

Boadicea Resources Ltd

ACN 149 582 687

Annual Report - 30 June 2014

Boadicea Resources Ltd

Contents

30 June 2014

Contents

Corporate directory	2
Project map	3
Chairman's letter	4
Directors' report	5
Auditor's independence declaration	12
Review of operations	13
Statement of profit or loss and other comprehensive income	18
Statement of financial position	19
Statement of changes in equity	20
Statement of cash flows	21
Notes to the financial statements	22
Directors' declaration	34
Independent auditor's report to the members of Boadicea Resources Ltd	35
Shareholder information	37
Corporate governance statement	39

General information

The financial statements cover Boadicea Resources Ltd as an individual entity. The financial statements are presented in Australian dollars, which is Boadicea Resources Ltd's functional and presentation currency.

Boadicea Resources Ltd is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

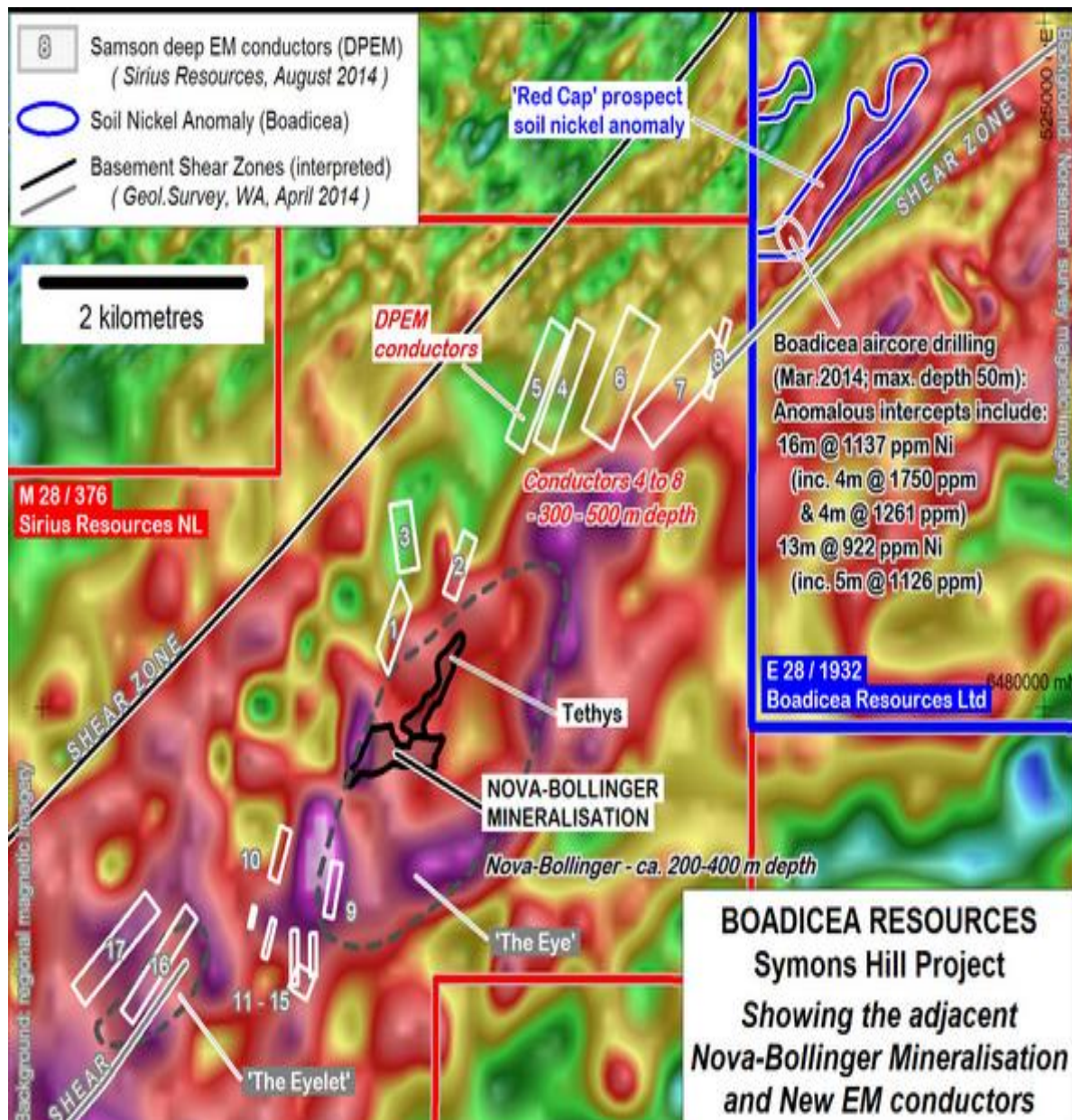
Suite 2
25 Koornang Road
CARNEGIE VIC 3163

A description of the nature of the Company's operations and its principal activities are included in the Directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 18 September 2014. The Directors have the power to amend and reissue the financial statements.

Boadicea Resources Ltd
Corporate directory
30 June 2014

Directors	Clarke Dudley (Executive Chairman and Chief Executive Officer) Nicholas Kempton (Non-Executive Director) Eugene Odachowski (Non-Executive Director)
Company secretary	Eugene Odachowski
Registered office	Suite 2 25 Koornang Road CARNEGIE VIC 3163 Telephone : + 61 3 9569 3467 Fax : + 61 3 9572 3762
Principal place of business	Suite 2 25 Koornang Road CARNEGIE VIC 3163
Share register	Advanced Share Registry Ltd 150 Stirling Highway NEDLANDS WA 6009
Auditor	Melanie Leydin Leydin Freyer Audit Pty Ltd Level 4 100 Albert Road SOUTH MELBOURNE VIC 3205
Solicitors	Roger Yelland and Co Suite 2 39A Glenferrie Road MALVERN VIC 3144 Steinepreis Paganin Level 4, The Read Buildings 16 Milligan Street PERTH WA 6000
Stock exchange listing	Boadicea Resources Ltd shares are listed on the Australian Securities Exchange (ASX code: BOA)
Website	www.boadicearesources.com.au Email : info@boadicearesources.com.au



Boadicea Resources Ltd
Chairman's letter
30 June 2014

Dear Shareholder,

It is with much pleasure that I present the Annual Report of Boadicea Resources Ltd (the Company) for the year ended 30 June 2014 and welcome each and every one of you as shareholders of the Company.

As you are no doubt aware, the Fraser Range has become one of the most exciting destinations for nickel exploration in Western Australia and Boadicea is indeed fortunate to have secured its strategic and highly prospective Symons Hill licence in this region.

In fact Boadicea is the only listed exploration company with an exploration licence joining and on the north-east trend of the licence held by Sirius Resources which contains the world-class Nova/Bollinger nickel/copper deposit.

Not surprisingly the thrust of Boadicea's exploration activities have concentrated on our Symons Hill licence during the year.

Field work including infill soil sampling and first pass air core drilling has been successful in confirming the prospectivity of the trend. Incorporating these results with a recently completed VTEM program, has identified a number of targets on the licence that require follow-up work.

A major exploration program has recently commenced at Symons Hill and will include further soil sampling and ground EM of identified targets. The results of this work will dictate a deeper RC drilling program scheduled for later this year.

In summary, Boadicea is cashed up, has a small, tightly held share capital, low overhead and is next to a world class nickel project.

I would especially like to express my grateful thanks to my fellow Directors, Consultants, Sharebrokers and most importantly, our Shareholder Investors.



Clarke Dudley
Executive Chairman

Boadicea Resources Ltd
Directors' report
30 June 2014

The Directors present their report, together with the financial statements, on the Company for the year ended 30 June 2014.

Directors

The following persons were Directors of the Company during the whole of the financial year and up to the date of this report, unless otherwise stated:

Mr Clarke Dudley
Mr Nicholas Kempton
Mr Eugene Odachowski

Principal activities

During the financial year the principal continuing activities of the Company consisted of:

- pursuing exploration activities on its tenements.

Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Review of operations

The loss for the Company after providing for income tax amounted to \$226,985 (30 June 2013: \$406,875).

At 30 June 2014 the Company had net assets of \$3,753,820 (2013 : \$3,279,196) and net working capital of \$2,844,849 (2013: \$2,764,365)

Refer to the detailed review of operations that directly follows this Directors' report.

Significant changes in the state of affairs

During the year 3,508,047 of the Company's listed options (maturity date 31 March 2014) were exercised at 20 cents per option. The proceeds of \$701,609 were added to working capital.

During the year a write-off of \$29,153 has been recognised in relation to the Lake Austin exploration licence.

There were no other significant changes in the state of affairs of the Company during the financial year.

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2014 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Likely developments and expected results of operations

The Company will continue to concentrate on mineral exploration including gold and nickel exploration with emphasis on the development of its existing projects.

Environmental regulation

The entity hold interests in a number of exploration tenements. The various authorities granting such tenements require the tenement holder to comply with the terms of the grant of the tenement and all directions given to it under those terms of the tenement. There have been no known breaches of the tenement conditions and no such breaches have been notified by any government agency during the year ended 30 June 2014.

Information on Directors

Name: Mr Clarke Dudley
Title: Executive Chairman and Chief Executive Officer
Experience and expertise: Mr Dudley is a Chartered Accountant with extensive experience in the management of listed companies over a period of 30 years within the mining industry. He was previously Chairman and Managing Director of Alcaston Mining NL (Alcaston) from 1991 to 2001. Alcaston's gold exploration activities were subsequently expanded to cover a wider range of commodities including diamonds. At his departure Alcaston was well cashed-up, with a highly desirable portfolio of exploration projects that were attracting major company joint venture interest. Prior to Alcaston he had been a Director of Regency Investments Ltd and Tern Minerals Ltd (now Rand Mining NL).

Other current directorships: None
Former directorships (last 3 years): None
Special responsibilities: None
Interests in shares: 18,915,005 fully paid ordinary shares
Interests in options: Nil

Name: Mr Nicholas Kempton
Title: Non Executive Director
Experience and expertise: Mr Kempton is a Geologist and a Member of the Australasian Institute of Mining & Metallurgy with more than 35 years' experience within the mining industry. He was previously Technical Director of Alcaston from 1994 to 2001. Prior to joining Alcaston he was Chief Geologist with Shell Coal Australia and later regional head of exploration for Shell Coal International in London. Subsequent to that he was Environmental Advisor to the Coal & Metal Divisions of Shell Australia and was responsible for the successful clearance through public Environmental Impact Statements of several major gold and coal mining projects.

Other current directorships: None
Former directorships (last 3 years): None
Special responsibilities: None
Interests in shares: 20,000 fully paid ordinary shares
Interests in options: Nil

Name: Mr Eugene Odachowski
Title: Non Executive Director and Company Secretary
Experience and expertise: Mr Odachowski is a practising Chartered Accountant with extensive business and commercial experience in both private and public listed companies over a period of 30 years. He was previously Financial Director of Alcaston from 1991 to 2001 and Chairman of that Company's audit and remuneration committees. Prior to joining Alcaston he worked for a number of Chartered Accountancy firms, specialising in public company audits. He left employment to commence his own public practice in 1980 specialising in taxation and audit. For a period of time he was the auditor of Tern Minerals Ltd, a publicly listed gold exploration company.

Other current directorships: None
Former directorships (last 3 years): None
Special responsibilities: None
Interests in shares: 1,000,000 fully paid ordinary shares
Interests in options: Nil

Other current directorships' quoted above are current directorships for listed entities only and excludes directorships in all other types of entities, unless otherwise stated.

Former directorships (in the last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships in all other types of entities, unless otherwise stated.

Meetings of Directors

The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2014, and the number of meetings attended by each Director were:

	Full Board Attended	Held
Mr C Dudley	12	12
Mr N Kempton	12	12
Mr E Odachowski	11	12

Held: represents the number of meetings held during the time the Director held office.

Remuneration report (audited)

The remuneration report, which has been audited, outlines the Director and executive remuneration arrangements for the Company, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

The remuneration report is set out under the following main headings:

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and conforms with the market best practice for delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- alignment of executive compensation
- transparency

The Board is responsible for determining and reviewing remuneration arrangements for its Directors and executives. The performance of the Company depends on the quality of its Directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel.

The Board has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the Company

Alignment to shareholders' interests:

- focuses on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value
- attracts and retains high calibre executives

Alignment to program participants' interests:

- rewards capability and experience
- reflects competitive reward for contribution to growth in shareholder wealth
- provides a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive Directors and executive remunerations are separate.

Non-executive Directors remuneration

Non-executive Directors' fees are paid within an aggregate limit which is approved by the shareholders from time to time. Retirement payments, if any, are agreed to be determined in accordance with the rules set out in the Corporations Act at the time of the Directors retirement or termination.

Boadicea Resources Ltd
Directors' report
30 June 2014

The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non executive Director. The current amount has been set at an amount not to exceed \$100,000 per annum.

Executive remuneration

In determining the level and make-up of executive remuneration, the Board negotiates a remuneration to reflect the market salary for a position and individual of comparable responsibility and experience. Due to the limited size of the Company and of its operations and financial affairs, the use of a separate remuneration committee is not considered appropriate. Remuneration has been compared with the external market by participation in industry salary surveys and during recruitment activities generally.

The remuneration framework is solely comprised of fixed remuneration.

Use of remuneration consultants

The Company has not made any use of remuneration consultants.

Voting and comments made at the Company's 28 November 2013 Annual General Meeting ('AGM')

The Company received 100.00% of 'for' votes in relation to its remuneration report for the year ended 30 June 2013. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of remuneration

Amounts of remuneration

Details of the remuneration of the key management personnel of the Company are set out in the following tables.

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	Total
	Cash salary and fees	Bonus	Non-monetary	Super-annuation	Long service leave	Equity-settled	
30 June 2014	\$	\$	\$	\$	\$	\$	\$
<i>Non-Executive Directors:</i>							
N Kempton	15,000	-	-	1,387	-	-	16,387
E Odachowski	22,500	-	-	10,275	-	-	32,775
<i>Executive Directors:</i>							
C Dudley	120,000	-	-	11,100	-	-	131,100
	157,500	-	-	22,762	-	-	180,262

Boadicea Resources Ltd
Directors' report
30 June 2014

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
30 June 2013	Cash salary and fees \$	Bonus \$	Non-monetary \$	Super-annuation \$	Long service leave \$	Equity-settled \$	Total \$
<i>Non-Executive Directors:</i>							
N Kempton	11,250	-	-	-	-	-	11,250
E Odachowski	15,000	-	-	9,525	-	-	24,525
<i>Executive Directors:</i>							
C Dudley	90,000	-	-	8,100	-	-	98,100
	116,250	-	-	17,625	-	-	133,875

Share-based compensation

Issue of shares

There were no shares issued to Directors and other key management personnel as part of compensation during the year ended 30 June 2014.

Options

There were no options over ordinary shares issued to Directors and other key management personnel as part of compensation that were outstanding as at 30 June 2014.

There were no options over ordinary shares granted to or vested by Directors and other key management personnel as part of compensation during the year ended 30 June 2014.

Additional information

The earnings of the Company for the three years to 30 June 2014 are summarised below:

	16 months to 30 June 2012 \$	2013 \$	2014 \$
Revenue and other income	73,013	87,383	104,348
Profit/(loss) before income tax	(330)	(406,875)	(226,985)
Loss after income tax	(330)	(406,875)	(226,985)

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2013	2014
Share price at financial year end (\$)	0.30	0.13
Basic earnings per share (cents per share)	(1.01)	(0.52)
Diluted earnings per share (cents per share)	(1.01)	(0.52)

The Company was not listed as at 30 June 2012.

Additional disclosures relating to key management personnel

Shareholding

The number of shares in the Company held during the financial year by each Director and other members of key management personnel of the Company, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
<i>Ordinary shares</i>					
Clarke Dudley	18,900,005	-	15,000	-	18,915,005
Nicholas Kempton	20,000	-	-	-	20,000
Eugene Odachowski	1,000,000	-	-	-	1,000,000
	<u>19,920,005</u>	<u>-</u>	<u>15,000</u>	<u>-</u>	<u>19,935,005</u>

Option holding

The number of options over ordinary shares in the Company held during the financial year by each Director and other members of key management personnel of the Company, including their personally related parties, is set out below:

	Balance at the start of the year	Purchased	Disposed	Expired/ forfeited/ other	Balance at the end of the year
<i>Options over ordinary shares</i>					
Clarke Dudley	12,605,005	-	-	(12,605,005)	-
Nicholas Kempton	20,000	-	-	(20,000)	-
Eugene Odachowski	1,000,000	-	-	(1,000,000)	-
	<u>13,625,005</u>	<u>-</u>	<u>-</u>	<u>(13,625,005)</u>	<u>-</u>

This concludes the remuneration report, which has been audited.

Shares under option

There were no unissued ordinary shares of the Company under option outstanding at the date of this report.

Shares issued on the exercise of options

The following ordinary shares of the Company were issued during the year ended 30 June 2014 and up to the date of this report on the exercise of options granted:

	Exercise price	Number of shares issued
Date options granted		
19 March 2013	\$0.20	3,508,047

Indemnity and insurance of officers

The Company has not indemnified the Directors and executives of the Company for costs incurred, in their capacity as a Director or executive, for which they may be held personally liable.

Indemnity and insurance of auditor

The Company has not, during or since the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

Boadicea Resources Ltd
Directors' report
30 June 2014

Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

Non-audit services

There were no non-audit services provided during the financial year by the auditor.

Officers of the Company who are former audit partners of Melanie Leydin

There are no officers of the Company who are former audit partners of Melanie Leydin.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on the following page.

Auditor

Melanie Leydin continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of Directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the Directors



Mr Clarke Dudley
Executive Chairman

18 September 2014
Melbourne

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

As lead auditor for the audit of Boadicea Resources Ltd for the year ended 30 June 2014, I declare that, to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Boadicea Resources Ltd.



MELANIE J LEYDIN
Registered Company Auditor
Registration: 212298

Dated: 18 September 2014

Symons Hill Project

Boadicea Resources Symons Hill Licence (E28/1932) located in the Fraser Range is east of Norseman and approximately 200 kilometres south-east of Kalgoorlie in Western Australia and covers an area of 123 square kilometres.

The Licence is located immediately adjacent and on the north-east trend of the licence held by Sirius Resources which contains the world-class Nova/Bollinger nickel/copper deposit.

A preliminary report on an aerial VTEM survey undertaken on behalf of Boadicea Resources last year identified multiple conductors of which seven were considered to be high priority bedrock conductors all located along strike from the Nova/Bollinger deposits and include four which are close to elevated surface nickel geochemistry.

The VTEM survey also captured detailed airborne magnetics which has allowed extrapolation and geophysical mapping of geological units and domains from Nova/Bollinger into the licence of Boadicea Resources.

A ground-moving loop TEM (MLTEM) survey was conducted over five priority airborne EM targets identified by the Company's VTEM survey. Two additional targets were not surveyed with MLTEM as they were inaccessible due to thick vegetation.

Of the five targets tested in the ground TEM survey, two of the targets were more discreet in terms of their dimensions and have higher conductivities; attributes which are more common to massive sulphide targets.

An infill soil sampling program was completed on a 200m x 200m grid pattern over an area covering the onstrike extension of the trend of rocks hosting Nova as interpreted from airborne magnetics. The soil sampling targeted both airborne EM anomalies and soil geochemical anomalies from previous sampling. Reconnaissance geological mapping was also undertaken.

The most significant anomaly from the soil sampling was found in the central western portion of the licence along strike from Nova. This anomaly has been named Red Cap – an airborne EM anomaly is located at its southern end.

Red Cap is defined by nickel and chrome anomalism and is two kilometres in strike length and has sporadic anomalous copper and cobalt. The values of all metals are significantly above background, coherent and represented by samples from two separate sampling programs.

In March 2014 following on from a Native Title Heritage Survey and approval of a program of work by the Department of Mines & Petroleum, an aircore drilling program was completed in the Western portion of the licence. A total of 141 holes for 4031 metres were drilled on predominantly 3 drill lines, with holes nominally spaced 60 metres apart. Holes were angled at 60 degrees to the north-west and were drilled to depth of refusal (hard rock).



Drilling at Symons Hill

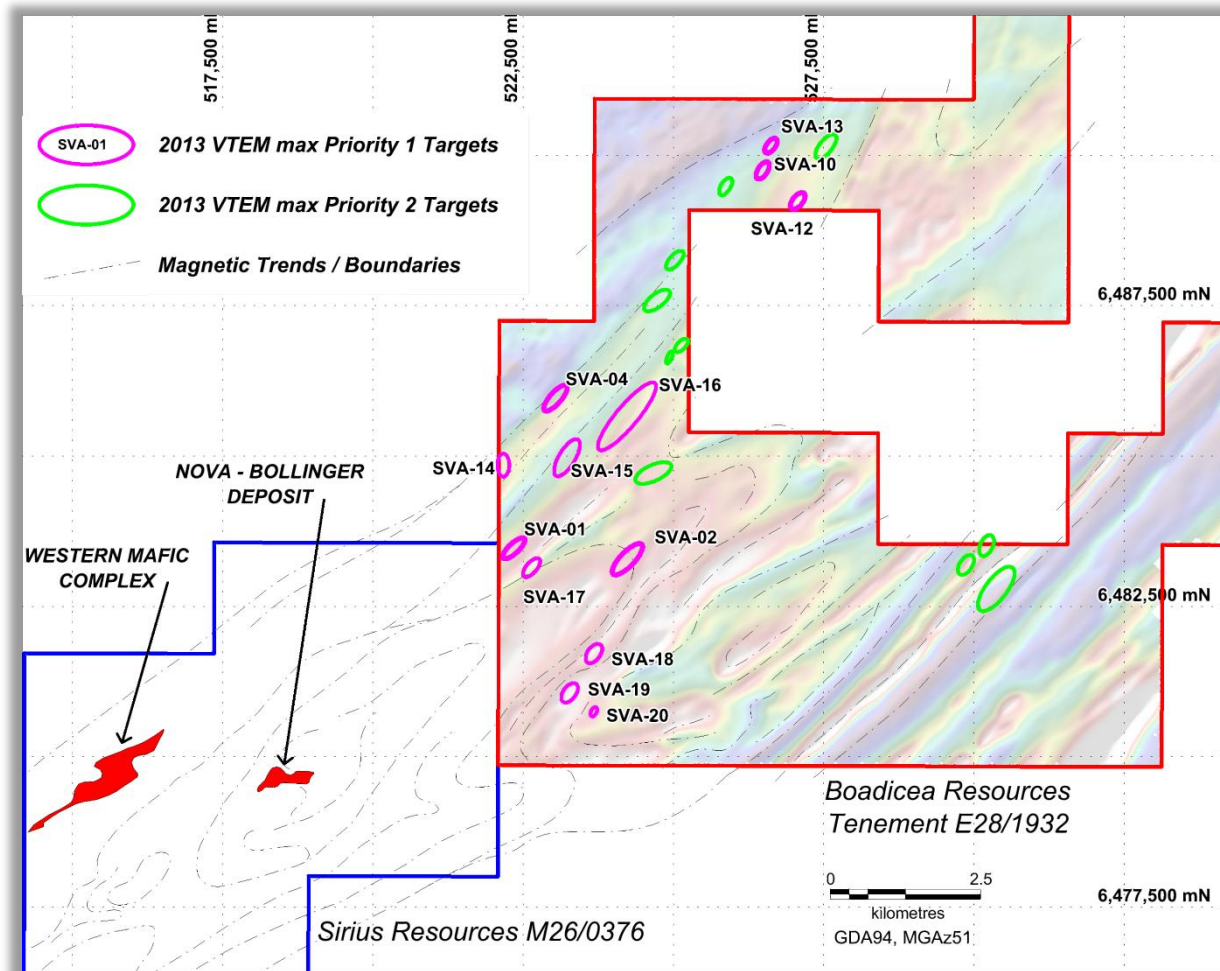
The drilling was targeted on subtle geochemistry anomalies and airborne EM anomalies and designed to investigate the subsurface geochemistry, oxidation profile and rock types in the area.

Hole depths ranged from 4 to 71 metres with the majority of holes intersecting transitional to fresh rock drilling through the oxidized bedrock. The most significant results were returned from ultramafic lithologies characterized by anomalous nickel, copper, cobalt and chromium. The anomalous results are associated with deeply weathered green and brown clays with considerable quantities of iron rich nontronite clays associated with mafic and ultramafic lithologies. These areas are deeply weathered to greater than 40 metres vertical depth.

Two sub parallel zones of nickel anomalism associated with mafic and ultramafic rocks were defined and provide a vector for further exploration. In many areas the presence of up to 8 metres of puggy red clay sitting on weathered bedrock surface was observed suggesting that despite the systematic auger geochemistry previously completed, not all areas of potential anomalism would have been located and defined by this work.

The elevated nickel, copper, cobalt and chromium results provide a clear focus for the next phase of work, targeting the interpreted prospective stratigraphy and mineralized corridor, located along strike from Nova.

Additional high priority targets have been identified from the final interpretation of the 2013 VTEM max aerial survey. In addition to the anomalies identified from the preliminary interpretation, these responses may indicate the presence of low conductance sulphide mineralization (similar to the disseminated sulphides intersected by Sirius Resources at Western Mafic Complex) or strongly conductive bodies that are partially obscured by surficial material. Further ground surveys are required to follow-up these targets. These high priority targets are located along strike from Sirius Resources Nova nickel-copper project and their Western Mafic Complex nickel occurrence. Several of these targets are also adjacent to nickel, copper anomalies from past auger sampling and a zone of nickel, copper delineated from recent air core drilling.



Additional conductors identified from Fraser Range aerial survey

The next phase of field work has recently commenced incorporating additional auger geochemistry, ground EM covering the anomalous nickel trend outlined from the recent aircore drilling, other targets and deeper RC drilling underneath the highly weathered ultramafic rocks.

Calypso Project

Boadicea Resources Calypso Project comprises 3 Prospecting Licences located 22 kilometres east of Leonora in Western Australia.

The digitizing of past-drilling results by previous exploration companies has now been completed and the Company's geological consultant is preparing a 3D model for evaluation.

Paraburdoo Project

The Company's exploration licence application was granted by the Department of Mines & Petroleum. The licence, E47/2936 is located 25 kilometres west of Paraburdoo in Western Australia and comprises an area of 221 square kilometres. The Company considers that this licence is prospective for gold, platinum group metals and nickel. An initial literature search of past exploration is in progress and a field trip comprising geochemical sampling is being planned.

Murrin Murrin Project

Further investigation has determined that the licences comprising this project were unlikely to have the potential to justify further expenditure and accordingly the licences were surrendered.

The funds which would have been spent at Murrin Murrin will now be allocated to the Company's key project Symons Hill in the Fraser Range where the Company considered the potential to be far greater.

Lake Austin Project

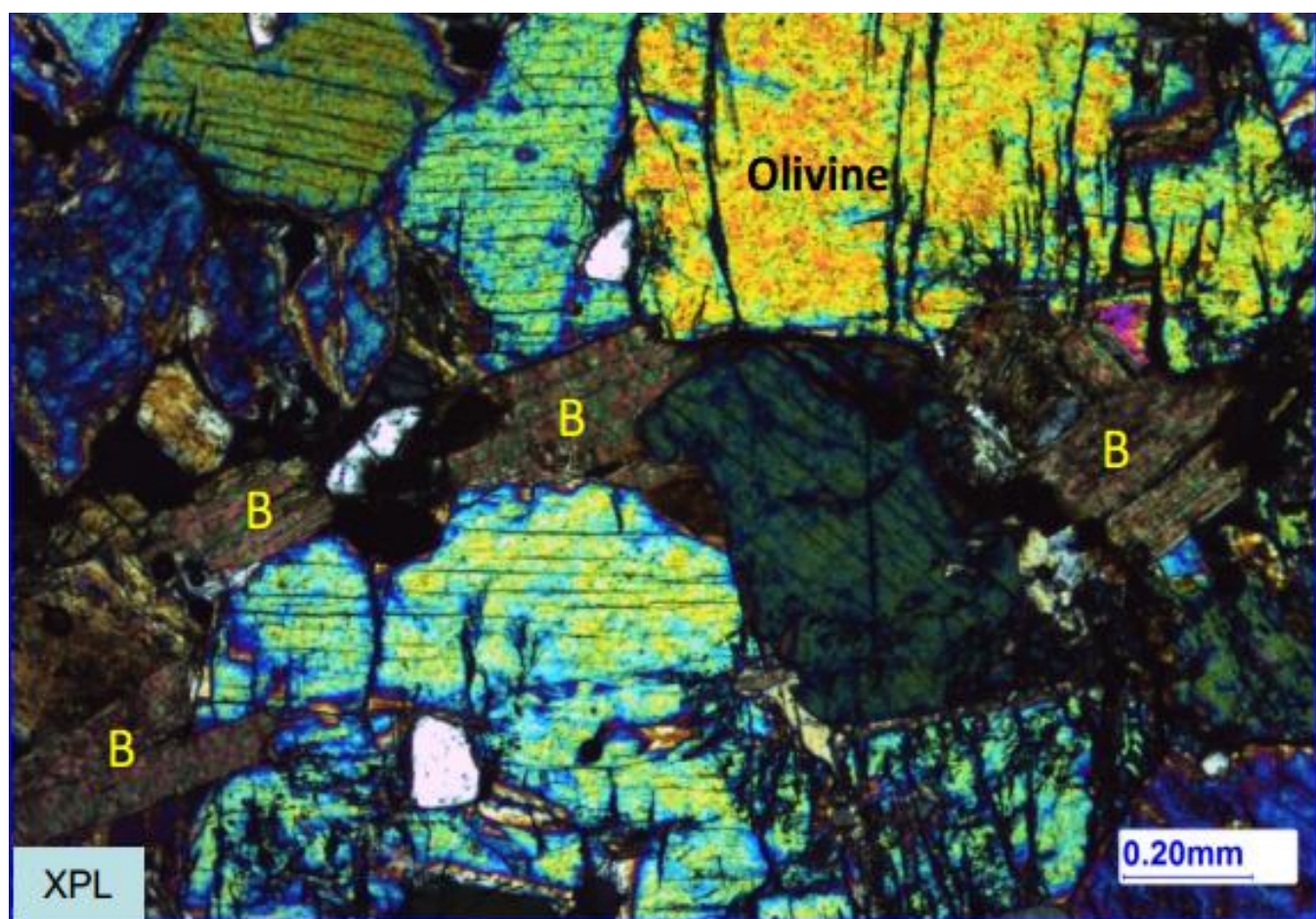
Following a review of the comprehensive literature search previously undertaken it was considered that this licence offered limited potential for a major discovery and accordingly the licence was surrendered.

The funds which would have been spent at Lake Austin will now be allocated to the Company's new Paraburdoo project.

Events after Balance Date

A number of bottom of hole samples from the recent aircore drilling at Symons Hill were submitted for petrological examination.

The report concludes that some of the mafic and ultramafic rocks probably derive from substantial layered intrusions and that the presence of olivine-bearing rocks is considered significant because major mafic hosted magmatic Ni-Cu deposits occur in cumulate ultramafic rocks that contain olivine as a key phase.



Thin section of drill hole BAC 009

Competent Person: *The comments regarding the geology, prospectivity and exploration results, in this report, have been made and/or reviewed by Simon Coxhell (Member of Australasian Institute of Mining and Metallurgy), who is a consultant for Boadicea Resources Ltd. Mr Coxhell has sufficient experience, relevant to the style of mineralization and type of deposit under consideration and to the activity which he has undertaken to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code) in respect of aircore drilling results and aerial anomalies. Previous results were reported under the 2004 JORC Code. It has not been updated since to comply with the JORC Code 2012 on the basis that the information has not materially changed since it was last reported and Simon Coxhell consents to the inclusion in this report of the matters reviewed by him in the form and context in which they appear.*

Boadicea Resources Ltd
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2014

	Note	30 June 2014	30 June 2013
		\$	\$
Revenue	4	104,348	87,383
Expenses			
Administration expenses		(33,949)	(41,496)
Corporate expenses		(75,955)	(68,084)
Employee benefits expense		(185,540)	(137,029)
Write off of exploration assets		(35,889)	(247,649)
Loss before income tax expense		(226,985)	(406,875)
Income tax expense	5	-	-
Loss after income tax expense for the year attributable to the owners of Boadicea Resources Ltd		(226,985)	(406,875)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year attributable to the owners of Boadicea Resources Ltd		<u>(226,985)</u>	<u>(406,875)</u>
		Cents	Cents
Basic earnings per share	22	(0.52)	(1.01)
Diluted earnings per share	22	(0.52)	(1.01)

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

Boadicea Resources Ltd
Statement of financial position
As at 30 June 2014

	Note	30 June 2014	30 June 2013
		\$	\$
Assets			
Current assets			
Cash and cash equivalents	6	1,545,175	2,755,691
Other receivables	7	29,715	51,559
Other financial assets	8	1,300,000	-
Total current assets		<u>2,874,890</u>	<u>2,807,250</u>
Non-current assets			
Other financial assets	9	28,740	-
Exploration and evaluation	10	880,231	514,831
Total non-current assets		<u>908,971</u>	<u>514,831</u>
Total assets		<u>3,783,861</u>	<u>3,322,081</u>
Liabilities			
Current liabilities			
Trade and other payables	11	30,041	42,885
Total current liabilities		<u>30,041</u>	<u>42,885</u>
Total liabilities		<u>30,041</u>	<u>42,885</u>
Net assets		<u>3,753,820</u>	<u>3,279,196</u>
Equity			
Issued capital	12	4,038,973	3,686,401
Accumulated losses		<u>(285,153)</u>	<u>(407,205)</u>
Total equity		<u>3,753,820</u>	<u>3,279,196</u>

The above statement of financial position should be read in conjunction with the accompanying notes

Boadicea Resources Ltd
Statement of changes in equity
For the year ended 30 June 2014

	Contributed equity \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2012	2,250,005	(330)	2,249,675
Loss after income tax expense for the year	-	(406,875)	(406,875)
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive income for the year	-	(406,875)	(406,875)
<i>Transactions with owners in their capacity as owners:</i>			
Net movement in equity, net of transaction costs (note 12)	1,052,277	-	1,052,277
Net movement in listed options, net of transaction costs (note 12)	384,119	-	384,119
Balance at 30 June 2013	<u>3,686,401</u>	<u>(407,205)</u>	<u>3,279,196</u>
	Contributed equity \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2013	3,686,401	(407,205)	3,279,196
Loss after income tax expense for the year	-	(226,985)	(226,985)
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive income for the year	-	(226,985)	(226,985)
<i>Transactions with owners in their capacity as owners:</i>			
Net movement in equity, net of transaction costs (note 12)	701,609	-	701,609
Lapse of options	(349,037)	349,037	-
Balance at 30 June 2014	<u>4,038,973</u>	<u>(285,153)</u>	<u>3,753,820</u>

The above statement of changes in equity should be read in conjunction with the accompanying notes

Boadicea Resources Ltd
Statement of cash flows
For the year ended 30 June 2014

	Note	30 June 2014	30 June 2013
		\$	\$
Cash flows from operating activities			
Interest received		93,069	70,570
Payments to suppliers and employees		(298,011)	(247,622)
Net cash used in operating activities	21	(204,942)	(177,052)
Cash flows from investing activities			
Payments for investments		(165,592)	-
Payments for exploration and evaluation		(399,199)	(476,564)
Proceeds from sale of investments		157,608	-
Net cash used in investing activities		(407,183)	(476,564)
Cash flows from financing activities			
Proceeds from issue of shares		701,609	970,760
Proceeds from term deposits		-	800,000
Proceeds from issue of listed options		-	416,025
Capital raising costs		-	(131,581)
Payments to term deposits		(1,300,000)	-
Net cash from/(used in) financing activities		(598,391)	2,055,204
Net increase/(decrease) in cash and cash equivalents		(1,210,516)	1,401,588
Cash and cash equivalents at the beginning of the financial year		2,755,691	1,354,103
Cash and cash equivalents at the end of the financial year	6	<u>1,545,175</u>	<u>2,755,691</u>

The above statement of cash flows should be read in conjunction with the accompanying notes

Note 1. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New, revised or amending Accounting Standards and Interpretations adopted

The Company has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Any significant impact on the accounting policies of the Company from the adoption of these Accounting Standards and Interpretations are disclosed below. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Company.

The following Accounting Standards and Interpretations are most relevant to the Company:

AASB 13 Fair Value Measurement and AASB 2011-8 Amendments to Australian Accounting Standards arising from AASB 13

The Company has applied AASB 13 and its consequential amendments from 1 January 2013. The standard provides a single robust measurement framework, with clear measurement objectives, for measuring fair value using the 'exit price' and provides guidance on measuring fair value when a market becomes less active. The 'highest and best use' approach is used to measure non-financial assets whereas liabilities are based on transfer value. The standard requires increased disclosures where fair value is used.

AASB 2011-4 Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirement

The Company has applied 2011-4 from 1 July 2013, which amends AASB 124 'Related Party Disclosures' by removing the disclosure requirements for individual key management personnel ('KMP'). Corporations and Related Legislation Amendment Regulations 2013 and Corporations and Australian Securities and Investments Commission Amendment Regulation 2013 (No.1) now specify the KMP disclosure requirements to be included within the directors' report.

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of available-for-sale financial assets, financial assets and liabilities at fair value through profit or loss, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

Operating segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Revenue recognition

Revenue is recognised when it is probable that the economic benefit will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Note 1. Significant accounting policies (continued)

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is current when: it is expected to be realised or intended to be sold or consumed in normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is current when: it is expected to be settled in normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Other receivables

Other receivables are recognised at amortised cost, less any provision for impairment.

Note 1. Significant accounting policies (continued)

Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. They are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on the purpose of the acquisition and subsequent reclassification to other categories is restricted.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

Exploration and evaluation assets

Exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves. Where a project or an area of interest has been abandoned, the expenditure incurred thereon is written off in the year in which the decision is made.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interest. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of Boadicea Resources Ltd, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Goods and Services Tax ('GST') and other similar taxes

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Note 1. Significant accounting policies (continued)

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Company for the annual reporting period ended 30 June 2014. The Company's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Company, are set out below.

AASB 9 Financial Instruments and its consequential amendments

This standard and its consequential amendments are applicable to annual reporting periods beginning on or after 1 January 2017 and completes phases I and III of the IASB's project to replace IAS 39 (AASB 139) 'Financial Instruments: Recognition and Measurement'. This standard introduces new classification and measurement models for financial assets, using a single approach to determine whether a financial asset is measured at amortised cost or fair value. The accounting for financial liabilities continues to be classified and measured in accordance with AASB 139, with one exception, being that the portion of a change of fair value relating to the entity's own credit risk is to be presented in other comprehensive income unless it would create an accounting mismatch. Chapter 6 'Hedge Accounting' supersedes the general hedge accounting requirements in AASB 139 and provides a new simpler approach to hedge accounting that is intended to more closely align with risk management activities undertaken by entities when hedging financial and non-financial risks. The Company will adopt this standard and the amendments from 1 July 2017 but the impact of its adoption is yet to be assessed by the Company.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Tax losses

The Company has not recognised a deferred tax asset with regard to unused tax losses and other temporary differences, as it has not been determined whether the Company will generate sufficient taxable income against which the unused losses and other temporary differences can be utilised in the foreseeable future.

Exploration and evaluation costs

At each reporting period the Directors review the carrying amount of exploration and evaluation expenditure for the indicators of impairment outlined in AASB 6.

Note 3. Operating segments

Identification of reportable operating segments

The Company is organised into one operating segment, exploration for minerals within Australia. This operating segment is based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources.

Boadicea Resources Ltd
Notes to the financial statements
30 June 2014

Note 4. Revenue

	30 June 2014 \$	30 June 2013 \$
Interest	83,592	87,383
Other revenue	20,756	-
Revenue	<u>104,348</u>	<u>87,383</u>

Note 5. Income tax expense

	30 June 2014 \$	30 June 2013 \$
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Loss before income tax expense	(226,985)	(406,875)
Tax at the statutory tax rate of 30%	(68,096)	(122,063)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Temporary differences not recognised	(56,892)	(66,090)
Tax losses not brought to account	124,988	188,153
Income tax expense	<u>-</u>	<u>-</u>
	30 June 2014 \$	30 June 2013 \$
<i>Tax losses not recognised</i>		
Unused tax losses for which no deferred tax asset has been recognised	1,410,846	931,134
Potential tax benefit @ 30%	<u>423,254</u>	<u>279,340</u>

The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

The taxation benefits of tax losses and temporary difference not brought to account will only be obtained if:

- (i) the Company derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the losses to be realised;
- (ii) the Company continues to comply with the conditions for deductibility imposed by law; and
- (iii) no change in tax legislation adversely affects the Company in realising the benefits from deducting the losses.

Note 6. Current assets - cash and cash equivalents

	30 June 2014 \$	30 June 2013 \$
Cash at bank	545,175	495,691
Cash on deposit	1,000,000	2,260,000
	<u>1,545,175</u>	<u>2,755,691</u>

The effective interest rate on the cash deposits for the year was 3.68% (2013 : 3.40%).

Boadicea Resources Ltd
Notes to the financial statements
30 June 2014

Note 7. Current assets - other receivables

	30 June 2014	30 June 2013
	\$	\$
Other receivables	5,355	-
Interest receivable	9,571	19,048
GST receivable	14,789	32,511
	<u>29,715</u>	<u>51,559</u>

Note 8. Current assets - other financial assets

	30 June 2014	30 June 2013
	\$	\$
Term deposits with over three months to maturity	<u>1,300,000</u>	<u>-</u>

The effective interest rate on the cash deposits for the year was 3.68% (2013 : 3.40%).

Note 9. Non-current assets - other financial assets

	30 June 2014	30 June 2013
	\$	\$
Shares in Australian listed entities	<u>28,740</u>	<u>-</u>

All investments held have been valued at the market value at 30 June 2014.

Note 10. Non-current assets - exploration and evaluation

	30 June 2014	30 June 2013
	\$	\$
Exploration and evaluation- at cost	<u>880,231</u>	<u>514,831</u>

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	Total
	\$
Balance at 1 July 2012	296,723
Expenditure during the year	465,757
Write off of assets	<u>(247,649)</u>
Balance at 30 June 2013	514,831
Expenditure during the year	401,039
Write off of assets	<u>(35,639)</u>
Balance at 30 June 2014	<u>880,231</u>

Note 10. Non-current assets - exploration and evaluation (continued)

During the current year the Company surrendered its Lake Austin tenements and all expenditure in relation to these licences has been impaired. During the prior year the Company surrendered its Murrin Murrin tenements and all expenditure in relation to these licences was impaired in the prior year.

Note 11. Current liabilities - trade and other payables

	30 June 2014	30 June 2013
	\$	\$
Trade and other payables	<u>30,041</u>	<u>42,885</u>

Refer to note 14 for further information on financial instruments.

Note 12. Equity - issued capital

	30 June 2014	30 June 2013	30 June 2014	30 June 2013
	Shares	Shares	\$	\$
Ordinary shares - fully paid	45,796,561	42,288,514	4,038,973	3,302,282
Listed options (BOAO)	-	40,916,496	-	384,119
			<u>4,038,973</u>	<u>3,686,401</u>

Movements in ordinary share capital

Details	Date	Shares	Issue price	\$
Balance	1 July 2012	36,000,005		2,250,005
Issue of IPO shares	18 September 2012	5,602,500	\$0.20	1,120,500
Conversion of options	23 April 2013	24,000	\$0.21	5,040
Conversion of options	13 June 2013	40,000	\$0.21	8,400
Conversion of options	28 June 2013	622,009	\$0.21	130,622
Cost of capital raising		-	\$0.00	(212,285)
Balance	30 June 2013	42,288,514		3,302,282
Conversion of options	24 July 2013	520,000	\$0.21	109,200
Conversion of options	10 September 2013	35,000	\$0.21	7,350
Conversion of options	17 October 2013	25,000	\$0.21	5,250
Conversion of options	11 December 2013	445,000	\$0.21	93,450
Conversion of options	12 March 2014	45,000	\$0.21	9,450
Conversion of options	14 March 2014	70,000	\$0.21	14,700
Conversion of options	18 March 2014	10,000	\$0.21	2,100
Conversion of options	20 March 2014	80,000	\$0.21	16,800
Conversion of options	21 March 2014	27,750	\$0.21	5,828
Conversion of options	25 March 2014	40,000	\$0.21	8,400
Conversion of options	27 March 2014	296,287	\$0.21	62,220
Conversion of options	28 March 2014	871,010	\$0.21	182,913
Conversion of options	1 April 2014	713,000	\$0.21	149,730
Conversion of options	2 April 2014	310,000	\$0.21	65,100
Conversion of options	3 April 2014	20,000	\$0.21	4,200
Balance	30 June 2014	<u>45,796,561</u>		<u>4,038,973</u>

Note 12. Equity - issued capital (continued)

Movements in listed options

Details	Date	Shares	Issue price	\$
Balance	1 July 2012	-		-
Issue of listed options	7 February 2013	41,602,505	\$0.01	416,025
Conversion of options	23 April 2013	(24,000)	\$0.01	(240)
Conversion of options	13 June 2013	(40,000)	\$0.01	(400)
Conversion of options	28 June 2013	(622,009)	\$0.01	(6,220)
Capital raising costs		-	\$0.00	(25,046)
Balance	30 June 2013	40,916,496		384,119
Conversion of options	24 July 2013	(520,000)	\$0.00	(5,200)
Conversion of options	10 September 2013	(35,000)	\$0.00	(350)
Conversion of options	17 October 2013	(25,000)	\$0.00	(250)
Conversion of options	11 December 2013	(445,000)	\$0.00	(4,450)
Conversion of options	12 March 2014	(45,000)	\$0.00	(450)
Conversion of options	14 March 2014	(70,000)	\$0.00	(700)
Conversion of options	18 March 2014	(10,000)	\$0.00	(100)
Conversion of options	20 March 2014	(80,000)	\$0.00	(800)
Conversion of options	21 March 2014	(27,750)	\$0.00	(278)
Conversion of options	25 March 2014	(40,000)	\$0.00	(400)
Conversion of options	27 March 2014	(296,287)	\$0.00	(2,964)
Conversion of options	28 March 2014	(871,010)	\$0.00	(8,710)
Conversion of options	1 April 2014	(713,000)	\$0.00	(7,130)
Conversion of options	2 April 2014	(310,000)	\$0.00	(3,100)
Conversion of options	3 April 2014	(20,000)	\$0.00	(200)
Lapse of options		(37,408,449)	\$0.00	(349,037)
Balance	30 June 2014	-		-

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Listed options

Holders of listed options do not have voting rights, and are not entitled to receive dividends or any proceeds from the winding up of the Company.

Share buy-back

There is no current on-market share buy-back.

Capital risk management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may issue new shares.

Note 13. Equity - dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Note 14. Financial instruments

Financial risk management objectives

The Company's activities expose it to a variety of financial risks: market risk (primarily interest rate risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company. The Company uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate.

Risk management is carried out by the Board of Directors ('Board'). These policies include identification and analysis of the risk exposure of the Company and appropriate procedures, controls and risk limits.

Market risk

Foreign currency risk

The Company does not enter into any transaction denominated in foreign currency and as a result is not exposed to foreign currency risk.

Price risk

The Company is not exposed to any significant price risk.

Interest rate risk

The Company's main interest rate risk arises from its cash and term deposit balances.

	Basis points increase			Basis points decrease		
	Basis points change	Effect on profit before tax	Effect on equity	Basis points change	Effect on profit before tax	Effect on equity
30 June 2014						
Cash at bank	100	15,451	15,451	100	(15,451)	(15,451)
Term deposits	100	13,000	13,000	100	(13,000)	(13,000)
		<u>28,451</u>	<u>28,451</u>		<u>(28,451)</u>	<u>(28,451)</u>

	Basis points increase			Basis points decrease		
	Basis points change	Effect on profit before tax	Effect on equity	Basis points change	Effect on profit before tax	Effect on equity
30 June 2013						
Cash at bank	100	<u>27,556</u>	<u>27,556</u>	100	<u>(27,556)</u>	<u>(27,556)</u>

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company's receivables relate to interest from financial institutions and GST receivable. Due to the nature of these receivables the Company is not exposed to significant credit risk. The Company's maximum exposure to credit risk is \$29,715 (2013 : \$51,559).

Liquidity risk

Vigilant liquidity risk management requires the Company to maintain sufficient liquid assets (mainly cash and cash equivalents) to be able to pay debts as and when they become due and payable.

The Company manages liquidity risk by maintaining adequate cash reserves and by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities. At 30 June 2014 the Company had net working capital of \$2,844,849.

Note 14. Financial instruments (continued)

Remaining contractual maturities

The following tables detail the Company's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

	Weighted average interest rate %	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Remaining contractual maturities \$
30 June 2014						
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-%	30,041	-	-	-	30,041
Total non-derivatives		30,041	-	-	-	30,041

	Weighted average interest rate %	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Remaining contractual maturities \$
30 June 2013						
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-%	42,885	-	-	-	42,885
Total non-derivatives		42,885	-	-	-	42,885

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 15. Key management personnel disclosures

Directors

The following persons were Directors of Boadicea Resources Ltd during the financial year:

Clarke Dudley
Nicholas Kempton
Eugene Odachowski

Compensation

The aggregate compensation made to Directors and other members of key management personnel of the Company is set out below:

	30 June 2014 \$	30 June 2013 \$
Short-term employee benefits	157,500	116,250
Post-employment benefits	22,762	17,625
	<u>180,262</u>	<u>133,875</u>

Note 16. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Melanie Leydin, the auditor of the Company:

	30 June 2014	30 June 2013
	\$	\$
<i>Audit services - Melanie Leydin</i>		
Audit or review of the financial statements	11,750	12,000

Note 17. Contingent liabilities

The Company has no contingent liabilities at 30 June 2014 and 30 June 2013.

Note 18. Commitments

	30 June 2014	30 June 2013
	\$	\$
<i>Exploration expenditure</i>		
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	116,348	183,174
One to five years	156	305,011
	116,504	488,185

In order to maintain current rights of tenure to exploration tenements, the Company is required to outlay rentals and to meet the minimum expenditure requirements of the Mineral Resources Authority. Minimum expenditure commitments may be subject to renegotiation and with approval may otherwise be avoided by sale, farm out or relinquishment. These obligations are not provided in the accounts .

The comparative figures include commitments in relation to the Murrin Murrin and Lake Austin tenements that have been relinquished during the current financial year.

Note 19. Related party transactions

Parent entity

Boadicea Resources Ltd is the parent entity.

Key management personnel

Disclosures relating to key management personnel are set out in note 15 and the remuneration report in the Directors' report.

Transactions with related parties

There were no transactions with related parties during the current and previous financial year.

Receivable from and payable to related parties

There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

Loans to/from related parties

There were no loans to or from related parties at the current and previous reporting date.

Note 20. Events after the reporting period

No matter or circumstance has arisen since 30 June 2014 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Note 21. Reconciliation of loss after income tax to net cash used in operating activities

	30 June 2014	30 June 2013
	\$	\$
Loss after income tax expense for the year	(226,985)	(406,875)
Adjustments for:		
Write off of exploration assets	35,889	247,649
Net gain on listed investments	(20,756)	-
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	21,844	(42,453)
Increase/(decrease) in trade and other payables	(14,934)	24,627
Net cash used in operating activities	<u>(204,942)</u>	<u>(177,052)</u>

Note 22. Earnings per share

	30 June 2014	30 June 2013
	\$	\$
Loss after income tax attributable to the owners of Boadicea Resources Ltd	<u>(226,985)</u>	<u>(406,875)</u>
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>43,700,500</u>	<u>40,384,302</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>43,700,500</u>	<u>40,384,302</u>
	Cents	Cents
Basic earnings per share	(0.52)	(1.01)
Diluted earnings per share	(0.52)	(1.01)

Boadicea Resources Ltd
Directors' declaration
30 June 2014

In the Directors' opinion:

- the attached financial statements and notes thereto comply with the Corporations Act 2001, the Australian Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes thereto comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes thereto give a true and fair view of the Company's financial position as at 30 June 2014 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

The Directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of Directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the Directors



Mr Clarke Dudley
Executive Chairman

18 September 2014
Melbourne

INDEPENDENT AUDIT REPORT TO THE MEMBERS OF BOADICEA RESOURCES LTD AND CONTROLLED ENTITIES

Report on the Financial Report

We have audited the accompanying financial report of Boadicea Resources Ltd, which comprises the statement of financial position as at 30 June 2014, the statement of comprehensive income, statement of changes in equity and statement of cash flow for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Directors' Responsibility for the Financial Report

The directors of Boadicea Resources Ltd are responsible for the preparation of the financial report that give a true and fair view in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Act 2001. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

Independence

In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001. We confirm that the independence declaration required by the Corporations Act 2001, provided to the directors of Boadicea Resources Ltd on 18 September 2014, would be in the same terms if provided to the directors as at the date of this auditor's report.

Auditor's Opinion

In our opinion the financial report of Boadicea Resources Ltd is in accordance with the Corporations Act 2001, including:

- (a) giving a true and fair view of the company's financial position as at 30 June 2014 and of its performance for the year ended on that date; and
- (b) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001.

A handwritten signature in dark ink, appearing to read "Melanie J. Leydin".

MELANIE J LEYDIN
Registered Company Auditor
Registration: 212298

Dated: 18 September 2014

Boadicea Resources Ltd
Shareholder information
30 June 2014

The shareholder information set out below as applicable as at 2nd September 2014.

Distribution of equitable securities

Analysis of number of equitable security holders by size of holding:

	Number of holders of ordinary shares
1 to 1,000	28
1,001 to 5,000	48
5,001 to 10,000	185
10,001 to 100,000	187
100,001 and over	43
	<hr/>
	491
	<hr/>
Holding less than a marketable parcel	48
	<hr/>

Equity security holders

Twenty largest quoted equity security holders

The names of the twenty largest security holders of quoted equity securities are listed below:

	Ordinary shares % of total shares issued
	Number held
Mr Clarke Barnett Dudley	18,900,005
Mr Ulysses Ganas	2,065,414
Geotech International Pty Ltd	2,000,000
Warwick Edwin Guy	1,200,000
Spruzen Corporation Pty Ltd	1,106,984
Emmanuel Boulakas	1,000,000
Roger Yelland	1,000,000
Holmes Road Superannuation Pty Ltd	1,000,000
Mr Wayne Leyshon Williams	805,000
Mr Julian Smith and Mrs Susan Smith	700,000
Mr Desmond Brown	613,045
Khovicsta Pty Ltd	500,000
Mr Julian Joseph Baran	480,000
Chutima Ulrich and Jim Ulrich	400,000
Jacobean Holdings Pty Ltd	400,000
Mrs Manorari Guy and Mr Malcolm Guy	376,224
Citicastle Pty Ltd	322,020
Miss Jennifer Bath	300,000
Castle Bailey Pty Ltd	296,033
Citicorp Nominees Pty Ltd	281,412
	<hr/>
	33,746,137
	<hr/>
	73.68
	<hr/>

Unquoted equity securities

There are no unquoted equity securities.

Boadicea Resources Ltd
Shareholder information
30 June 2014

Substantial holders

Substantial holders in the Company are set out below:

	Ordinary shares
	% of total
	shares
	issued
Number held	
Mr Clarke Barnett Dudley	18,900,005 41.27

Voting rights

The voting rights attached to ordinary shares are set out below:

Ordinary shares

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

There are no other classes of equity securities.

Tenements

Description	Tenement number	Interest owned %
Symons Hill	E28/1932	100.00
Calypso	P37/7414	100.00
Calypso	P37/7415	100.00
Calypso	P37/7416	100.00
Paraburdoo	E/47/2936	100.00

Consistency Disclosure

In accordance with periodic disclosure listing rule 4.10.19 the company has used its cash, cash equivalents and assets that are readily convertible to cash in a way which has been consistent with its business objectives as outlined in its original prospectus dated 22 December 2011.

The Board of Directors of Boadicea Resources Ltd (the Company) is responsible for the corporate governance of the company. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

The table below summarises the Company's compliance with the ASX Corporate Governance Councils Revised Principles and Recommendations.

	PRINCIPLES AND RECOMMENDATIONS	COMMENT
1.	<i>Lay solid foundations for management and</i>	
1.1	Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions.	<p>The Company's Corporate Governance Plan includes a Board Charter, which discloses the specific responsibilities of the Board.</p> <p>The Board delegates responsibility for the day-to-day operations and administration of the Company to the Executive Chairman.</p>
1.2	Companies should disclose the process for evaluating the performance of senior executives.	<p>The Company's Corporate Governance Plan includes a section on performance evaluation practices adopted by the Company.</p> <p>The non executive directors monitor the performance of the senior executive.</p>
1.3	Companies should provide the information indicated in the <i>Guide to Reporting on Principle 1</i> .	<p>Explanation of departures from Principles and Recommendations 1.1 and 1.2 (if any) are set out above. The Company will also explain any departures from Principles and Recommendations 1.1 and 1.2 (if any) in its future annual reports.</p> <p>A performance review has taken place during the reporting period in accordance with the procedure disclosed.</p> <p>The Corporate Governance Plan, which includes the Board Charter, is posted on the Company's website.</p>

	PRINCIPLES AND RECOMMENDATIONS	COMMENT
2.	<i>Structure the board to add value</i>	
2.1.	A majority of the board should be independent Directors.	A majority of the Board are independent directors.
2.2.	The chair should be an independent director.	<p>Mr Dudley (Chairman) is not independent as defined in the ASX Corporate Governance Principles and Recommendations.</p> <p>The Board believes that the Company, in its current size and level of complexity, cannot justify the expense of searching for, and appointing, an Independent Chairman of the same experience as Mr Dudley.</p> <p>Points of conflict arising from Mr Dudley's lack of independence are to be dealt with by Mr Dudley being excluded in any voting pertaining to potentially conflicting items of business when considered by the Board.</p>
2.3.	The roles of chair and chief executive officer should not be exercised by the same individual.	<p>Mr Dudley will act as Chairman and Chief Executive Officer to the Company. The Board believes that the Company, in its current size and level of complexity, cannot justify the expense of searching for, and appointing, an additional person as Chief Executive Officer to the Company.</p> <p>When the Company is of the size to justify the appointment of a separate individual to either role, the Board will revisit this issue.</p>
2.4.	The board should establish a nomination committee.	The Board considers that the present size and scope of the Company's activities do not justify the establishment of a nomination committee. Charters or policies directing this area have been established but the rules will be managed through the full Board of Directors.
2.5.	Companies should provide the information indicated in the <i>Guide to Reporting on Principle 2</i> .	<p>The Company has provided details of each director, such as their skills, experience and expertise on its website and in its annual report</p> <p>Explanation of departures from Principles and Recommendations 2.1, 2.2, 2.3, 2.4 and 2.5 (if any) are set out above. The</p>

	PRINCIPLES AND RECOMMENDATIONS	COMMENT
		<p>Company will also explain any departures from Principles and Recommendations 2.1, 2.2, 2.3, 2.4 and 2.5 (if any) in its future annual reports.</p> <p>A performance evaluation of the board, its committees and individual directors has taken place during the period, in accordance with the process disclosed.</p> <p>The Corporate Governance Plan, which includes the Nomination Committee Charter, is posted on the Company's website.</p>
3.	<i>Promote ethical and responsible decision-making</i>	
3.1.	<p>Companies should establish a code of conduct and disclose the code or a summary of the code as to:</p> <ul style="list-style-type: none"> the practices necessary to maintain confidence in the Company's integrity; the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders; and the responsibility and accountability of individuals for reporting and investigating reports of unethical practices. 	The Company's Corporate Governance Plan includes a 'Corporate Code of Conduct', which provides a framework for decisions and actions in relation to ethical conduct in employment.
3.2.	Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measureable objectives for achieving gender diversity and for the board to assess annually both the objectives and progress in achieving them.	The Company's Corporate Governance Plan includes a 'Diversity Policy', which provides a framework for establishing measureable objectives for achieving gender diversity and for the Board to assess annually both the objectives and progress in achieving them.
3.3.	Companies should disclose in each annual report the measureable objectives for achieving gender diversity set by the board in accordance with the diversity policy and progress in achieving them.	The board has discussed this matter in accordance with the diversity policy and will continue to review.

	PRINCIPLES AND RECOMMENDATIONS	COMMENT
3.4.	Companies should disclose in each annual report the proportion of women employees in the whole organisation, women in senior executive positions and women on the board.	There are no women employees in the whole organisation, in senior executive positions or on the board. There is only one full time employee.
3.5.	Companies should provide the information indicated in the <i>Guide to Reporting on Principle 3</i> .	Explanation of departures from Principles and Recommendations 3.1, 3.2, 3.3 and 3.4 (if any) are set out above. The Company will also explain any departures from Principles and Recommendations 3.1, 3.2, 3.3 and 3.4 (if any) in its future annual reports. The Corporate Governance Plan, which includes the Corporate Code of Conduct and Diversity Policy, is posted on the Company's website.
4.	<i>Safeguard integrity in financial reporting</i>	
4.1.	The board should establish an audit committee.	The Board considers that the present size and scope of the Company's activities do not justify the establishment of an audit committee. Charters or policies directing this area have been established but the rules will be managed through the full Board of Directors.
4.2.	The audit committee should be structured so that it: <ul style="list-style-type: none"> • consists only of non-executive Directors • consists of a majority of independent Directors • is chaired by an independent chair, who is not chair of the board • has at least three members. 	As noted above in Section 4.1, the Board considers that the present size and scope of the Company's activities do not justify the establishment of a nomination committee.
4.3.	The audit committee should have a formal charter.	Refer to comments in 4.1 and 4.2
4.4.	Companies should provide the information indicated in the <i>Guide to Reporting on Principle 4</i> .	Explanation of departures from Principles and Recommendations 4.1, 4.2 and 4.3 (if any) are set out above. The Company will also explain any departures from Principles and Recommendations 4.1, 4.2 and 4.3 (if any) in its future annual reports.

	PRINCIPLES AND RECOMMENDATIONS	COMMENT
		The Corporate Governance Plan, which includes the Audit & Risk Committee Charter, is posted on the Company's website.
5.	<i>Make timely and balanced disclosure</i>	
5.1.	Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.	The Company has a continuous disclosure program in place designed to ensure compliance with ASX Listing Rule disclosure and to ensure accountability at a senior executive level for compliance and factual presentation of the Company's financial position.
5.2.	Companies should provide the information indicated in <i>Guide to Reporting on Principle 5</i> .	<p>The Company has not currently departed from Principle and Recommendation 5.1. The Company will provide an explanation of any departures from Principle and Recommendation 5.1 (if any) in its future annual reports.</p> <p>The Corporate Governance Plan, which includes a continuous disclosure program, is posted on the Company's website.</p>
6.	<i>Respect the rights of shareholders</i>	
6.1.	Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy.	The Company's Corporate Governance Plan includes a shareholders communication strategy, which aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs.
6.2.	Companies should provide the information indicated in the <i>Guide to Reporting on Principle 6</i> .	<p>The Company has not currently departed from Principle and Recommendation 6.1. The Company will provide an explanation of any departures from Principle and Recommendation 6.1 (if any) in its future annual reports.</p> <p>The Corporate Governance Plan, which includes a shareholders communication strategy, is posted on the Company's website.</p>
7.	<i>Recognise and manage risk</i>	
7.1.	Companies should establish policies for the oversight and	The Company's Corporate Governance

	PRINCIPLES AND RECOMMENDATIONS	COMMENT
	management of material business risks and disclose a summary of those policies.	Plan includes a risk management policy. The Board determines the Company's "risk profile" and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control.
7.2.	The board should require management to design and implement the risk management and internal control system to manage the Company's material business risks and report to it on whether those risks are being managed effectively. The board should disclose that management has reported to it as to the effectiveness of the Company's management of its material business risks.	The Company's Corporate Governance Plan includes a risk management policy. The Board will require either the Executive Chairman or the Chief Financial Officer to provide a report at the relevant time.
7.3.	The board should disclose whether it has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	The Board will seek this relevant assurance from the Executive Chairman or the Chief Financial Officer at the relevant time.
7.4.	Companies should provide the information indicated in <i>Guide to Reporting on Principle 7</i> .	The Company has not currently departed from Principles and Recommendations 7.1, 7.2 and 7.3. The Company will provide an explanation of any departures from Principles and Recommendations 7.1, 7.2 and 7.3 (if any) in its future annual reports. The Corporate Governance Plan, which includes a risk management policy, is posted on the Company's website.
8.	<i>Remunerate fairly and responsibly</i>	
8.1.	The board should establish a remuneration committee.	The Board considers that the present size and scope of the Company's activities do not justify the establishment of a remuneration committee. Charters or policies directing this area have been

	PRINCIPLES AND RECOMMENDATIONS	COMMENT
		established but the rules will be managed through the full Board of Directors.
8.2.	<p>The remuneration committee should be structured so that it:</p> <ul style="list-style-type: none"> • consists of a majority of independent Directors • is chaired by an independent director • has at least three members 	<p>Although no formal remuneration committee has been established, the Board currently serves as the remuneration committee.</p> <p>The Board is comprised of a majority of independent directors and has at least three members.</p>
8.3.	Companies should clearly distinguish the structure of non- executive Directors' remuneration from that of executive Directors and senior executives.	<p>The Board has distinguished the structure of non executive director's remuneration from that of executive directors and senior executives.</p> <p>The Company's constitution provides that the remuneration of non-executive directors will not be more than the aggregate fixed sum set by the constitution and subsequently varied by resolution at a general meeting of shareholders.</p> <p>The Board is responsible for determining the remuneration of executive directors and senior executives (without the participation of the affected director). It is the Board's objective to provide maximum stakeholder benefit from the retention of a high quality Board and executive team by remunerating executive directors and senior executives fairly and appropriately with reference to relevant employment market conditions and by linking the nature and amount of executive directors' and senior executives' emoluments to the Company's financial and operational performance.</p>
8.4.	Companies should provide the information indicated in the <i>Guide to Reporting on Principle 8</i> .	<p>Explanation of departures from Principles and Recommendations 8.1, 8.2 and 8.3 (if any) are set out above. The Company will also provide an explanation of any departures from Principles and Recommendations 8.1, 8.2 and 8.3 (if any) in its future annual reports.</p> <p>The Corporate Governance Plan, which includes the Remuneration Committee Charter, is on the Company's website.</p>