensure the progression and commercialisation of the company's technologies.

The company is managed by the Managing Director, supported by the Board of Directors. The company does not have senior executive staff. The company has no employees that are specified executives.

Executive Directors are solely remunerated by fixed remuneration packages, including base remuneration (which is calculated on a total cost basis and includes any FBT charges related to employee benefits including motor vehicles) as well as employer contributions to super funds.

Non-executive director remuneration

The Board seeks to set aggregate remuneration at a level which provides the company with the ability to attract and retain directors, whilst incurring a cost which is acceptable to shareholders.

Structure

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the directors as agreed. The latest determination was at the Annual General Meeting held on 22 November 2007 when shareholders approved an aggregate remuneration of \$150,000 per year.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually.

Each non-executive director either receives a fee for being a director of the company and, if other services are provided, under a consultancy agreement. An additional fee may be payable for each board committee on which a director sits. The payment of additional fees for serving on a committee recognises the additional time commitment required by directors who serve on one or more sub committees.

Non-executive directors have long been encouraged by the Board to hold shares in the company (purchased by the director on market or issued in lieu of fees at a market price). It is considered good governance for directors to have a stake in the company. The non-executive directors of the company can participate in the Employee Share Purchase Plan.

Consequences of performance on shareholder wealth

	2017	2016	2015	2014	2013	2012	2011
Profit (loss) attributable to owners of the Company	(9,091,040)	976,321	(843,257)	(3,286,662)	3,724,532	2,843,549	(2,909,149)
Share price (\$) as at 30 June	0.006	0.005	0.01	0.02	0.01	0.03	0.04

The overall level of compensation does not take into consideration the profit and/or share price. The overall level of compensation has remained at the same level since 2007 and Austpac Resources N.L. will re-evaluate the level of compensation when the mineral technologies have been commercialised.

Executive director remuneration

The company aims to reward executives with a level and mix of remuneration commensurate with their position and responsibilities within the company.

Remuneration consists of fixed remuneration only, and as such does not vary with the company's performance.

Fixed Remuneration

Objective

Remuneration is set by the Board of Directors and compensation levels for key management personnel are competitively set to attract and retain appropriately qualified and experienced personnel. Remuneration levels reflect a cost containment programme implemented in November 2014.

Structure

Fixed remuneration consists of base remuneration (which is calculated on a total cost basis and includes any FBT charges related to employee benefits including motor vehicles) as well as employer contributions to super funds.

Variable Remuneration

There is no variable performance related remuneration.

Employment contracts

Currently no employee is employed under contract.

Details of the nature and amount of each major element of the emoluments of each director of the company for the year ending 30 June 2017 are:

2017	Short Term			Post Employment		
	Base	Non Monetary Benefits	Consulting Fees	Movement in Leave Provision	Super	Total
	\$	\$	\$	\$	\$	\$
Mr M.J. Turbott	188,979	134,399	–	27,122	35,000	385,500
Mr T. Cuthbertson	70,000	–	35,000	–	–	105,000
Mr R. Harrison	50,000	–	35,000	–	–	85,000
Mr C. Iles	15,000	–	10,500	–	–	25,500
	323,979	134,399	80,500	27,122	35,000	601,000

Details of the nature and amount of each major element of the emoluments of each director of the company for the year ending 30 June 2016 are:

2016	Short Term			Post Employment		
	Base	Non Monetary Benefits	Consulting Fees	Movement in Leave Provision	Super	Total
	\$	\$	\$	\$	\$	\$
Mr M.J. Turbott	111,661	86,808	–	6,756	10,000	215,225
Mr T. Cuthbertson	35,000	–	17,500	–	–	52,500
Mr R. Harrison	25,000	–	17,500	–	–	42,500
	171,661	86,808	35,000	6,756	10,000	310,225

Key management personnel receive additional benefits as non-cash benefits, as part of the terms and conditions of their appointment. The key management personnel receive non-cash benefits related to motor vehicles leases, and insurance paid for the Managing Director. The Company pays fringe benefits tax on these benefits. Consultancy fees relate to additional services provided by Messrs Cuthbertson, Harrison and Iles for professional time in excess of normal Director duties.

Compensation levels for key management personnel are competitively set to attract and retain appropriately qualified and experienced personnel. Remuneration levels reflect a cost containment programme implemented in November 2014.

Notsag Pty Limited, a company which provides corporate, financial, underwriting and guarantee services, employs Mr N. Gaston and provides his services as company secretary. Notsag Pty Limited received fees of \$236,600 during the financial year ended 30 June 2017 (\$136,500 – 2016).

Employee Share Plans

Directors are entitled to participate in the Employee Share Purchase Plan when issues are proposed. All issues under the plan are approved in Annual General Meeting before being allocated. No shares were issued under the plan during the financial year ended 30 June 2017.

End of remuneration report

Signed at Sydney this twenty eighth day of September 2017 in accordance with a resolution of the Board of Directors of Austpac Resources N.L.



T. Cuthbertson
Chairman



M.J. Turbott
Managing Director

Lead Auditor's Independence Declaration

20

Under Section 307C of the *Corporations Act 2001*



To the Directors of Austpac Resources N.L.

I declare that, to the best of my knowledge and belief, in relation to the audit of Austpac Resources N.L. for the financial year ended 30 June 2017 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.

KPMG

KPMG

A handwritten signature in blue ink, appearing to read 'D. Camilleri', with a long horizontal flourish extending to the right.

Daniel Camilleri
Partner

Sydney

28 September 2017

KPMG, an Australian partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

Liability limited by a scheme approved under Professional Standards Legislation.

Corporate Governance Statement

This Statement outlines the main corporate governance practices in place throughout the financial year, which comply with the ASX Corporate Governance Council recommendations unless otherwise stated.

Board of Directors

The Board is responsible for the overall Corporate Governance of the consolidated entity including formulating its strategic direction, establishing goals for management and monitoring the achievement of these goals. The Board has established a framework for the management of the consolidated entity including a system of internal control, a business risk management process and the establishment of appropriate ethical standards.

A description of the company's main corporate governance practices is set out below. All these practices were in place for the entire year.

Board Process

The Board usually holds 12 scheduled meetings every year plus any additional meetings as required. The agenda for Board meetings is prepared by the Company Secretary in conjunction with the Chairman and Managing Director. Standing agenda items include the Managing Directors report, financial report and project activity reports together with governance and compliance issues. Board papers are circulated in advance.

The monthly board papers include monthly and year to date financial reports for all projects and corporate expenditure. A monthly revised forecast for the financial year is presented at each Board Meeting and compared against approved budgets.

Twelve monthly budgets are submitted for the forthcoming financial year, three months in advance and reviewed three times for refinement and ultimate approval.

Three year and five year plans are maintained and revised in accordance with requirements and financial capability of the consolidated entity.

Composition of the Board

At the date of this report, the Board of Directors comprises a non-executive independent chairman, two independent Directors and the Managing Director.

The members of the Board of Directors appear on page 13 to 14 of the Directors' Report with brief resumes and profiles. The Board elects Directors on the basis of Corporate requirements and project activity. High calibre independents with substantial experience at senior levels are sought when required. Directors are considered independent if they meet the following independent Directors standard:

- ▲ Is not a substantial shareholder of Austpac Resources N.L.;
- ▲ Has not within the last 3 years been employed in a senior capacity by Austpac Resources N.L. or been a director after ceasing to hold any such employment;
- ▲ Is not a principal or employee of a professional advisor to Austpac Resources N.L.;
- ▲ Is not a material supplier or customer of Austpac Resources N.L. or an officer of or directly or indirectly associated with a significant supplier or customer;
- ▲ Has no material contractual relationship with Austpac Resources N.L. or any of its associates other than as a director of Austpac Resources N.L.;
- ▲ Has no other interest or relationship that could interfere with the director's ability to act in the best interests of Austpac Resources N.L. and independently of management; and
- ▲ Has not served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of Austpac Resources N.L.

In this context the Board considers material, any director-related business relationship that is or is likely in the future to be more than 10 per cent of the director-related business's revenue.

All directors are expected to act in the best interests of Austpac Resources N.L.

The members of each Board Committee are independent Directors. The Audit Committee and the Remuneration Committee are chaired by an independent Director and are composed of independent Directors.



Board Committees

Two permanent Board Committees have been established to assist in the execution of the Board's responsibilities as described below. These are:

- ▲ Audit Committee;
- ▲ Remuneration Committee.

These Committees have charters which are reviewed on a regular basis. All Board members are free to attend any meeting of any Board Committee. All Committees have access to professional advice from the employees within Austpac Resources N.L. and from appropriate external advisors. Committees may meet these external advisors without Management being present.

The Board does not have a Nomination Committee. The Board is of the opinion that due to the nature and size of the Company, the functions performed by a Nomination Committee can be adequately handled by the full board.

AUDIT COMMITTEE

The role of the Audit Committee is documented in a Charter which is approved by the Board of Directors. In accordance with this Charter, all members of the Committee must be non-executive directors with a majority being independent. The role of the Committee is to advise on the establishment and maintenance of a framework of internal control and appropriate ethical standards for the management of the consolidated entity.

The Committee also gives the Board of Directors additional assurance regarding the quality and reliability of financial information prepared for use by the Board in determining policies or for inclusion in the financial report.

The members of the Audit Committee during the year were:

- ▲ Mr R. Harrison (Chairman)
- ▲ Mr T. Cuthbertson
- ▲ Mr C. Iles

The profiles of these Directors are included on page 13 to 14 of the Directors' Report. The Directors of this Committee are independent Directors.

The external auditors, the Managing Director and Company Secretary, are invited to Audit Committee meetings. The Committee meets at least twice a year.

The responsibilities of the Audit Committee include:

- ▲ reviewing the financial report and other financial information distributed externally;
- ▲ monitoring corporate risk assessment processes;
- ▲ reviewing any new accounting policies to ensure compliance with Australian Accounting Standards and generally accepted accounting principles;
- ▲ reviewing external audit reports to ensure that where major deficiencies or breakdowns in controls or procedures have been identified, appropriate and prompt remedial action is taken by management;
- ▲ reviewing the nomination and performance of the auditor. The external auditors were appointed in 1985. The lead external audit engagement partner was last rotated in 2015;
- ▲ liaising with the external auditors and ensuring that annual and half-year statutory audits are conducted in an effective manner;
- ▲ monitoring the establishment of an appropriate internal control framework and considering enhancements;
- ▲ monitoring the establishment of appropriate ethical standards;
- ▲ monitoring the procedures in place to ensure compliance with the Corporations Act 2001 and Stock Exchange Listing Rules and all other regulatory requirements;
- ▲ addressing any matters outstanding with auditors, Australian Taxation Office, Australian Securities and Investments Commission, Australian Stock Exchange and financial institutions;
- ▲ reviewing reports on any major defalcations, frauds and thefts from the company and ensuring that the company's Internal Control Plan is adhered to;
- ▲ improving the quality of the accounting function.

The Audit Committee reviews the performance of the external auditors on an annual basis and normally meets with them during the year as follows:

Audit Planning

- ▲ To discuss the external audit plan;

- ▲ To discuss any significant issues that may be foreseen;
- ▲ To discuss the impact of any proposed changes in accounting policies on the financial statements;
- ▲ To review the nature and impact of any changes in accounting policies adopted by the consolidated entity during the year;
- ▲ To review the fees proposed for the audit work to be performed.

Prior to announcement of results

- ▲ To review the half-yearly and annual report prior to lodgment of those documents with the ASX, and any significant adjustments required as a result of the audit;
- ▲ To make the necessary recommendation to the Board for the approval of these documents.

Half-yearly and annual reporting

- ▲ To review the results and findings of the auditor, the adequacy of accounting and financial controls, and to monitor the implementation of any recommendations made;
- ▲ To review the draft financial report and the audit report and to make the necessary recommendation to the Board for the approval of the financial report.

The Managing Director and Company Secretary/Chief Financial Officer have declared in writing to the Board that Austpac Resources N.L. Financial Report for the year ended 30 June 2017 presents fairly, in all material respects, Austpac Resources N.L. financial condition and operational results and is in accordance with applicable Accounting Standards. The Committee has the power to conduct or authorise investigations into, or consult independent experts on, any matters within the Committee's scope of responsibility. The Committee has a documented charter which incorporates the ASX Best Practice Guidelines.

The Committee assists the Board to fulfill its corporate governance and disclosure responsibilities in relation to financial reporting, internal control structure, risk management systems and external audit. This includes:

- ▲ exercising oversight of the accuracy and completeness of the financial statements and their adequacy for security holders, compliance with the Corporations Act 2001, ASX Listing Rules and other regulatory requirements;
- ▲ making informed decisions regarding accounting policies, practices and disclosures;
- ▲ reviewing the scope and results of operational risk reviews and external audits;
- ▲ assessing the performance and adequacy of Austpac Resources N.L.'s internal control framework including accounting, compliance and operational risk management controls;
- ▲ annual review of the external auditor's performance taking into account the duration of the appointments, date of partner rotation, fees paid and considering matters requiring discussion in the absence of Management; and
- ▲ other related matters including monitoring insurance coverage, related party transactions and monitoring litigation other than in the normal course of business.

The Audit Committee also has responsibility for the oversight and monitoring of risk management. It is also responsible for the nomination and removal of external auditors. The following principles and practices are adopted:

- ▲ The external auditor must remain independent of Austpac Resources N.L. at all times;
- ▲ The external auditor is to be appointed to all controlled entities in the Group;
- ▲ The external auditor must not undertake staff recruitment or provide internal audit, management, or IT consulting services to Austpac Resources N.L.;
- ▲ The external auditor is not to provide non-audit services under which the auditor assumes the role of management, becomes an advocate for Austpac Resources N.L. or audits its own professional expertise;
- ▲ The external audit engagement partner and review partner will be rotated every five years.

The external auditor provides an annual declaration of independence as required by the Corporations Act 2001, which is consistent with Professional Statement F.1 of the Code of Professional Conduct as recognised by Australia's professional accounting bodies.

Risk Management

Oversight of the risk management system

The Board oversees the establishment, implementation and annual review of Austpac Resources N.L. risk management system with assistance from the Audit Committee. Management has established and implemented a risk management system for assessing, monitoring and managing operational financial reporting and compliance risk for Austpac Resources N.L.

Functional systems of risk management and reporting between project level, senior management and the Board of Directors have been established.

The Managing Director and the Company Secretary/Chief Financial Officer have declared, in writing to the Board that Austpac Resources N.L.'s financial reporting, risk management and associated compliance and controls have been assessed and are operating efficiently and effectively.

During each Audit Committee meeting the Audit Committee reports to the Board on the status of risks through integrated risk management programmes aimed at ensuring all risks are identified, assessed and appropriately managed.

Risk Profile

In order to identify the material risks facing Austpac Resources N.L. and prioritise the actions necessary to mitigate these risks, an annual risk review is undertaken to identify, assess, monitor and manage the financial, operational and strategic risks.

Risk management and compliance and control

A robust risk management framework coupled with thorough internal reporting processes and highly qualified, competent and reliable staff provides Austpac Resources N.L. with a solid platform from which Austpac Resources N.L. manages the main areas of risk impacting the business.

Assessment of effectiveness

The effectiveness of risk management practices is assessed and reported to both Executive Management and the Audit Committee.

Commitment to shareholders and an informed market

The Board believes that security holders and the investment market generally, should be informed of all major business events that influence Austpac Resources N.L. in a timely and widely available manner. The full board of directors ensures that Austpac Resources N.L. meets its disclosure obligations under ASX Listing Rule 3.1.

Austpac Resources N.L. produces two sets of financial information annually; the half-yearly Financial Report for the six months to 31 December and the Annual Report and Financial Report for the year to 30 June. This is in addition to the Australian Stock Exchange quarterly working capital reports in July, October, January and April.

Shareholders have the right to attend the Annual General Meeting of Shareholders, usually held towards the end of November each year. Shareholders are provided with an explanatory memorandum on the resolutions proposed in the Notice of Meeting.

A copy of the Notice of Meeting is mailed to shareholders who are encouraged to vote on all resolutions. Unless specifically stated in the Notice of Meeting, all holders of securities are eligible to vote on all resolutions. In the event that shareholders cannot attend the Annual General Meeting of Shareholders they are able to lodge a proxy in accordance with the Corporations Act 2001. Proxy forms may be lodged by facsimile. Austpac Resources N.L.'s external auditor also attends the AGM and is available to answer any questions about the conduct of the audit and the audit report from security holders.

Staff and director trading in Austpac Resources N.L.'s securities

Austpac Resources N.L. Board members may only trade in Austpac Resources N.L.'s securities during a nominated trading window which is within three weeks after any announcement to the Australian Stock Exchange. At other times, they may trade with the concurrence of two Non-Executive Directors, one of which must be the Chairman. Trading in securities by Directors and senior staff at any time requires the consent of two Non-Executive Directors, one of which must be the Chairman. All other employees require the prior consent of the Managing Director to trade in securities.

Share trading policy

Austpac Resources N.L. approved a share trading policy on 10 January 2012. This policy was lodged with the Australian Securities Exchange on 10 January 2012.

REMUNERATION COMMITTEE

The Remuneration Committee meets in January each year or more frequently if Cost Containment programs are to be implemented. The members of the Remuneration Committee are:

- ▲ Mr T. Cuthbertson (Chairman)
- ▲ Mr R. Harrison

The profiles of these Directors are included on page 13 to 14 of the Directors' Report. The Directors of this Committee are independent Directors.

The Remuneration Committee assists the Board in ensuring that Austpac Resources N.L.'s remuneration levels are appropriate in the markets in which it operates and are applied fairly to attract and retain appropriately qualified and experienced directors and senior staff. The Committee obtains independent advice on the appropriateness of remuneration packages, given trends in comparative companies.

The Committee also has the responsibility to review and approve, on behalf of the Board, recommendations for annual staff remuneration made by Management and review and recommend to the Board:

- ▲ proposals for changes to remuneration policies and human resources issues which are referred to the Board by the Managing Director;
- ▲ remuneration recommendations relating to the Chairman, Non-Executive Directors, the Managing Director and senior Management, including incentive policies for the Managing Director and the senior Management team;
- ▲ Austpac Resources N.L. recruitment, retention and termination policies and procedures for senior Management;
- ▲ incentive schemes;
- ▲ superannuation arrangements;
- ▲ creation or amendment of any employee or executive share schemes; and
- ▲ the remuneration framework for Non-Executive Directors including the amount of directors' fees, any increase in the overall amount of directors' fees and any increase requiring security holder approval.

Code of Conduct

The Group has advised each director, manager and employee to comply with the Group's Ethical Standards, covering:

- ▲ aligning the behaviour of the board and management with the code of conduct by maintaining appropriate core Group values and objectives
- ▲ fulfilling responsibilities to shareholders by delivering shareholder value
- ▲ usefulness of financial information by maintaining appropriate accounting policies, practices and disclosure
- ▲ fulfilling responsibilities to clients, customers and consumers by maintaining high standards of product quality, service standards, commitments to fair value, and safety of goods produced
- ▲ employment practices such as occupational health and safety, employment opportunity, training and education support, community activities, sponsorships and donations
- ▲ responsibilities to the individual, such as privacy, use of privileged or confidential information, and conflict resolution
- ▲ compliance with legislation including policies on legal compliance in countries where the legal systems and protocols are significantly lower than Australia's
- ▲ managing actual or potential conflicts of interest
- ▲ corporate opportunities such as preventing directors and key executives from taking improper advantage of property, information or position for personal gain
- ▲ reporting of unlawful or unethical behaviour including protection of those who report violations in good faith
- ▲ the processes for monitoring and ensuring the compliance with the code of conduct.

Diversity

The board considers the appropriate blend of diversity on the board and in the Group's senior executive positions. The board also considers gender, age, ethnic and cultural diversity.

The key elements of the diversity policy considerations are as follows:

- ▲ increased gender diversity on the board and senior executive positions and throughout the Group;
- ▲ annual assessment of board gender diversity objectives and performance against objectives by the board and nomination committee.

The Consolidated Statement of Profit or Loss and Other Comprehensive Income

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For the year ended 30 June 2017

		CONSOLIDATED	
		2017	2016
		\$	\$
AUSTPAC RESOURCES N.L. AND ITS CONTROLLED ENTITIES			
Administrative expenses		(2,106,011)	(2,110,233)
Results from operating activities		(2,106,011)	(2,110,233)
Financial income	2	4,106	50,212
Financial expenses	2	(13,721)	(23,540)
Net financing income / (expense)	2	(9,615)	26,672
Impairment	12	(8,912,262)	–
(Loss) attributable to owners of company before tax		(11,027,888)	(2,083,561)
Income tax benefit	5	1,936,848	3,059,882
(Loss) / Profit attributable to owners of company after tax		(9,091,040)	976,321
Other comprehensive income for the period, net of income tax		–	–
Total comprehensive income for the period attributable to owners of company		(9,091,040)	976,321

		Cents	Cents
Basic and diluted (Loss) / earnings per share (cents)	7	(0.06)	0.07

The Consolidated Statement of Profit or Loss and Other Comprehensive Income is to be read in conjunction with the Notes to the Financial Statements set out on pages 30 to 45.

Consolidated Statement of Changes in Equity

For the year ended 30 June 2017

AUSTPAC RESOURCES N.L. AND ITS CONTROLLED ENTITIES	CONSOLIDATED and COMPANY		
	Share Capital	Accumulated Losses	Total Equity
	\$	\$	\$
Balance at 1 July 2015	85,420,752	(51,647,096)	33,773,656
Profit/ (loss) attributable to owners of company	–	976,321	976,321
Other comprehensive income for period attributable to owners of company	–	–	–
Shares issued (net of underwriting costs)	642,640	–	642,640
Balance at 30 June 2016	86,063,392	(50,670,775)	35,392,617
Balance at 30 June 2016	86,063,392	(50,670,775)	35,392,617
Profit/ (loss) attributable to owners of company	–	(9,091,040)	(9,091,040)
Other comprehensive income for period attributable to owners of company	–	–	–
Shares issued (net of underwriting costs)	440,000	–	440,000
Balance at 30 June 2017	86,503,392	(59,761,815)	26,741,577

The Consolidated Statement of Changes in Equity is to be read in conjunction with the Notes to the Financial Statements set out on pages 30 to 45.

Consolidated Statement of Financial Position

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As at 30 June 2017

		CONSOLIDATED	
		2017	2016
		\$	\$
AUSTPAC RESOURCES N.L. AND ITS CONTROLLED ENTITIES			
ASSETS			
Cash and cash equivalents	8	494,440	612,551
Other receivables	9	691,323	515,564
Total Current Assets		1,185,763	1,128,115
Property, plant and equipment	11	159,301	190,742
Intangible assets	12	26,500,000	35,279,032
Total Non-Current Assets		26,659,301	35,469,774
Total Assets		27,845,064	36,597,889
LIABILITIES			
Trade and other payables	13	171,489	188,670
Finance leases	14	44,529	86,207
Employee benefits	15	750,896	825,860
Total Current liabilities		966,914	1,100,737
Finance leases	14	136,573	104,535
Total Non-Current Liabilities		136,573	104,535
Total Liabilities		1,103,487	1,205,272
Net Assets		26,741,577	35,392,617
EQUITY			
Issued capital	16	86,503,392	86,063,392
Accumulated losses		(59,761,815)	(50,670,775)
Total equity		26,741,577	35,392,617

The Consolidated Statement of Financial Position is to be read in conjunction with the Notes to the Financial Statements set out on pages 30 to 45.

Consolidated Statement of Cash Flows

For the year ended 30 June 2017

		CONSOLIDATED	
		2017	2016
		\$	\$
AUSTPAC RESOURCES N.L. AND ITS CONTROLLED ENTITIES			
Cash Flows from Operating Activities			
Cash paid to suppliers and employees		(1,805,987)	(2,966,118)
Interest received		4,106	50,212
Interest paid		(13,721)	(23,540)
Income tax refund received		1,506,523	3,059,882
Net cash from operating activities	21	(309,079)	120,436
Cash Flows from Investing Activities			
Payments for intangible assets:			
Mineral Technology Development		(133,230)	(243,181)
Proceeds from sale of property, plant and equipment		40,000	20,000
Net cash from investing activities		(93,230)	(223,181)
Cash Flows from Financing Activities			
Proceeds from issue of share capital (net of underwriting costs)		331,000	642,640
Payment of finance lease liabilities		(46,802)	(81,356)
(Repayment)/drawn down of loan from related party		–	(50,000)
Net cash from financing activities		284,198	511,284
Net increase/(decrease) in cash held		(118,111)	408,539
Cash and cash equivalents at 1 July	8	612,551	204,012
Cash and cash equivalents at 30 June	8	494,440	612,551

The Consolidated Statement of Cash Flows is to be read in conjunction with the Notes to the Financial Statements set out on pages 30 to 45.

Notes to the Financial Statements

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For the year ended 30 June 2017

Note 1: Significant Accounting Policies

(A) SIGNIFICANT ACCOUNTING POLICIES

Austpac Resources N.L. (the "company") is a company domiciled in Australia. The consolidated financial report of the company for the year ended 30 June 2017 comprises the company and its subsidiaries (the "consolidated entity"). The consolidated entity is a for profit entity, and is primarily involved in the development of mineral processing technology and exploration of mineral sand deposits and gold deposits.

Austpac Resources N.L. principal registered office is Level 3, 62 Pitt Street, Sydney NSW 2000.

The financial report was authorised for issue by the directors on 28 September 2017.

Statement of Compliance

The consolidated financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards (AASBs) adopted by the Australian Accounting Standards Board ("AASB") and the Corporations Act 2001. The company and the consolidated entity's financial report also complies with the International Financial Reporting Standards (IFRSs) adopted by the International Accounting Standards Board.

(B) BASIS OF PREPARATION

The financial report is presented in Australian dollars, which is the company's functional currency.

The financial report is prepared on the historical cost basis.

The preparation of a financial report in conformity with Australian Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The accounting policies set out below have been applied consistently to all periods presented in the consolidated financial report.

(C) GOING CONCERN

The consolidated entity has a net current asset surplus of \$218,849 at 30 June 2017 (2016 net current asset surplus: \$27,378).

The financial report has been prepared on the basis of a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities will occur in the normal course of business. The Directors believe that the consolidated entity will be able to fund future operations through the funding offered by potential new investors, share issues, the successful commercialisation of mineral technologies, sale of surplus assets or the joint venturing or sale of interests held in mineral tenements or technology projects.

Without the receipt of funding offered by potential new investors, share issues, successful commercialisation of mineral technologies, sale of surplus assets or joint venturing or sale of interests held in mineral tenements and technology projects, or a combination of these events, the company and the consolidated entity may not be able to continue as a going concern. These circumstances indicate there is a material uncertainty as to whether the company and the consolidated entity will be able to continue as a going concern.

If the consolidated entity entities are unable to continue as a going concern, they may be required to make adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities in order to realise their assets and extinguish their liabilities other than in the normal course of business and at amounts different from those stated in the financial report.

(D) BASIS OF CONSOLIDATION

(i) Subsidiaries

Subsidiaries are entities controlled by the company. Control exists when the company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial report from the date that control commences until the date that control ceases.

In the company's financial statements, investments in subsidiaries are carried at the lower of cost or recoverable amount.

(ii) Jointly controlled operations and assets

The interest of the consolidated entity in unincorporated joint ventures and jointly controlled assets are brought to account by recognising in its financial statements the assets it controls and the liabilities that it incurs, and the expenses it incurs and its share of income that it earns from the sale of goods or services by the joint venture.

(iii) Transactions eliminated on consolidation

All intragroup balances and transactions, including any unrealised gains or losses are eliminated on consolidation.

(E) FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance date are translated to Australian dollars at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to Australian dollars at foreign exchange rates ruling at the dates the fair value was determined.

(F) PROPERTY, PLANT AND EQUIPMENT**Owned assets**

Items of property, plant and equipment are stated at cost less accumulated depreciation (see below) and impairment losses (see accounting policy 1 (K)). The carrying amount of property, plant and equipment is reviewed annually by directors to ensure that it is not in excess of the recoverable amount from those assets. Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Any gains and losses on disposal of an item of property, plant and equipment (calculated as the difference between proceeds from disposal and the carrying amount of the item) is recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

Leased assets

Leases in terms of which the consolidated entity assumes substantially all of the risks and rewards of ownership are classified as finance leases. The property acquired by way of a finance lease is stated at an amount equal to the lower of its fair value and the present value of the minimum lease payments at inception of the lease, less accumulated depreciation and impairment losses.

Depreciation

Depreciation is charged to the statement of comprehensive income on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. The estimated useful lives in the current and comparative periods are as follows:

- ▲ fixtures and fitting, and property, plant and equipment 7 years
- ▲ leased plant and equipment and motor vehicles 10 years

The residual value and actual lives are assessed at each reporting date.

(G) INTANGIBLE ASSETS – MINERAL TECHNOLOGY DEVELOPMENT

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income as an expense as incurred.

Expenditure on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, is capitalised if the product or process is technically and commercially feasible. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads. Other development expenditure is recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation (see below) and impairment losses (see accounting policy 1(K)).

Amortisation

Mineral technology development assets are not currently being amortised as the policy applied by the consolidated entity is to amortise these assets on a systematic basis over projected revenue streams once commercial licence agreements have been agreed.

(H) INTANGIBLE ASSETS – EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation costs, including the costs of acquiring licences, are capitalised as exploration and evaluation assets on an area of interest basis. Costs incurred before the consolidated entity has obtained the legal rights to explore an area are recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

Exploration and evaluation assets are only recognised if the rights of the area of interest are current and either:

- (i) the expenditures are expected to be recouped through successful development and exploitation of the area of interest; or



- (ii) activities in the area of interest have not at the reporting date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active and significant operations, in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount (see impairment, accounting policy 1(K)). For the purposes of impairment testing, exploration and evaluation assets are allocated to cash-generating units to which the exploration activity relates. The cash generating unit shall not be larger than the area of interest.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified from intangible assets to mining property and development assets within property, plant and equipment.

(I) TRADE AND OTHER RECEIVABLES

Trade and other receivables are recognised initially at fair value plus any directly attributable transaction costs, subsequent to initial recognition, these assets are measured at amortised cost less impairment losses (see accounting policy 1 (K)).

(J) CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprises cash balances and call deposits.

(K) IMPAIRMENT

The carrying amounts of the consolidated entity's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated (see below).

Recoverable amounts are estimated annually for intangible assets not yet available for use. An impairment loss is recognised where the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income unless the asset has previously been revalued, in which case the impairment loss is recognised as a reversal to the extent of that previous revaluation with any excess recognised through the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

The recoverable amount of assets is the greater of their fair value less costs to sell and value in use.

Reversals of impairment

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(L) EMPLOYEE BENEFITS

Liabilities for employee entitlements for wages, salaries and annual and long service leave represent present obligations resulting from employees' services up to reporting date, based on current wage and salary rates, including related on-costs. Obligations for contributions to defined contribution superannuation plans are recognised as an employee benefit expense in the Consolidated Statement of Profit or Loss and Other Comprehensive Income in the periods during which services are rendered by employees. Obligations for employee benefits that are due or are expected to be paid more than 12 months after the end of the period in which the employees render the service are inflated for future expected salaries and discounted to their present value using an appropriate corporate bond rate.

(M) PROVISIONS

Provisions are recognised in the statement of financial position when the consolidated entity has a present legal or constructive obligation and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, when appropriate, the risks specific to the liability.

(N) TRADE AND OTHER PAYABLES

Trade and other payables are recognised initially at fair value plus any directly attributable costs, subsequent to initial recognition, these liabilities are measured at amortised cost.

(O) REVENUE

Revenue from License Fees are recognised in the profit or loss initially in proportion to the stage of completion of the transaction at the reporting date, then once completed on a straight line basis over the life of the agreement. The stage of completion is assessed by reference to surveys of work performed, when the work performed cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable in accordance with the underlying agreement.

(P) EXPENSES

Operating lease payments

Payments made under operating leases are recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on a straight-line basis over the term of the lease.

Net financing costs

Interest income and expense is recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income as it accrues, using the effective interest method.

(Q) INCOME TAX

Income tax on the profit/(loss) for the years presented comprises current and deferred tax. Income tax is recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at balance date and any adjustment to tax payable in respect of previous years. Deferred assets and liabilities are recognised for temporary differences between the tax values of assets and their carrying amounts in the financial statements.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(R) DERIVATIVES

The consolidated entity is exposed to changes in interest rates and commodity prices from its activities. The consolidated entity does not hedge these risks.

(S) SEGMENT REPORTING

The consolidated entity operates in one segment only, being Mineral Sands and Mineral Sands Technology Development in Australia. The measure used by the chief operating decision maker to evaluate performance is profit/loss before tax.

(T) ACCOUNTING ESTIMATES AND JUDGEMENTS

The estimates and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets within the next financial year are discussed below.

Recoverability of intangible assets

The carrying amount of intangible assets relate to mineral technology development totaling \$26,500,000 (2016: \$35,279,032). The consolidated entity assesses intangibles which are not being amortised annually in accordance with the accounting policy in note 1(K). The ultimate recoupment of cost carried forward are dependent upon the successful development, commercialisation or sale of the respective technology.

(U) GOODS AND SERVICES TAX

Revenue, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financial activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

(V) NEW STANDARDS/INTERPRETATIONS NOT YET ADOPTED

New Accounting Standards

There were no new accounting standards or interpretations adopted for the first time in these Financial Statements.

New Accounting Standards and Interpretations that are not yet mandatory

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2017 reporting periods. The Group's assessment of the impact of these new standards and interpretations is set out below. The Consolidated Entity and the Company do not plan to adopt these standards early.

AASB 9 – Financial Instruments

AASB 9, published in July 2014, replaces the existing guidance in AASB 139 Financial Instruments: Recognition and Measurement. AASB 9 includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets, and the new general hedge accounting requirements. It also carried forward the guidance on recognition and derecognition of financial instruments from AASB 139. AASB 9 is effective for annual reporting periods beginning on or after 1 January 2018, with early adoption permitted. As the Consolidated Entity or the Company do not have hedging arrangements, this will not have a significant impact to the Consolidated Entity, the Company or their results.

AASB 15 – Revenue from Contracts with Customers

AASB 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaces existing revenue recognition guidance, including AASB 118 Revenue and AASB 111 Construction Contracts. AASB 15 is effective for

annual reporting periods beginning on or after 1 January 2018, with early adoption permitted. The Consolidated Entity or the Company do not consider that this will have a significant impact to the Consolidated Entity, the Company or their results.

AASB 16 – Leases

AASB 16 removes the classification of leases as either operating or finance leases – for the lessee – effectively treating all leases as finance leases. Short term leases (less than 12 months) and leases of low-value assets (such as personal computers) are exempt from the lease accounting requirements. There are also changes in accounting over the life of a lease. In particular, companies will now recognise a front-loaded pattern of expenses for most leases, even when they pay constant annual rentals. Lessor accounting remains similar to current practice. AASB 16 is effective for annual reporting periods beginning on or after 1 January 2019. Early adoption will be permitted for entities that also adopt AASB 15 Revenue from Contracts with Customers. The Consolidated Entity or the Company have not yet assessed the impact of AASB 16.

Note 2: Net Financing Costs

Interest income
Interest expense

Net financing (expense)/income

Note 3: Auditors' Remuneration

Audit Services – KPMG Australia

– Audit and review of financial reports

Note 4: Personnel Expenses

Wages, salaries and leave entitlements taken
Contributions to defined contribution superannuation funds
Increase / (decrease) in liability for employee benefits

Note 5: Income Tax Expense

Recognised in the statement of comprehensive income
Current tax (benefit)/expense
Current period income tax (benefit)/expense
R&D Refund

Deferred tax expense

Current year deferred tax assets not recognised

Income tax benefit in statement of comprehensive income

Numerical reconciliation between tax benefit and pre-tax net profit / loss

(Loss) before tax
Prima facie income tax benefit / (expense)
Non-deductible expenses
R&D Refund
Current year deferred tax assets not recognised

Income tax benefit on pre-tax net profit / (loss)

CONSOLIDATED	
2017	2016
\$	\$
4,106	50,212
(13,721)	(23,540)
(9,615)	26,672
96,885	100,000
96,885	100,000
431,000	366,520
104,673	38,015
(74,964)	(107,673)
460,709	296,862
(3,037,817)	(319,501)
1,936,848	3,059,882
3,037,817	319,501
1,936,848	3,059,882
(11,027,888)	(2,083,561)
3,308,366	625,068
(270,549)	(305,567)
1,936,848	3,059,882
(3,037,817)	(319,501)
1,936,848	3,059,882

Note 6: Deferred Tax Assets and Liabilities

Deferred tax assets and (liabilities) are attributable to the following:

Mineral technology development
Employee benefits
Unused tax losses

Net tax (asset)/liability

Deferred tax assets not recognised

Deferred tax assets not recognised because it is probable that the benefits will be utilised against future taxable profits or future capital gains comprise:

Unused tax losses

CONSOLIDATED	
2017	2016
\$	\$
(453,529)	(3,110,457)
225,269	247,758
228,260	2,862,699
—	—
6,112,187	3,108,438

The deductible temporary differences do not expire under the current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the consolidated entity can utilise the benefits therefrom.

Included in the \$6,112,187 of unused tax losses not recognised include \$2,090,291 of unused capital losses.

Note 7: Earnings Per Share

The calculation of basic and diluted earnings per share at 30 June 2017 was based on the profit/ (loss) attributable to ordinary shareholders of \$9,091,040 loss (2016: \$976,321 profit) and a weighted average number of ordinary shares outstanding during the year ended 30 June 2017 of 1,513,692,397 (2016: 1,445,625,296), calculated as follows:

Weighted average number of shares

Issued ordinary shares at 1 July

Effect of shares issued

Weighted average number of ordinary shares at 30 June

Earnings per share

Basic and diluted earnings / (loss) per share

CONSOLIDATED	
2017	2016
1,484,660,976	1,377,408,030
29,031,421	68,217,266
1,513,692,397	1,455,625,296
2017 cents	2016 cents
(0.6)	0.07

Note 8: Cash and cash Equivalents

Bank balances

CONSOLIDATED	
2017	2016
\$	\$
494,440	612,551
691,323	515,564

Note 9: Other Receivables

Current

Other receivables

Note 10: Consolidated Entities**PARTICULARS IN RELATION TO THE COMPANY AND ITS CONTROLLED ENTITIES**

Parent Entity:	Austpac Resources N.L.
Significant Subsidiaries:	Almeth Pty Ltd
	Austpac Technology Pty Ltd

HOLDING	
2017	2016
100%	100%
100%	100%

All controlled entities are incorporated in Australia and carry on business in Australia.

Note 11: Property, Plant and Equipment**Cost**

Balance at 1 July 2015

Acquisitions

Disposals

Balance at 30 June 2016

Balance at 1 July 2016

Acquisitions

Disposals

Balance at 30 June 2017

Depreciation and impairment losses

Balance at 1 July 2015

Depreciation for the year

Depreciation on disposal

Balance at 30 June 2016

Balance at 1 July 2016

Depreciation for the year

Balance at 30 June 2017

Carrying amounts

At 1 July 2015

At 30 June 2016

At 1 July 2016

At 30 June 2017

CONSOLIDATED		
Plant and Equipment	Fixtures and Fittings	Total
\$	\$	\$
1,537,415	61,926	1,599,341
—	—	—
(70,250)	—	(70,250)
1,467,165	61,926	1,529,091
1,467,165	61,926	1,529,091
—	—	—
—	—	—
1,467,165	61,926	1,529,091
1,265,317	61,926	1,327,243
56,386	—	56,386
(45,280)	—	(45,280)
1,276,423	61,926	1,338,349
1,276,423	61,926	1,338,349
28,605	—	28,605
1,305,028	61,926	1,366,954
272,098	—	272,098
190,742	—	190,742
190,742	—	190,742
159,301	—	159,301

The consolidated entity leases motor vehicles under finance lease agreements. At 30 June 2017 the net carrying amount of the leased motor vehicles, classified under plant and equipment was \$159,301 (2016: \$190,742). The leased equipment secures lease obligations (see note 18).

Note 12: Intangible Assets

Balance at 1 July 2015

Expenditure

Balance at 30 June 2016

Balance at 1 July 2016

Expenditure

Impairment

Balance at 30 June 2017

CONSOLIDATED	
Mineral Technology Development	Total
\$	\$
35,035,851	35,035,851
243,181	243,181
35,279,032	35,279,032
35,279,032	35,279,032
133,230	133,230
(8,912,262)	(8,912,262)
26,500,000	26,500,000

Austpac Resources N.L. mineral technology development relates to the Newcastle Iron Recovery Plant which employs the EARS acid regeneration technology, as well as ERMS mineral technology development. The ultimate recoupment of costs carried forward are dependent upon the successful development and commercialisation of the technology and licencing of the technology.

The recoverable amount of mineral technology development assets was based on a fair value model. Key assumptions used in the valuation of the mineral technology development assets include cash flow estimates of both product and licence cash inflows and a terminal value based on a 2.5% growth rate. A discount rate of 22% (post tax) was used to discount these cash flows. Exclusion of one of licence cash inflows from the valuation decreased the carrying value to \$26,500,000 with \$8,912,262 impairment expense recognised during the year. A reasonable possible change in key assumptions including the timing and quantum of product and licence cash flows, change in the discount rate or change in prices for zinc, pig iron or hydrochloric acid, could result in further impairment.

Note 13: Trade and Other Payables

Other trade payables and accrued expenses

CONSOLIDATED	
2017	2016
\$	\$
171,489	188,670
44,529	86,207
136,573	104,535

Note 14: Finance Leases

This note provides information about the contractual terms of the consolidated entity's loans and borrowings. For more information about the consolidated entity's exposure to interest rates, see note 23.

Current Liabilities

Finance lease liabilities

Non-Current Liabilities

Finance lease liabilities

The consolidated entity's lease liabilities are secured by the leased assets of \$159,301 per Note 11, (2016: \$190,742), as in the event of a default, the assets revert to the lessor.

Note 15: Employee Benefits

Current

Liability for long service leave

Liability for annual leave

541,638	327,296
209,258	498,564
750,896	825,860

Note 16: Contributed Equity

Issued and paid up Capital

1,452,860,976 (2016: 1,408,860,976) ordinary shares fully paid
75,800,000 (2016: 75,800,000) ordinary shares paid to \$0.01

Movements in Ordinary Share Capital

Balance at the beginning of the financial year

Shares Issued:

Shareholder Share Purchase Plan – November 2015

Placement of 100,439,943 ordinary shares to existing shareholders at 0.6 cents each

Placement of 8,000,000 ordinary shares to Australian Professional Investors at 0.5 cents each – March 2016

Placement of 25,000,000 ordinary shares to Australian Investors at 1 cent each – September 2016

Placement of 19,000,000 ordinary shares to Australian Professional Investors at 1 cent each – March 2017

CONSOLIDATED	
2017	2016
\$	\$
85,710,892	85,270,892
792,500	792,500
86,503,392	86,063,392
86,063,392	85,420,752
	602,640
	40,000
250,000	–
190,000	–
86,503,392	86,063,392

Share issues made during the year were to increase the working capital of the company and to develop the Newcastle Iron Recovery Plant.

Terms and Conditions

Ordinary Shares

Holders of fully paid ordinary shares are entitled to receive dividends if declared and are entitled to one vote per share at shareholders meetings.

Partly Paid Shares

Holders of Austpac Resources N.L. Employee Share Purchase plan shares are entitled to the same rights as ordinary shareholders, including entitlements to dividends if declared, once the shares are paid in full. The amount of unpaid capital is \$3,866,983 (2016: \$3,788,983). In the event of winding up, ordinary shareholders rank after creditors.

Employee Share Purchase Plan

Of the 75,800,000 Employee Share Purchase Plan shares 22,540,000 were noted as forfeited by existing holders at the November 2015 Annual General Meeting. These shares are held in trust by the Directors for re-issue.

Dividends

No dividends were declared or paid during the financial year ended 30 June 2017 or 30 June 2016.

Note 17: Commitments

Exploration and evaluation expenditure commitments

In order to maintain current rights of tenure to exploration tenements, the company and consolidated entity are required to perform minimum exploration work to meet the minimum expenditure requirements specified by various State Government.

These obligations are subject to renegotiation when application for mining lease is made and at other times. These obligations are not provided for in the financial report and are payable.

	CONSOLIDATED	
	2017	2016
	\$	\$
Less than one year	163,551	163,568
Between one and five years	179,726	344,158
	343,277	507,726

The above commitment relates to Austpac's interest in EL5291. The Company successfully renewed this licence in October 2015, expiring on 4 August 2019. The above commitments reflect the expected minimum exploration expenditure requirements under the new licence.

Note 18: Lease Liabilities

	CONSOLIDATED					
	2017			2016		
	Minimum lease payments	Interest	Principal	Minimum lease payments	Interest	Principal
Within one year	44,529	11,052	33,477	86,207	21,397	64,810
Between one and five years	136,573	16,143	120,430	104,535	12,356	92,179
Total	181,102	27,195	153,907	190,742	33,753	156,989

The consolidated entity leases equipment under finance leases expiring from one to four years.

Operating Leases

Leases as lessee

Non-cancelable operating lease rentals are payable as follows:

	CONSOLIDATED	
	2017	2016
	\$	\$
Less than one year	275,345	267,002
Between one and five years	529,505	750,736
	804,850	1,017,738

The consolidated entity leases property at Kooragang Island and office property in Sydney.

During the year ended 30 June 2017, \$271,331 was recognised as an expense in the Consolidated Statement of Profit or Loss and Other Comprehensive Income in respect of operating leases (2016: \$299,624).

Note 19: Key Management Personnel Disclosures

The following were key management personnel of the consolidated entity at any time during the reporting period and unless otherwise indicated were key management personnel for the entire period:

Non-executive directors: Mr T. Cuthbertson (Chairman)
Mr R. Harrison
Mr C. Iles

Executive directors: Mr M. Turbott

Details of the nature and amount of each major element of the emoluments of each director of the company for the year ending 30 June 2017 are:

2017	Short Term			Post Employment		Total
	Base	Non Monetary Benefits	Consulting Fees	Movement in Leave Provision	Super	
	\$	\$	\$	\$	\$	\$
Mr M.J. Turbott	188,979	134,399	–	27,122	35,000	385,500
Mr T. Cuthbertson	70,000	–	35,000	–	–	105,000
Mr R. Harrison	50,000	–	35,000	–	–	85,000
Mr C. Iles	15,000	–	10,500	–	–	25,500
	323,979	134,399	80,500	27,122	35,000	601,000

Details of the nature and amount of each major element of the emoluments of each director of the company for the year ending 30 June 2016 are:

2016	Short Term			Post Employment		Total
	Base	Non Monetary Benefits	Consulting Fees	Movement in Leave Provision	Super	
	\$	\$	\$	\$	\$	\$
Mr M.J. Turbott	111,661	86,808	–	6,756	10,000	215,225
Mr T. Cuthbertson	35,000	–	17,500	–	–	52,500
Mr R. Harrison	25,000	–	17,500	–	–	42,500
	171,661	86,808	35,000	6,756	10,000	310,225

Non monetary benefits relate to motor vehicles during the financial year and insurance paid for the Managing Director. Consultancy fees relate to additional services provided by Messrs Cuthbertson and Harrison for professional time in excess of normal Director duties in FY17.

Notsag Pty Limited, a company which provides corporate, financial, underwriting and guarantee services, employs Mr N. Gaston and provides his services as company secretary. Notsag Pty Limited received fees of \$236,600 during the financial year ended 30 June 2017 (\$136,500 – 2016).

Austpac Resources N.L. engaged Mr T. Cuthbertson, Mr R. Harrison, and Mr C. Iles for the provision of consultancy services. The terms and conditions of the services are no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to unrelated entities on an arm's length basis.

The details of the transactions are as follows:

		2017	2016
		\$	\$
Specified Directors:	Mr T. Cuthbertson	Consultancy Fees	35,000
	Mr R. Harrison	Consultancy Fees	35,000
	Mr C. Iles	Consultancy Fees	10,500

Note 19: Key Management Personnel Disclosures continued

Equity Instruments

Movement in shares

The movement during the reporting period in the number of ordinary shares of Austpac Resources N.L. held, directly, indirectly or beneficially, by each key management personnel, including their personally-related entities is as follows:

Specified Directors:	2017				2016			
	Held at 1 July	Purchases	Forfeited	Held at 30 June	Held at 1 July	Purchases	Forfeited	Held at 30 June
Mr T. Cuthbertson								
– Fully Paid Ordinary Shares	166,667	–	–	166,667	166,667	–	–	166,667
– Partly Paid Ordinary Shares	9,500,000	–	–	9,500,000	7,000,000	2,500,000	–	9,500,000
Mr M. Turbott								
– Fully Paid Ordinary Shares	7,438,192	–	–	7,438,192	7,438,192	–	–	7,438,192
– Partly Paid Ordinary Shares	12,712,926	–	–	12,712,926	10,212,926	2,500,000	–	12,712,926
Mr R. Harrison								
– Fully Paid Ordinary Shares								
– Partly Paid Ordinary Shares	9,000,000	–	–	9,000,000	6,500,000	2,500,000	–	9,000,000

The above equity holdings include directors' entitlements arising under the consolidated entity Employee Share Purchase Plan and participation in the Shareholder Share Purchase Plan announced in September 2016. No shares were granted as compensation in 2017.

Options and rights over equity instruments

No options were granted since the beginning of the financial year.

Apart from the details disclosed in this note, no other Director has entered into a material contract with the company or the consolidated entity since the end of the previous financial year and there were no material contracts involving Directors' interests subsisting at year end.

Wholly owned group

Details of interests in wholly owned controlled entities are set out in Note 10.

Note 20: Events Subsequent to the end of the Financial Year

Since the end of the financial year ending 30 June 2017, Austpac Resources NL has received a Research and Development tax concession refund of \$430,325 on 7 September 2017.

Note 21: Reconciliation of Cash Flows from Operating Activities

Profit/(loss) for the year

Adjustments for:

Depreciation

Loss on disposal of PPE

Impairment Expense

Operating Profit/(loss) before changes in working capital and provisions

(Increase)/decrease in receivables

(Decrease)/increase in payables / provisions

Net cash used in operating activities

CONSOLIDATED	
2017	2016
\$	\$
(9,091,040)	976,321
28,605	56,386
–	4,970
8,912,262	–
(150,173)	1,037,677
(66,760)	(296,687)
(92,146)	(620,554)
(309,079)	120,436

Note 22: Fair Value of Financial Assets and Liabilities

Fair values versus carrying amounts

The Consolidated Entity's accounting policies and disclosures may require the measurement of fair values for both financial and non-financial assets and liabilities. The Consolidated Entity has an established framework for fair value measurement. When measuring the fair value of an asset or a liability, the Consolidated Entity uses market observable data where available.

Fair values are categorised into different levels in a fair value hierarchy based on the following valuation techniques:

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

If the inputs used to measure the fair value of an asset or liability can be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Consolidated Entity recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Financial assets and liabilities are stated at cost. The fair values together with the carrying amounts shown in the financial statement of financial position are as follows:

	Carrying amount 2017	Fair value 2017	Fair value hierarchy level	Carrying amount 2016	Fair value 2016	Fair value hierarchy level
CONSOLIDATED	\$	\$		\$	\$	
Trade and other receivables	691,323	691,323	2	515,564	515,564	2
Cash and cash equivalents	494,440	494,440	1	612,551	612,551	1
Finance lease liabilities	159,301	173,783	2	190,742	213,634	2
Trade and other payables	171,489	171,489	2	188,670	188,670	2

Estimation of fair values

The following summarises the major methods and assumptions used in estimating fair values of financial instruments:

(i) Receivables/payables

For receivables/payables with a remaining life of less than one year, the notional amount is deemed to reflect the fair value. All other receivables/payables are discounted to determine the fair value, if the effect of discounting is material.

(ii) Finance leases

The fair value is estimated at the present value of future cash outflows. Future cash flows are discounted using appropriate market rates.

Note 23: Financial Risk Management

Overview

This note presents information about the company's and consolidated entity's exposure to credit, liquidity and market risks, their objectives, policies and processes for measuring and managing risk, and the management of capital.

The company and the consolidated entity do not use any form of derivatives as it is not at a level of exposure that requires the use of derivatives to hedge its exposure. Exposure limits are reviewed by management on a continuous basis. The consolidated entity does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. Management monitors and manages the financial risks relating to the operations of the group through regular reviews of the risks.

Credit Risk

Credit risk is the risk of financial loss to the consolidated entity and to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the consolidated entity's receivables from customers.

Presently, the consolidated entity undertakes technology development and exploration and evaluation activities exclusively in Australia. At the balance date there were no significant concentrations of credit risk.

Cash and cash equivalents

The consolidated entity's limits its exposure to credit risk by only investing in cash deposits with major banks.

Trade and other receivables

The consolidated entity and the company are exposed to credit risk in relation to receivables recorded on the statement of financial position.

The company and consolidated entity have established an allowance for impairment that represents their estimate of incurred losses in respect of other receivables and investments. The directors do not expect any counterparty to fail to meet its obligations.

Exposure to credit risk

The carrying amount of the consolidated entity's financial assets represents the maximum credit exposure. The consolidated entity's maximum exposure to credit risk at the reporting date was:

	Note	CONSOLIDATED	
		2017	2016
		\$	\$
Receivables	9	260,999	515,564
Cash and cash equivalents	8	494,440	612,551

Guarantees

The consolidated entity's policy is not to provide financial guarantees.

Liquidity risk

Liquidity risk is the risk that the consolidated entity and the company will not be able to meet its financial obligations as they fall due. The consolidated entity's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the consolidated entity's reputation.

The consolidated entity and the company manages liquidity risk by maintaining adequate cash reserves from funds raised in the market and by continuously monitoring forecast and actual cash flows. The consolidated entity does not have any external borrowings.

The company anticipates a need to raise additional capital in the next 12 months to meet forecast operational, construction and exploration activities. The decision on how the company will raise future capital will depend on market conditions existing at that time.

Note 23: Financial Risk Management continued

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

	Carrying amount	Contractual cash flows	6 months or less	6–12 months	1–2 years	2–5 years
	\$	\$		\$	\$	
Consolidated 30 June 2017						
Finance lease liabilities	159,301	181,603	22,265	22,265	76,857	60,216
Trade and other payables	171,489	171,489	171,489	–	–	–
Consolidated 30 June 2016						
Finance lease liabilities	190,742	217,706	81,792	16,030	32,060	87,824
Trade and other payables	188,670	188,670	188,670	–	–	–

Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the consolidated entity's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency Risk

The consolidated entity is not exposed to currency risk on purchases and borrowings that are denominated in a currency other than the respective functional currencies of consolidated entity entities, which is the Australian dollar (AUD).

The consolidated entity has not entered into any derivative financial instruments.

Exposure to currency risk

The consolidated entity and the company is not exposed to currency risk and at balance date the consolidated entity and the company holds no financial assets or liabilities which are exposed to foreign currency risk.

Interest rate risk

The consolidated entity is exposed to interest rate risk on cash investments, which is the risk that a financial instrument's value will fluctuate as a result of changes in the market interest rates on interest-bearing financial instruments. The consolidated entity does not use derivatives to mitigate these exposures.

The consolidated entity adopts a policy of ensuring that as far as possible it maintains excess cash and cash equivalents in short terms deposit bearing interest income at commercial rates.

Profile

At the reporting date the interest rate profile of the consolidated entity's and the company's interest-bearing financial instruments was:

Fixed rate instruments

Financial assets (surplus cash invested)
Financial liabilities (plant and equipment leases)

CONSOLIDATED CARRYING AMOUNT	
2017	2016
\$	\$
494,440	612,551
159,301	190,742

Fair value sensitivity analysis for fixed rate instruments

The consolidated entity does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore a change in interest rates at the reporting date would not affect profit or loss.

Commodity Price Risk

The consolidated entity operates primarily in mineral sands technology development and in exploration and evaluation and accordingly the consolidated entity's financial assets and liabilities are subject to minimal commodity price risk.

Capital Management

The consolidated entity's objectives when managing capital are to safeguard the consolidated entity's ability to continue as a going concern, in order to maintain a strong capital base sufficient to maintain future technology development and exploration of projects. In order to maintain or adjust the capital structure, the consolidated entity may issue new shares or sell assets to reduce debt. The consolidated entity's focus has been to raise sufficient funds through equity to fund technology development and exploration and evaluation activities. The consolidated entity monitors capital on the basis of the gearing ratio, however there are no external borrowings at 30 June 2017.

The consolidated entity provides employees with opportunities to participate in the Austpac Resources N.L. Staff Share Purchase Plan.

There were no changes in the consolidated entity's approach to capital management during the year. Risk management policies and procedures are established with regular monitoring and reporting.

Neither the company nor any of its subsidiaries are subject to externally imposed capital requirements.

Note 24: Parent Entity Disclosures

As at, and throughout, the financial year ended 30 June 2017 the parent entity of the Group was Austpac Resources N.L.

	CONSOLIDATED	
	2017	2016
	\$	\$
Result of parent entity		
Profit for the period	(9,091,040)	976,321
Other comprehensive income	–	–
Total comprehensive income for the period	(9,091,040)	976,321
Financial position of parent entity at year end		
Current assets	1,185,765	1,128,115
Total assets	27,845,064	36,597,889
Current liabilities	966,914	1,100,767
Total liabilities	1,103,487	1,205,272
Total equity of the parent entity comprising of:		
Share capital	86,503,392	86,063,392
Revaluation reserve	(59,761,815)	(50,670,775)
Total equity	26,741,577	35,392,617

Directors' Declaration

1. In the opinion of the Directors of Austpac Resources N.L.:
 - a) the financial statements and notes set out on pages 26 to 45 and the remuneration report in the Director's Report are in accordance with the Corporations Act 2001, including:
 - i) giving a true and fair view of the financial position of the company and consolidated entity as at 30 June 2017 and of their performance for the year ended on that date; and
 - ii) complying with Australia Accounting Standards and the Corporations Regulations 2001;
 - b) the financial report also complies with International Financial Reporting Standards as disclosed in note 1(A); and
 - c) there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.
2. The directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the individuals acting in the role of chief executive officer and chief financial officer functions for the financial year ended 30 June 2017.

Signed in accordance with a resolution of the Directors.



T. Cuthbertson
Director



M.J. Turbott
Director

Sydney, 28 September 2017

Independent Auditor's Report



To the shareholders of Austpac Resources N.L.

Report on the audit of the Financial Report

Opinion

We have audited the **Financial Report** of Austpac Resources N.L. (the Company).

In our opinion, the accompanying Financial Report of the Company is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the **Group's** financial position as at 30 June 2017 and of its financial performance for the year ended on that date; and
- complying with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The **Financial Report** comprises:

- Consolidated Statement of Financial Position as at 30 June 2017
- Consolidated Statement of Profit or Loss and other Comprehensive Income, Consolidated Statement of Changes in Equity, and Consolidated Statement of Cash Flows for the year then ended
- Notes including a summary of significant accounting policies
- Directors' Declaration.

The **Group** consists of the Company and the entities it controlled at the year-end or from time to time during the financial year.

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report.

We are independent of the Group in accordance with the *Corporations Act 2001* and the ethical requirements of the *Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the Financial Report in Australia. We have fulfilled our other ethical responsibilities in accordance with the Code.

Material uncertainty related to going concern

We draw attention to Note 1(c), "Going Concern" in the Financial Report. The conditions disclosed in Note 1(c), indicate a material uncertainty exists that may cast doubt on the Group's ability to continue as a going concern and, therefore, whether it will realise its assets and discharge its liabilities in the normal course of business, and at the amounts stated in the Financial Report. Our opinion is not modified in respect of this matter.

In concluding there is a material uncertainty related to going concern we evaluated the extent of uncertainty regarding events or conditions casting significant doubt in the Group's assessment of going concern. This included:

- Analysing the cash flow projections by:
 - Evaluating the underlying data used to generate the projections for consistency with other information tested by us, our understanding of the Group's intentions, and past results and practices;

- Assessing the planned levels of operating and capital expenditures for consistency of relationships and trends to the Group's historical results, particularly in light of the history of loss making operations, the results since year end and our understanding of the business, industry and economic conditions of the Group;
- Assessing significant non-routine forecast cash inflows and outflows including the impact of expected future capital raising for feasibility, quantum and timing. We used our knowledge of the Group, its industry and current status of those initiatives to assess the level of associated uncertainty.
- Reading Directors' minutes and relevant correspondence to understand the Group's ability to raise additional shareholder funds, and assess the level of associated uncertainty;
- Evaluating the Group's going concern disclosures in the Financial Report by comparing them to our understanding of the matter, the events or conditions incorporated into the cash flow projection assessment, the Group's plans to address those events or conditions, and accounting standard requirements. We specifically focused on the principle matters giving rise to the material uncertainty.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the Financial Report of the current period.

These matters were addressed in the context of our audit of the Financial Report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the *Material uncertainty related to going concern section*, we have determined the matter described below to be the Key Audit Matter.

Intangible Asset (\$26,500,000)

Refer to Note 12 'Intangible Asset' to the *Financial Report*

The key audit matter

Intangible asset capitalised relating to Mineral Technology Development is a key audit matter due to:

- the significance of the development activity to the Group's business and the significant intangible asset balance (being 95% of total assets); and
- the greater level of audit effort to evaluate the Group's application of the requirements of the accounting standard AASB 138 *Intangible Assets*, in particular the development phase conditions allowing capitalisation of relevant expenditure and presence of impairment indicators. The presence of impairment indicators necessitates a detailed analysis by the Group of the value of the Intangible asset, therefore given the criticality of this to the scope and depth of our work, we involved senior team members to challenge the Group's assessment.

Impairment indicators in respect of the intangible asset include that the Group has not yet secured the remaining capital required to complete the intangible asset and that no licenses have yet been sold to third parties. We focused on the significant forward-looking assumptions the Group applied in their fair value less costs of disposal model to test for impairment including:

- forecast operating cash flows – the Group has a history of operating losses and is yet to successfully complete development of the intangible asset, as a result the ability to forecast future operating cash flows is more challenging. These conditions increase the risk of inaccurate forecasts or a wider range of possible outcomes for us to consider.

How the matter was addressed in our audit

Assessment for impairment

Our procedures included:

- We considered the appropriateness of the fair value less costs of disposal method applied by the Group to perform the test of impairment against the requirements of the accounting standards.
- We assessed the integrity of the fair value less costs for disposal model used, including the accuracy of the underlying calculation formulas.
- We assessed the accuracy of previous Group forecasts to inform our evaluation of forecasts incorporated in the model. We noted previous trends for use in further testing.
- We considered the sensitivity of the model by varying key assumptions such as forecast operating cash flows, discount rates and timing of intangible asset completion, within a reasonably possible range, to identify those assumptions at higher risk of bias or inconsistency in application and to focus our further procedures.
- We assessed through evaluating the Group's correspondence with interested parties the likelihood and amount of licence income cash flows if successful completion of the intangible asset occurs.
- We challenged the Group's significant forecast operating cash flows in light of the operating losses and the intangible asset having not yet completed development. We compared key forecast events to the Board approved



- license income – the Group intends to sell licenses to parties if the successful completion of the intangible asset occurs. Our testing focused on the likelihood of the Group selling these licences.
- discount rate – the discount rate applied is complicated in nature and varies according to the conditions and environment specific to the intangible asset. The Group's modelling is highly sensitive to small changes in the discount rate. We involved our valuations specialists and senior team members with the assessment.
- timing of intangible asset completion – the Group's modelling is sensitive to changes in the timing of successful completion of the intangible asset.

The Group recorded an impairment charge of \$8,912,262 against the intangible asset, resulting from a reassessment of the timing and likelihood of receiving licensing income from the sale of licenses, increasing the sensitivity of the model to small changes in other key assumptions as above. This further increased our audit effort in this key audit area.

In assessing the conditions from the accounting standards allowing capitalisation of relevant expenditure, we focused on evidence of:

- the technical feasibility of completing the development of the intangible asset so that it will be available for use or sale;
- the Group's intention and availability of financial resources to complete the intangible asset and use or sell it; and
- the Group's determination of how the intangible asset will generate future economic benefits and the identification of a market for the output of the intangible asset.

plan and strategy. We used our knowledge of the Group, their past performance and our industry experience.

- Working with our valuation specialists we analysed the Group's discount rate against publicly available data of a group of comparable entities.
- We recalculated the impairment charge against the recorded amount disclosed.
- We assessed the disclosures in the financial report using our understanding of the issue obtained from our testing and against the requirements of the accounting standards.

Capitalisation of relevant expenditure

Our audit procedures included:

- We evaluated the consistency of the Group's accounting policy to recognise intangible assets in the development phase against the criteria in the accounting standards.
- We tested the Group's additions to the intangible asset for the year by evaluating a sample of recorded expenditure for consistency to underlying records, the capitalisation requirements of the Group's accounting policy and the requirements of the accounting standard.
- We evaluated Group documents, such as minutes of Board meetings, the Group's ASX announcements and cash flow forecasts, for consistency with their stated intentions for continuing development and timing of completion of the intangible asset. We corroborated this through interviews with key operational and finance personnel.
- We discussed with Group technical experts, inspected Group ASX announcements and evaluated the Group's correspondence with third parties regarding the continued feasibility to complete the Mineral Technology. We checked third party patent records testing the Group's rights to patents in respect of the Mineral Technology.
- We evaluated the Group's correspondence with interested parties the Group's plans to sell licenses if successful completion of the intangible asset occurs.
- We analysed correspondence between the Group and potential investors and discussed with Group management regarding the status of negotiations with parties to invest the remaining capital required to complete the intangible asset.

Other Information

Other Information is financial and non-financial information in Austpac Resources N.L.'s annual reporting which is provided in addition to the Financial Report and the Auditor's Report. The Directors are responsible for the Other Information.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we consider whether the Other Information is materially inconsistent with the Financial Report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

Responsibilities of the Directors for the Financial Report

The Directors are responsible for:

- preparing the Financial Report that gives a true and fair view in accordance with *Australian Accounting Standards* and the *Corporations Act 2001*
- implementing necessary internal control to enable the preparation of a Financial Report that gives a true and fair view and is free from material misstatement, whether due to fraud or error
- assessing the Group and Company's ability to continue as a going concern. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- to obtain reasonable assurance about whether the Financial Report as a whole is free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_files/ar2.pdf. This description forms part of our Auditor's Report.

Report on the Remuneration Report

Opinion

In our opinion, the Remuneration Report of Austpac Resources N.L. for the year ended 30 June 2017, complies with *Section 300A* of the *Corporations Act 2001*.

Directors' responsibilities

The Directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with *Section 300A* of the *Corporations Act 2001*.

Our responsibilities

We have audited the Remuneration Report included in pages 17 to 19 of the Directors' report for the year ended 30 June 2017.

Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with *Australian Auditing Standards*.



KPMG



Daniel Camilleri

Partner

Sydney

28 September 2017

Additional Stock Exchange Information

Directors' Interests

The maximum contingent liability of the group for termination benefits under service agreements with directors and persons who take part in the management of the parent entity amount to \$nil at 30 June 2017.

Shareholdings

Substantial Shareholders

The number of shares held by the substantial shareholders listed in the holding company's register as at 12 September 2017 was: 76,470,588.

Class of Shares and Voting Rights

At 12 September 2017 there were 3874 holders of the ordinary shares of the holding company. The voting rights attaching to the ordinary shares, set out in Article 32 of the holding company's Articles of Association, are:

"Subject to any rights or restrictions for the time being attached to any class or classes of shares –

- a) at meetings of members or classes of members each member entitled to vote may vote in person or by proxy or attorney; and
- b) on a show of hands every person present who is a member has one vote, and on a poll every person present in person or by proxy or attorney has one vote for each ordinary share he holds."

Offices and Officers

Company Secretary:	Nicholas John Gaston
Principal Registered Office:	Level 3, 62 Pitt Street, Sydney NSW 2000
Telephone:	(02) 9252 2599
Location of Registers of Securities:	Link Market Services Limited Securities Registration Services, HSBC Building 680 George Street, Sydney NSW 2000

Austpac Resources N.L. is an Australian incorporated listed public no liability company domiciled in Australia.

Distribution of Shareholders as at 12 September 2017

	Number of Ordinary Shareholders
1–1,000	184
1,001–5,000	561
5,001–10,000	479
10,001–100,000	1,612
100,001 and over	1,038
	3,874
Holders of less than a marketable parcel	2,511

The 20 largest shareholders hold 32.9% of the ordinary shares of the holding company.

20 Largest Shareholders as at 12 September 2017

	Number of Ordinary Shares Held	Percentage (%) held to Issued Capital
Kronos International Inc.	76,470,588	4.99
Rosemarie Cremona	45,940,316	3.00
Christopher Leech	35,429,835	2.31
Richard Loudon Delaney & Ian Arthur Cains	34,185,599	2.23
Orient Zirconic Resources (Australia) Pty Ltd	33,000,000	2.15
Rik Deaton	28,480,000	1.86
Prestcorp Pty Limited	26,749,408	1.75
Barrios Pty Ltd	22,792,987	1.49
Stephen Joseph Harris	22,500,000	1.47
Michael Turbott	20,151,117	1.32
Trandara Pty Ltd	17,820,614	1.16
Ivan James Bota	17,419,870	1.14
Tugcan Rauf Sackesen	16,274,440	1.06
Claxton R&E Pty Ltd	15,837,732	1.03
Elena Anna Claxton	14,089,108	0.92
FGDG Super Pty Ltd	14,000,000	0.91
Long-Lockie Nominees Pty Ltd	13,870,349	0.91
Milleast Investments Pty Ltd	12,600,000	0.82
St Germaine Pty Ltd	12,471,600	0.81
Fergus Peter Gordon	12,392,453	0.81
John David Winter	11,660,000	0.76
	504,136,016	32.9



Corporate Directory

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MEMBERS OF THE BOARD

Mr Terry Cuthbertson *ACA*

Chairman

Mr Michael J. Turbott *BSc (Hons), FAusIMM, FAIG*

Managing Director

Mr Robert J. Harrison *FAICD*

Director

Mr Colin Iles

Director

SECRETARIES

Mr Nicholas J. Gaston *ACIS*

Company Secretary

GENERAL MANAGERS

Mr John Winter *BEng (Hons) – Chemical Engineering, MIEAust, MIChemE*

General Manager, Technology Development

Mr Michael J. Smith *BSc, MSc, RPGeo, FAIG, FGSA, Hon. MASEG*

General Manager Exploration

AUDITOR

KPMG, Tower Three

International Towers Sydney

300 Barangaroo Avenue

Sydney NSW 2000

SOLICITORS

Emil Ford

580 George Street

Sydney NSW 2000

SHARE REGISTRY

Link Market Services Limited

Securities Registration Services, Ernst and Young building

Level 12, 680 George Street

Sydney NSW 2000

BANKER

ANZ Bank

115 Pitt Street, Sydney, NSW 2000

STOCK EXCHANGE LISTING

Australian Securities Exchange Limited (Sydney)





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