ANTARES MINING

(FORMERLY CARAVEL ENERGY LIMITED)

ABN 38 119 047 693

# ANNUAL REPORT

# 30 JUNE 2015

ANTARES MINING

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## CORPORATE DIRECTORY

**Directors**
Mr. David Wheeler (Non-Executive Director)
Mr. Francesco (Frank) Licciardello (Non-Executive Director)
Mr. Lay Ann Ong (Non-Executive Director)

**Company Secretary**
Mr. Peter Torre

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Facsimile: + 618 9321 2337

**Auditors**
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Level 4
130 Stirling Street
Perth, WA 6000 Australia

**Securities Exchange**
Australian Stock Exchange
(Home Exchange: Perth, Western Australia)

**ASX Code**
AWW

## DIRECTORS' REPORT

The Directors of Antares Mining Limited submit the financial report of Antares Mining Limited ("the Company") and its controlled entities ("the Group" or "Consolidated Entity") for the year ended 30 June 2015. In order to comply with the provisions of the Corporations Act 2001, the directors report as follows:

### DIRECTORS

The names, qualifications and experience of the Company's Directors in office during the year and until the date of this report are as follows. Directors were in office for this entire year unless otherwise stated.

**Mr. David Wheeler (appointed 12 August 2015)**
**Non-Executive Director**
Mr. Wheeler has more than 30 years executive management experience, through general management, CEO and managing director roles across a range of companies and industries. He has worked on business projects in the USA, UK, Europe, New Zealand, China, Malaysia, and the Middle East (Iran). David has been a Fellow of the Australian Institute of Company Directors (FAICD) since 1990.

Mr. Wheeler is currently a director of ASX listed Oz Brewing Limited (appointed 15 April 2011), Eumeralla Resources Limited (appointed 1 October 2014), TW Holdings Limited (appointed 18 November 2014), Castillo Copper Limited (appointed 13 August 2015) and Premier Eastern Energy Limited (appointed 22 August 2014). He has not held any other listed directorships over the past three years.

**Mr. Francesco (Frank) Licciardello (appointed 10 September 2015)**
**Non-Executive Director**
Mr. Licciardello is an experienced executive, having held senior executive positions with both public and private companies globally over the last 15 years in diversified industries. Mr. Licciardello has held CFO, CEO and Secretarial positions for companies listed on the ASX, AIM and AMEX. Most recently he was chairman of Frontier Capital Group Ltd and is currently a director of Rio Perdido Gold Limited and Elk Orthobiologics Limited and several other private companies. In addition, Mr. Licciardello has extensive experience in the corporate finance sector, being co-owner and executive director of Sanston Securities Australia Pty Ltd, a boutique corporate advisory firm headquartered from Melbourne specializing in capital raising, IPO's, RTO's and mergers and acquisition advisory work.

Mr. Licciardello is not a director of an ASX listed Company. Mr. Licciardello was chairman of Frontier Capital Group Ltd (appointed 18 August 2014, resigned 28 April 2015). He has not held any other listed directorships over the past three years.

**Mr. Lay Ann Ong (appointed 10 September 2015)**
**Non-Executive Director**
Mr. Lay Ann Ong is an experienced entrepreneur and executive, having held senior executive positions with both public and private companies globally over the last 16 years. Mr. Ong founded West Star Group in 2000. The West Star family office has interest in various listed and unlisted companies in the property development, technology, commodities, energy, construction, and food and beverage sector. Mr Ong has held Chairman, CEO and director positions within the West Star Group and is also director of ISDN Investments a wholly owned subsidiary of ISDN Holdings Limited, listed on the SGX. Mr. Ong holds a degree in Law from University of Manchester and a Master in Business Administration from Manchester Business School.

Mr. Ong is not a director of an ASX listed Company and he has not held any other listed directorships over the past three years.

**Mr. Giuseppe (Joe) Graziano (appointed 12 August 2015, resigned 10 September 2015)**
**Non-Executive Director**
Mr. Graziano has 25 years' experience providing a wide range of business, financial and taxation advice to small cap unlisted and listed public companies and privately owned businesses in Western Australia's resource-driven industries, particularly mining, banking and finance, professional services and logistics.

He has the knowledge and experience in Corporate Advisory and strategic planning with Corporations and Private Businesses going through a growth phase and restructuring those businesses to assist with the next phase of their growth strategy. He also has experience in Capital Raisings, ASX compliance and regulatory requirements

Mr. Graziano is currently a director of ASX listed Oz Brewing Limited (appointed 15 April 2011), Lithex Resources Limited (appointed 5 December 2013), Castillo Copper Ltd (appointed 13 August 2015) and Kin Mining NL (appointed 30 September 2013). He has not held any other listed directorships over the past three years.

**Mr. Jack James (appointed 15 October 2014, resigned 10 September 2015)**
**Non-Executive Director**
Mr. James provides accounting, secretarial and advisory advice to private and public companies, government and other stakeholders. Mr. James has over fifteen years of experience in chartered accounting specialising in corporate advisory and reconstruction. Mr. James has a Bachelor of Business from the Queensland University of Technology and is a Chartered Accountant.

Mr. James is currently a director of Eumeralla Resources Ltd (appointed 22 August 2011, resigned 14 May 2015, appointed 21 May 2015), Castillo Copper Ltd (appointed 13 August 2015) and Premiere Eastern Energy Limited (appointed 18 March 2015). Mr. James was a director of Sunseeker Minerals Limited (appointed 9 August 2012, resigned 28 February 2013), Firestone Energy Limited (appointed 5 February 2013, resigned 13 June 2013) and Lithex Resources Limited (appointed 12 December 2013, resigned 29 January 2015). He has not held any other listed directorships over the past three years.

**Mr. Brian McMaster (resigned 12 August 2015)**
**Executive Chairman**
Mr. McMaster is a Chartered Accountant, and has over 20 years' experience in the area of corporate reconstruction and turnaround/performance improvement. Formerly, Mr. McMaster was a partner of the restructuring firm Korda Mentha and prior to that was a partner at Ernst & Young. His experience includes significant working periods in the United States, South America, Asia and India.

Mr. McMaster is currently a director of Paradigm Metals Limited (appointed 14 September 2013), Wolf Petroleum Limited (appointed 24 April 2012), Black Star Petroleum Limited (appointed 9 August 2012), Harvest Minerals Limited (appointed 1 April 2014), Haranga Resources Limited (1 April 2014) and The Carajas Copper Company Limited (appointed 27 August 2014). Mr. McMaster was a director of The Waterberg Coal Company (appointed 12 April 2012, resigned 17 March 2014), Firestone Energy Limited (appointed 14 June 2013, resigned 18 March 2014), Castillo Copper Limited (appointed 31 August 2013, resigned 13 August 2015) and Lindian Resources Limited (appointed 20 June 2011, resigned 16 September 2014). He has not held any other listed directorships in the past three years.

**Mr. Matthew Wood (resigned 12 August 2015)**
**Executive Director**
Mr. Wood has over 20 years' experience in the resource sector with both major and junior resource companies and has extensive experience in the technical and economic evaluation of resource projects throughout the world. Mr. Wood's expertise is in project identification, negotiation, acquisition and corporate development. Mr. Wood has an honours degree in geology from the University of New South Wales in Australia and a graduate certificate in mineral economics from the Western Australian School of Mines and is a member of the AusIMM. Mr. Wood is a founding Director in venture capital and advisory firm Garrison Capital Pty Ltd.

Mr. Wood is currently a director of Harvest Minerals Limited (appointed 1 April 2014), The Carajas Copper Company Limited (appointed 12 June 2009), Haranga Resources Limited (appointed 2 February 2010), Wolf Petroleum Limited (appointed 24 April 2012) and Black Star Petroleum Limited (appointed 28 February 2013). Mr. Wood was a director of Avanco Resources Limited (appointed 4 July 2007, resigned 22 September 2014), Castillo Copper Limited (appointed 1 April 2014 resigned 13 August 2015) and Lindian Resources Limited (appointed 5 May 2011, resigned 3 October 2014). He has not held any other listed directorships over the past three years.

**Dr. Nicholas Lindsay (appointed 30 October 2014 and resigned 31 March 2015)**
**Managing Director**
Dr. Lindsay has over 25 years' experience in the global mining industry, with focus on the technical and commercial assessment, and the development of new business opportunities in various commodities including copper, gold and iron ore in Australia, Former Soviet Union, South Africa and South America (Chile, Peru and Argentina). He has worked in both the major and junior mining sectors, and as an Independent Consultant based in Chile, a country with which he has a long association. He has a BSc Honours degree in Geology and an MBA from the University of Otago (New Zealand), and a PhD from the University of the Witwatersrand (South Africa).

Dr. Lindsay is a member of the Australian Institute of Geoscientists and the AusIMM. Dr. Lindsay's key experience is the recognition, assessment and management of new business opportunities in the copper, zinc, gold, titanium mineral sands, coal and iron ore sectors; including mergers and acquisitions, portfolio restructuring and disposals. Dr. Lindsay also has extensive experience with the commercial development of mineral properties.

Dr. Lindsay is currently a director of Castillo Copper Limited (appointed 31 May 2013) and Paradigm Metals Limited (appointed 13 October 2014). Dr. Lindsay was a director of The Carajas Copper Company Limited (appointed 12 June 2009, resigned 1 October 2014). He has not held any other listed directorships in the past three years.

**Dr. Emma Rasolovoahangy (resigned 15 October 2014)**
**Executive Director**
Dr. Rasolovoahangy is a Madagascan national and experienced industry professional with over 20 years' experience in the oil and gas industry. Currently Dr. Rasolovoahangy is the President of Petromad (Mauritius) Limited, the owner of the Bezaha Oil Project located in the prolific Morondava Oil Basin in southern Madagascar (Block 3114).

Dr. Rasolovoahangy has previously worked for Anadarko Petroleum, as a petro physicist and for Shell Exploration and Production International as a Geophysicist. Dr. Rasolovoahangy holds a Ph.D in Geophysics from Stanford University in California. She has not held any other listed directorships over the past three years

**INTERESTS IN THE SECURITIES OF THE COMPANY**

As at the date of this report, the interests of the Directors in the securities of Antares Mining Limited are:

| Director | Ordinary Shares |
|---|---|
| Mr. David Wheeler | - |
| Mr. Frank Licciardello | - |
| Mr. Lay Ann Ong | - |

The current Directors were appointed subsequent to year end.

**RESULTS OF OPERATIONS**

The Group's net profit after taxation attributable to the members of Antares Mining for the year to 30 June 2015 was $2,599,408 (2014: net loss of $6,871,020).

**DIVIDENDS**

No dividend was paid or declared by the Company during the year and up to the date of this report.

**CORPORATE STRUCTURE**

Antares Mining Limited is a company limited by shares, which is incorporated and domiciled in Australia.

**NATURE OF OPERATIONS AND PRINCIPAL ACTIVITIES**

The principal activities of companies within the Group during the financial year were mineral exploration and examination of new resource opportunities.

**REVIEW OF OPERATIONS**

During the year the Company name changed to Antares Mining Limited (formerly Caravel Energy Limited).

On 11 June 2014, the Company announced that it was in the process of selling its 25% interest (ability to earn up to 80%) in PetroMad Mauritius Limited (being the company which owns a 100% interest in the Bezaha Oil Project concession located in Southern Madagascar). The purchaser of the asset is ASX listed company Tellus Resources Limited ('Tellus').

The consideration for the acquisition is the issue of 85 million Tellus shares (54 million are to be issued to Antares on completion of the sale agreement which will be used for a capital reduction in the Company via an in-specie distribution, 6 million will be issued after the in specie distribution is completed and the other 25 million to certain unrelated nominated Antares creditors.). Additionally, Tellus will assume certain liabilities associated with PetroMad. The sale agreement was completed when the Company obtained approval from Antares shareholders on 24 September 2015 and Tellus shareholders on 26 September 2015.

During the year the Group secured an interim finance facility from Avonglade Enterprises Pty Ltd ('Avonglade') to make a secured loan available to Antares Mining of up to $250,000. The Avonglade loan has a flat rate of interest of 10% and is secured over all of Antares' present and after acquired assets and undertakings. The loan is repayable by 31 October 2015.

Of the $250,000 available, $50,000 was drawn down during the year to pay trade payables that were due and payable. The $50,000 drawn during the year was repaid during the year. The interest charged on the loan for the year was forgiven by Avonglade and the facility is no longer available.

The Company sold 75% of the issued capital of its wholly owned subsidiary, Copper Range (SA) Pty Ltd to Forte Energy NL for cash consideration of $300,000.

**Company Secretary**

Mr. Jack James was appointed Company Secretary of the Company and Mr. Jonathan Hart resigned from his position as Company Secretary of the Company on 3 September 2014. Mr. Peter Torre was appointed Company Secretary of the Company and Mr. Jack James resigned from his position as Company Secretary of the Company on 10 September 2015.

**SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS**

There have been no significant changes in the state of affairs of the Group which occurred during the financial year.

**SIGNIFICANT EVENTS AFTER THE BALANCE DATE**

As announced on 12 August 2015, Mr. David Wheeler and Mr. Giuseppe (Joe) Graziano were appointed as Non-Executive Directors of the Company following the resignation of Mr. Brian McMaster and Mr. Matt Wood from the position of Executive Chairman and Executive Director, respectively.

As announced on 25 August 2015, CPS Capital Group Pty Ltd (CPS Capital) were appointed as Lead Manager, Broker and Corporate Advisor. CPS Capital and its nominee provided Antares Mining a facility for a convertible note of up to AUD$100,000 to satisfy the Company's working capital requirements.

The salient terms of the convertible note are:

- Amount borrowed: up to AUD $100,000;
- Fees: Nil;
- Conversion price: $0.0004;

- Repayment date: 31 October 2015; and
- Interest: a flat cash rate of 10%.

As at the date of this report, the facility had been drawn down in full. As announced on 3 September 2015, $42,880 of the facility had been converted into 107,200,000 shares.

As announced on 9 September 2015, Antares Mining entered into a Convertible Note Agreement with Mr. Lay Ann Ong or nominees, whereby Mr. Lay Ann Ong will subscribe for redeemable unlisted convertible notes (Convertible Notes) in the Company with a face value of up to $1.0 million to allow the Company to review and evaluate a number of potential acquisitions.

The salient terms of the convertible note are:

- Amount borrowed: up to AUD $1,000,000;
- Fees: Nil;
- Conversion price: $0.0008
- Repayment date: 9 September 2016; and
- Interest: a flat cash rate of 8%.

The right to convert and the issue of shares upon such conversion is subject to shareholder approval for the purposes of the ASX Listing Rules and *Corporations Act 2001 (Cth)*.

As announced on 10 September 2015, Mr. Francesco (Frank) Licciardello and Mr. Lay Ann Ong were appointed as Non-Executive Directors of the Company and Mr. Peter Torre was appointed as Company Secretary of the Company following the resignations of Mr. Giuseppe (Joe) Graziano and Mr. Jack James from their positions of Non-Executive Director and Non-Executive Director and Company Secretary.

There are no other significant events subsequent to reporting date.

**LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS**

Likely developments in the operations of the Company are set out in the above review of operations in this annual report. Any future prospects are dependent upon the results of future exploration and evaluation.

**ENVIRONMENTAL REGULATIONS AND PERFORMANCE**

The operations of the Group are presently subject to normal Government Environmental Regulations. The Group is at all times in full environmental compliance with the conditions of its licences.

**SHARE OPTIONS**

As at the date of this report, there were no unissued ordinary shares under options.

No option holder has any right under the options to participate in any other share issue of the company or any other entity.

20,000,000 unlisted options exercisable at $0.035 expired on 30 June 2015.

**INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICER**

A policy under which all Directors and Officers of the Company and all its subsidiary companies are both indemnified and insured to the extent permitted under the Corporations Act 2001 has not been taken out for the 2015 financial year. The Board is currently reviewing and likely to put in place a policy for the short term.

**DIRECTORS' MEETINGS**

During the financial year, in addition to regular Board discussions, the number of meetings of directors held during the year and the number of meetings attended by each director were as follows:

| Director | Number of Meetings Eligible to Attend | Number of Meetings Attended |
|---|---|---|
| Brian McMaster | 1 | 1 |
| Matthew Wood | 1 | 1 |
| Nicholas Lindsay | - | - |
| Jack James | - | - |
| Emma Rasolovoahangy | 1 | - |

**PROCEEDINGS ON BEHALF OF COMPANY**

No person has applied for leave of court to bring proceedings on behalf of the Company or 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 any part of those proceedings. The Company was not a party to any such proceedings during the year.

**CORPORATE GOVERNANCE**

In recognising the need for the highest standards of corporate behaviour and accountability, the Directors of Antares Mining Limited support and have adhered to the principles of sound corporate governance. The Board recognises the recommendations of the Australian Securities Exchange Corporate Governance Council, and considers that Antares Mining is in compliance with those guidelines to the extent possible, which are of importance to the commercial operation of a junior listed resources company.

During the financial year, shareholders continued to receive the benefit of an efficient and cost-effective corporate governance policy for the Company. The Company's Corporate Governance Statement and disclosures are contained on page 34.

**AUDITOR INDEPENDENCE AND NON-AUDIT SERVICES**

Section 307C of the Corporations Act 2001 requires the Company's auditors to provide the Directors of Antares Mining with an Independence Declaration in relation to the audit of the full year financial report. The Independence Declaration forms part of this Directors' Report. A copy of that declaration is included at page 31 of this report. There were no non-audit services provided by the Company's auditor.

**AUDITED REMUNERATION REPORT**

This report outlines the remuneration arrangements in place for directors and executives of Antares Mining Limited in accordance with the requirements of the *Corporation Act 2001* and its Regulations. For the purpose of this report, Key Management Personnel (KMP) of the Company are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group.

**Details of Key Management Personnel**

| | |
|---|---|
| Mr. David Wheeler | Non-Executive Director (appointed 12 August 2015) |
| Mr. Frank Licciardello | Non-Executive Director (appointed 10 September 2015) |
| Mr. Lay Ann Ong | Non-Executive Director (appointed 10 September 2015) |
| Mr. Brian McMaster | Executive Chairman (resigned 12 August 2015) |
| Mr. Matthew Wood | Executive Director (resigned 12 August 2015) |
| Dr. Nicholas Lindsay | Non-Executive Director (appointed 30 October 2014 and resigned 31 March 2015) |
| Mr. Jack James | Non-Executive Director (appointed 15 October 2014, resigned 10 September 2015) |
| Mr. Joe Graziano | Non-Executive Director (appointed 12 August 2015, resigned 10 September 2015) |
| Dr. Emma Rasolovoahangy | Executive Director (resigned 15 October 2014) |

**Remuneration Policy**

The Board is responsible for determining and reviewing compensation arrangements for the Directors. The Board assesses the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality board and executive team.

The Company does not link the nature and amount of the emoluments of such officers to the Company's financial or operational performance. The expected outcome of this remuneration structure is to retain and motivate Directors.

As part of its Corporate Governance Policies and Procedures, the board has adopted a formal Remuneration Committee Charter. Due to the current size of the Company and number of directors, the board has elected not to create a separate Remuneration Committee but has instead decided to undertake the function of the Committee as a full Board under the guidance of the formal charter.

The rewards for Directors' have no set or pre-determined performance conditions or key performance indicators as part of their remuneration due to the current nature of the business operations. The Board determines appropriate levels of performance rewards as and when they consider rewards are warranted.

The table below shows the performance of the Group as measured by loss per share since 2011:

| **As at 30 June** | **2015** | **2014** | **2013** | **2012** | **2011** |
|---|---|---|---|---|---|
| Profit /(loss) per share (cents)* | 0.30 | (0.83) | (0.35) | (0.42) | (0.24) |
| Profit /(loss) | 2,599,408 | (6,871,020) | (2,700,343) | (1,760,682) | (980,987) |

* The right issue in December 2010 was performed at a discounted price. The number of shares used for the loss per share calculation in prior years was adjusted using an adjustment factor of 1.05 times for comparative purposes.

Details of the nature and amount of each element of the emoluments of each Director and Executive of the Company for the financial year are as follows:

| **2015** | Short Term | | Share Based | Post employment | | Total |
|---|---|---|---|---|---|---|
| **Directors** | Base Salary & Fees $ | Consulting Fees $ | Payments (Shares & Options) $ | Superannuation $ | Termination Payment $ | $ |
| Brian McMaster | - | 60,000 | - | - | - | 60,000 |
| Matthew Wood | - | 60,000 | - | - | - | 60,000 |
| Nicholas Lindsay[2] | - | 12,500 | - | - | - | 12,500 |
| Jack James[2] | - | - | - | - | - | - |
| Emma Rasolovoahangy[1] | - | - | - | - | - | - |
| Total | **-** | **132,500** | **-** | **-** | **-** | **132,500** |

[1] Dr Emma Rasolovoahangy resigned 15 October 2014.
[2] Dr Nicholas Lindsay was appointed 30 October 2014 and resigned 31 March 2015 and Jack James were appointed 15 October 2014.

| **2014** | Short Term | | Share Based Payments (Shares & Options) | Post employment | | Total |
|---|---|---|---|---|---|---|
| **Directors** | Base Salary & Fees $ | Consulting Fees $ | $ | Superannuation $ | Termination Payment $ | $ |
| Brian McMaster[1] | - | 60,000 | - | - | - | 60,000 |
| Matthew Wood[1] | - | 60,000 | - | - | - | 60,000 |
| Emma Rasolovoahangy | - | 323,925 | - | - | - | 323,925 |
| Jonathan Hart[2] | - | 36,000 | - | - | - | 36,000 |
| Robert Wrixon[2] | - | - | - | - | - | - |
| Timothy Flavel[2] | - | 5,000 | - | - | - | 5,000 |
| Total | **-** | **484,925** | **-** | **-** | **-** | **484,925** |

[1] Brian McMaster and Matthew Wood both resolved that they would withhold fees until the Group is in a financial position to pay these amounts.
[2] Dr Robert Wrixon, Mr Jonathan Hart and Mr Timothy Flavel resigned 3 September 2013.

There were no other executive officers of the Company during the financial years ended 30 June 2015 and 30 June 2014. There were no remuneration based options issued during the year ended 30 June 2015 and 30 June 2014.

**Executive Directors**
The Executive Directors, Mr. Brian McMaster, Mr Matthew Wood and Dr Emma Rasolovoahangy are paid a consulting fee on a monthly basis. Their services may be terminated by either party at any time.

The aggregate remuneration for non-executive directors has been set at an amount not to exceed $150,000 per annum. This amount may only be increased with the approval of Shareholders at a general meeting.

**Loans to Directors and Executives**
There were no loans to directors and executives during the financial year ending 30 June 2015.

**Share-based Compensation**
*Issue of shares*
There were no share issued to directors and other key management personnel as part of compensation during the year ended 30 June 2015.

*Options*
There were no grants of options over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or that would affect future reporting years. No options vested, lapsed or were exercised during the year.

**Shareholdings of Key Management Personnel**
*Share holdings*
The number of shares in the company held during the financial year held by each director of Antares Mining Limited, including their personally related parties, is set out below. There were no shares granted during the year as compensation.

| **2015** | Balance at the start of the year | Balance at appointment | Granted during the year as compensation | On market purchase | Exercise of options | Other changes during the year | Balance at resignation | Balance at the end of the year |
|---|---|---|---|---|---|---|---|---|
| Mr. B McMaster[1] | 7,511,809 | - | - | - | - | 34,530,475 | - | 42,042,284 |
| Mr. M Wood[1] | 77,972,355 | - | - | - | - | 37,099,880 | - | 115,072,235 |
| Dr. Nicholas Lindsay | - | 454,545 | | | - | - | 454,545 | - |
| Mr Jack James | - | - | - | - | - | - | - | - |
| Dr. E Rasolovoahangy | 50,000,000 | - | - | - | - | - | 50,000,000 | - |

[1] Garrison Capital Pty Ltd, a company of which Mr. Wood and Mr. McMaster are directors, was issued 37,852,759 shares during the year as per the Notice of General Meeting released on 7 November 2014. The table above reflects Mr Wood and Mr McMasters 50% entitlement of shares issued to Garrison Capital Pty Ltd.

The current Directors were not appointed subsequent to year end, and have not been included in the table above.

| **2014** | Balance at the start of the year | Balance at appointment | Granted during the year as compensation | On market purchase | Exercise of options | Other changes during the year | Balance at resignation | Balance at the end of the year |
|---|---|---|---|---|---|---|---|---|
| Mr. B McMaster | 7,511,809 | - | - | - | - | | - | 7,511,809 |
| Dr. E Rasolovoahangy | 50,000,000 | - | - | - | - | | - | 50,000,000 |
| Mr. M Wood | 50,247,846 | - | - | - | - | 27,724,509 | - | 77,972,355 |

All other changes refer to shares issued as debt conversion shares to Key Management Personnel.

All equity transactions with key management personnel other than arising from the exercise of remuneration options have been entered into under terms and conditions no more favourable than those the Group would have adopted if dealing at arm's length.

**Option holdings of Key Management Personnel**

The numbers of options over ordinary shares in the company held during the financial year by each director of Antares Mining Limited and specified executive of the Group, including their personally related parties, are set out below:

| 2015 | Balance at the start of the year | Granted during the year as compensation | Exercised during the year | Other changes during the Year | Balance at the end of the year | Vested options | |
|---|---|---|---|---|---|---|---|
| | | | | | | Exercisable | Non-exercisable |
| Mr. B McMaster | 12,500,000 | - | - | (12,500,000) | - | - | - |
| Mr. M Wood | 2,500,000 | - | - | (2,500,000) | - | - | - |
| Dr. Nicholas Lindsay | - | - | - | - | - | - | - |
| Mr Jack James | - | - | - | - | - | - | - |
| Dr. E Rasolovoahangy | - | - | - | - | - | - | - |

| 2014 | Balance at the start of the year | Granted during the year as compensation | Exercised during the year | Other changes during the Year | Balance at the end of the year | Vested options | |
|---|---|---|---|---|---|---|---|
| | | | | | | Exercisable | Non-exercisable |
| Mr. B McMaster | 12,500,000 | - | - | - | 12,500,000 | 12,500,000 | - |
| Dr. E Rasolovoahangy | - | - | - | - | - | - | - |
| Mr. M Wood | 2,500,000 | - | - | - | 2,500,000 | 2,500,000 | - |

**Other transactions with Key Management Personnel**

Garrison Capital Pty Ltd, a company of which Mr. Wood and Mr. McMaster are directors, provided the Company with a fully serviced office including administration and information technology support totalling $30,000 (2014: $120,000) and reimbursement of payments for financial accounting fees, corporate advisory fees, courier and other minor expenses of $17,443 (2014: $17,656). $6,183 (2014: $288,528) was outstanding at year end.

Vega Funds Pty Ltd, a company of which Mr. McMaster is a Director, charged the Group consulting fees of $45,000 (2014: $60,000) during the year. $Nil (2014: $171,600) was outstanding at year end.

Gemstar Investments Pty Ltd, a company of which Mr. McMaster is a Director, charged the Group consulting fees of $15,000 (2014: $nil) during the year. $15,000 (2014: $nil) was outstanding at year end.

Mineral Quest Pty Ltd, a company of which Mr. Wood is a related party, charged the Group consulting fees of $Nil (2014: $50,000) and reimbursement of payments for secretarial and other expenses, at a cost of $210 (2013: $6,509) during the year. $Nil (2014: $189,035) was outstanding at year end.

Mr. Wood charged the Group reimbursement of payments for administration expenses, at a cost of $5,400 (2014: $5,400) during the year. $21,800 (2014: $nil) was outstanding at year end.

Lindsay Rueda Services Pty Ltd, a company of which Mr. Lindsay is a Director, charged the Group consulting fees of $12,500 (2014: $nil) during the year. $Nil (2014: $nil) was outstanding at year end.

Palisade Business Consulting Pty Ltd, a company of which Mr. James is a related party, provided the Company with a fully serviced office including administration and information technology support totalling $90,000 (2014: $nil) and reimbursement of payments for financial accounting fees, corporate advisory fees, courier and other minor expenses of $22,887 (2014: $nil). $50,000 (2014: $nil) was outstanding at year end.

Avonglade Pty Ltd, a company of which Mr. James is a Director, provided an interim finance facility available to Antares Mining of up to $250,000. Of the $250,000 available, $50,000 was drawn down during the year to pay trade payables that are due and payable. The $50,000 drawn during the year was repaid and closed during the year. The interest charged on the loan for the year was forgiven by Avonglade Pty Ltd.

Prior to his appointment as a Director of the Company, Mr. Lay Ann Ong provided a convertible note whereby Mr. Lay Ann Ong will subscribe for redeemable unlisted convertible notes in the Company with a face value of up to $1.0 million. The funds received from the notes are to be used to review and evaluate a number of potential acquisitions. The right to convert and the issue of shares upon such conversion is subject to shareholder approval for the purposes of the ASX Listing Rules and *Corporations Act 2001 (Cth)*.

These transactions have been entered into under normal commercial terms.

**Voting and comments made at the company's 2014 Annual General Meeting**

Antares Mining Limited received more than 98% of “yes” votes on its remuneration report for the 2014 financial year. The company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

**END OF AUDITED REMUNERATION REPORT**

Signed on behalf of the board in accordance with a resolution of the Directors.

**David Wheeler**
Non-Executive Director
24 September 2015

## Consolidated Statement of Comprehensive Income *for the year ended 30 June 2015*

| | Note | 2015<br>$ | 2014<br>$ |
|---|---|---|---|
| Interest income | 5 | 145 | 1,367 |
| Other income | 5 | 431,395 | - |
| Gain on debt defeasance | 11 | 3,224,444 | - |
| | | | |
| Loss on sale of investment | 9 | (569,510) | - |
| Serviced office and outgoings | | (120,000) | (120,000) |
| Exploration expenditure | | (6,972) | (22,571) |
| Listing and share registry expenses | | (51,767) | (49,233) |
| Professional and consulting fees | | (39,740) | (677,000) |
| Foreign exchange gain/(losses) | | (12) | (1,925) |
| Share of losses of associates accounted for using the equity method | 9 | (83) | (70,245) |
| Accrued interest | | - | (1,584,718) |
| Impairment of available for sale investments | 8 | (174,000) | - |
| Impairment of investment in associate | 9 | - | (4,218,622) |
| Other expenses | | (94,492) | (128,073) |
| **Profit/(loss) before income tax** | | **2,599,408** | **(6,871,020)** |
| | | | |
| Income tax expense | 4 | - | - |
| **Profit/(loss) after income tax** | | **2,599,408** | **(6,871,020)** |
| | | | |
| **Net profit/(loss) for the year** | | **2,599,408** | **(6,871,020)** |
| | | | |
| **Other Comprehensive Income** | | | |
| *Items in other comprehensive income that may be reclassified through profit and loss* | | | |
| Reclassification of foreign currency translation reserve realised on sale of investment | 9 | (635,262) | 140,036 |
| **Other comprehensive (loss)/income for the year, net of tax** | | (635,262) | 140,036 |
| **Total comprehensive income/(loss) for the year** | | **1,964,146** | **(6,730,984)** |
| | | | |
| **Profit/(loss) per share** | | | |
| Basic profit/(loss) per share (cents) | 18 | 0.30 | (0.83) |
| Diluted profit/(loss) per share (cents) | 18 | 0.30 | (0.83) |

The above Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

## Consolidated Statement of Financial Position *as at 30 June 2015*

| | Note | 2015 $ | 2014 $ |
|---|---|---|---|
| **Current Assets** | | | |
| Cash and cash equivalents | 6 | 3,884 | 16,791 |
| Other receivables | 7 | 2,867 | 5,798 |
| Available for sale investments | 8 | 6,000 | - |
| Non Current Asset held for sale | 9 | - | 3,001,541 |
| **Total Current Assets** | | **12,751** | **3,024,130** |
| **Non-Current Assets** | | | |
| Investment in an associate | 9 | 99,917 | - |
| **Total Non-Current Assets** | | **99,917** | **-** |
| **Total Assets** | | **112,668** | **3,024,130** |
| **Current Liabilities** | | | |
| Trade and other payables | 10 | 122,042 | 2,788,645 |
| Borrowings | 11 | - | 1,500,000 |
| **Total Current Liabilities** | | **122,042** | **4,288,645** |
| **Total Liabilities** | | **122,042** | **4,288,645** |
| **Net Liabilities** | | **(9,374)** | **(1,264,515)** |
| **Equity** | | | |
| Issued capital | 12 | 21,905,250 | 20,994,255 |
| Reserves | 13 | 1,760,319 | 2,395,581 |
| Accumulated losses | 14 | (23,674,943) | (24,654,351) |
| **Total Equity** | | **(9,374)** | **(1,264,515)** |

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

## Consolidated Statement of Cash Flows *for the year ended 30 June 2015*

| | Note | 2015 $ | 2014 $ |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Payments to suppliers and employees | | (327,139) | (503,123) |
| Payments for exploration expenditure | | (10,536) | (22,571) |
| Interest received | | 145 | 1,367 |
| Other receipts | | 31,476 | |
| **Net cash used in operating activities** | 6 | **(306,054)** | **(524,327)** |
| **Cash flows from investing activities** | | | |
| Proceeds from sale of subsidiary | | 300,000 | - |
| Payments associated with sale of investment in associate | | (3,230) | (139,116) |
| Cash lost in sale of subsidiary | | (3,623) | - |
| **Net cash provided by (used in) investing activities** | | **293,147** | **(139,116)** |
| **Cash flows from financing activities** | | | |
| Proceeds from borrowings | | 50,000 | - |
| Repayment of borrowings | | (50,000) | - |
| **Net cash provided by financing activities** | | **-** | **-** |
| Net decrease in cash held | | (12,907) | (663,443) |
| Cash and cash equivalents at beginning of the year | | 16,791 | 682,158 |
| Foreign exchange variances on cash | | - | (1,924) |
| **Cash and cash equivalents at end of the financial year** | 6 | **3,884** | **16,791** |

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

## Consolidated Statement of Changes in Equity *for the year ended 30 June 2015*

| | Issued capital $ | Accumulated losses $ | Option reserve $ | Foreign currency translation reserve $ | Share based payment reserve $ | Total $ |
|---|---|---|---|---|---|---|
| **Balance at 1 July 2014** | **20,994,255** | **(24,654,351)** | **1,613,319** | **635,262** | **147,000** | **(1,264,515)** |
| Profit for the year | - | 2,599,408 | - | - | - | 2,599,408 |
| Other comprehensive loss | - | - | - | (635,262) | - | (635,262) |
| **Total comprehensive income for the year** | - | 2,599,408 | - | (635,262) | - | 1,964,146 |
| Conversion of debt to equity | 910,995 | - | - | - | - | 910,995 |
| In-specie distribution | - | (1,620,000) | - | - | - | (1,620,000) |
| **Transactions with owners in their capacity as owners** | 910,995 | (1,620,000) | - | - | - | (709,005) |
| **Balance at 30 June 2015** | **21,905,250** | **(23,674,943)** | **1,613,319** | **-** | **147,000** | **(9,374)** |

| | Issued capital $ | Accumulated losses $ | Option reserve $ | Foreign currency translation reserve $ | Share based payment reserve $ | Total $ |
|---|---|---|---|---|---|---|
| **Balance at 1 July 2013** | **20,994,255** | **(17,783,331)** | **1,613,319** | **495,226** | **147,000** | **5,466,469** |
| Loss for the year | - | (6,871,020) | - | - | - | (6,871,020) |
| Other comprehensive income | - | - | - | 140,036 | - | 140,036 |
| **Total comprehensive loss for the year** | - | (6,871,020) | - | 140,036 | - | (6,730,984) |
| **Transactions with owners in their capacity as owners** | | | | | | |
| **Balance at 30 June 2014** | **20,994,255** | **(24,654,351)** | **1,613,319** | **635,262** | **147,000** | **(1,264,515)** |

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

### 1. Corporate Information

The financial report of Antares Mining Limited ("the Company") and its controlled entities ("the Group" or "Consolidated Entity") for the year ended 30 June 2015 was authorised for issue in accordance with a resolution of the directors on 22 September 2015.

Antares Mining Limited is a for-profit company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange.

The nature of the operations and the principal activities of the Group are described in the Directors' Report.

### 2. Summary of Significant Accounting Policies

### (a) Basis of Preparation

The financial report is a general-purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. The financial report has also been prepared on a historical cost except for available-for-sale investments which are measured at fair value. The presentation currency is Australian dollars.

**Going Concern**

This report has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The Group incurred a profit for the year ended 30 June 2015 of $2,599,408 which includes a gain on debt defeasance of $3,224,444 (note 11) and experienced net cash outflows from operating activities of $306,054 and net cash inflows from investing activities of $293,147. At 30 June 2015, the Group had a net liability position of $9,374.

As announced on 25 August 2015, CPS Capital Group Pty Ltd (CPS Capital) were appointed as Lead Manager, Broker and Corporate Advisor. CPS Capital and its nominee provided Antares Mining a convertible note facility of up to AUD$100,000, repayable on 31 October 2015, to satisfy the Company's working capital requirements. As at the date of this report, the facility had been drawn down in full. As announced on 3 September 2015, $42,880 of the facility had been converted into 107,200,000 shares.

As announced 9 September 2015, Antares Mining entered into a Convertible Note Agreement with Lay Ann Ong or nominees, whereby Lay Ann Ong will subscribe for redeemable unlisted convertible notes (Convertible Notes) in the Company with a face value of up to $1.0 million, and repayable 9 September 2016, to allow the Company to review and evaluate a number of potential acquisitions The right to convert and the issue of shares upon such conversion is subject to shareholder approval for the purposes of the ASX Listing Rules and *Corporations Act 2001 (Cth)*.

In consideration of the above, the directors have reviewed the Group's financial position and are of the opinion that the use of the going concern basis of accounting is appropriate.

However the Group may need to obtain funding from either a capital raising or from some other source to repay the convertible notes which are repayable within a year, as the note holders may not elect to convert their notes into shares. Additionally, shareholder approval will be required to convert the convertible notes into shares.

Accordingly, there is a material uncertainty that may cast significant doubt whether the Group will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The financial report does not contain any adjustments relating to the recoverability and classification of recorded assets or to the amounts or classification of recorded assets or liabilities that might be necessary should the Group not be able to continue as a going concern.

### (b) Compliance Statement

The financial report complies with Australian Accounting Standards as issued by the Australian Accounting Standards Board and International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

### (c) Basis of Consolidation

The consolidated financial statements comprise the financial statements of Antares Mining Limited ('the Company') and its subsidiaries as at 30 June each year ('the Group').

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the profit or loss from the date the Group gains control until the date the Group ceases to control the subsidiary.

In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and losses resulting from intra-company transactions have been eliminated in full.

**(d) Adoption of new and revised standards**

*Standards and Interpretations applicable to 30 June 2015*

In the year ended 30 June 2015, the directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Group and effective for the current annual reporting period.

As a result of this review, the directors have determined that there is no material impact of the new and revised Standards and Interpretations on the Group and, therefore, no material change is necessary to Group accounting policies.

*Standards and Interpretations in issue not yet effective*

The directors have also reviewed all new Standards and Interpretations that have been issued but are not yet effective for the year ended 30 June 2015. As a result of this review the directors have determined that there is no material impact, of the new and revised Standards and Interpretations on the Group and, therefore, no change is necessary to Group accounting policies.

**(e) Foreign Currency Translation**

*(i) Functional and presentation currency*

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The functional and presentation currency of Antares Mining Limited is Australian dollars.

*(ii) Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit of loss.

*(iii) Group entities*

On consolidation, the assets and liabilities of foreign operations are translated into dollars at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

**(f) Plant and Equipment**

Each class of plant and equipment is carried at cost less, where applicable, any accumulated depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance expenditure is charged to the profit of loss during the financial period in which it is incurred.

*Depreciation*

The depreciable amount of all fixed assets is depreciated on a straight line basis over their useful lives to the Company commencing from the time the asset is held ready for use.

The depreciation rates used for each class of depreciable assets are:

| *Class of Fixed Asset* | *Depreciation Rate* |
|---|---|
| Plant and equipment | 15-25 % |

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date.

*Derecognition*

Plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are recognised in the profit of loss.

### (g) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, it makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets of the Group and the asset's value in use cannot be estimated to be close to its fair value.

In such cases the asset is tested for impairment as part of the cash generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.
In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses are recognised in the profit of loss.

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss.

After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

### (h) Exploration expenditure

Exploration and evaluation expenditure is charged to profit or loss as incurred.

Exploration and evaluation expenditure is allocated separately to specific areas of interest. Each area of interest is limited to a size related to a known or probable Mineral Resource capable of supporting a mining operation. Such expenditure comprises net direct costs and an appropriate portion of related overhead expenditure directly related to activities in the area of interest.

Costs related to the acquisition of properties are allocated separately to specific areas of interest. Capitalised amounts for an area of interest may be written down if discounted future cash flows related to the area of interest are projected to be less than its carrying value.

### (i) Other Receivables

Trade receivables, which generally have 30 day terms, are recognised and carried at original invoice amount less an allowance for any uncollectible amounts.

Intercompany loans are impaired based on the ability of the subsidiaries to generate future cash flows to repay the loans.

An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when identified

### (j) Cash and Cash Equivalents

Cash and cash equivalents in the statement of financial position include cash on hand, deposits held at call with banks and other short term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown as current liabilities in the statement of financial position. For the purpose of the cash flow statement, cash and cash equivalents consist of cash and cash equivalents as described above and bank overdrafts.

### (k) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the profit or loss net of any reimbursement.

If the effect of the time value of money 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 where appropriate, the risks specific to the liability.

Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**(l) Trade and other payables**

Liabilities for trade creditors and other amounts are initially measured at fair value of the consideration to be paid in the future for goods and services received that are unpaid, whether or not billed to the Group and subsequently measured at amortised cost using the effective interest rate method.

**(m) Income Tax**

The income tax expense or benefit for the period is the tax payable on the current 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 difference and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance date.

Deferred income tax is provided on all temporary differences at the balance date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences except:

- when the deferred income tax liability arises from the initial recognition of 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 profit nor taxable profit or loss; or
- when the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each balance date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

Antares Mining Limited and its controlled entity Copper Range (SA) Pty Limited have formed an income tax consolidated group under the tax consolidation regime. The group notified the Australian Tax Office that it had formed an income tax Economic Entity to apply from 30 March 2006. Each entity recognises its own current and deferred tax assets/liabilities, except for any deferred tax liabilities resulting from unused tax losses and tax credits, which are immediately assumed by the Antares Mining Limited ("Parent Entity"). The current tax liability of each group entity is then subsequently assumed by the Parent Entity. The tax consolidated group has entered a tax sharing agreement whereby each Company in the group contributes to the income tax payable in proportion to their contribution to the net profit/(loss) before tax of the tax consolidated group.

**(n) 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.

**(o) Revenue**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue is capable of being reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

*Sale of goods*

Revenue is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

*Interest income*

Revenue is recognised as the interest accrues (using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument) to the net carrying amount of the financial asset.

**(p) Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors of Antares Mining Limited.

**(q) Investment in Associates**

Associates are companies in which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. Investments in associates are accounted for in the financial statements by applying the equity method of accounting, whereby the investment is initially recognised at cost and adjusted thereafter for the post-acquisition change in the Group's share of net assets of the associate company. In addition, the Group's share of the profit or loss of the associate company is included in the Group's profit or loss.

The carrying amount of the investment includes goodwill relating to the associate. Any discount on acquisition whereby the Group's share of the net fair value of the associate exceeds the cost of investment is recognised in profit or loss in the period in which the investment is acquired.

Profits and losses resulting from transactions between the Group and the associate are eliminated to the extent of the Group's interest in the associate.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group discontinues recognising its share of further losses unless it has incurred legal or constructive obligations or made payments on behalf of the associate. When the associate subsequently makes profits, the Group will resume recognising its share of those profits once its share of the profits equals the share of the losses not recognised. Details of the Group's investments in associates are provided in note 9.

**(r) Earnings per share**

*Basic earnings per share*

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company, excluding any costs of servicing equity other than dividends, by the weighted average number of ordinary shares, adjusted for any bonus elements.

*Diluted earnings per share*

Diluted earnings per share is calculated as net profit attributable to members of the Company, adjusted for:

- costs of servicing equity (other than dividends);
- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised; and
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares;

divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus elements.

**(s) Goods and services tax**

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

The net amount of GST recoverable from, or payable to, the Australian Tax Office is included as part of receivables or payables in the statement of financial position.

Cash flows are presented in the cash flow statement on a gross basis and the GST component of investing and financing activities, which is receivable from or payable to the ATO, are disclosed as operating cash flows.

**(t) Financial Assets**

Financial assets in the scope of AASB 139 Financial Instruments: Recognition and Measurement are classified as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, or available-for-sale investments, as appropriate. When financial assets are recognised initially, they are measured at fair value plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs. The Group determines the classification of its financial assets after initial recognition and, when allowed and appropriate, re-evaluates this designation at each financial year-end. All regular way purchases and sales of financial assets are recognised on the trade date i.e. the date that the Group commits to purchase the asset. Regular way purchases or sales are purchases or sales of financial assets under contracts that require delivery of the assets within the period established generally by regulation or convention in the marketplace.

*Financial assets at fair value through profit or loss*

Financial assets classified as held for trading are included in the category 'financial assets at fair value through profit or loss'. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on investments held for trading are recognised in profit or loss.

*Held-to-maturity investments*

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity when the Group has the positive intention and ability to hold to maturity. Investments intended to be held for an undefined period are not included in this classification. Investments that are intended to be held-to-maturity, such as bonds, are subsequently measured at amortised cost. This cost is computed as the amount initially recognised minus principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initially recognised amount and the maturity amount. This calculation includes all fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums and discounts. For investments carried at amortised cost, gains and losses are recognised in profit or loss when the investments are derecognised or impaired, as well as through the amortisation process.

If the Group were to sell other than an insignificant amount of held-to-maturity financial assets, the whole category would be tainted and reclassified as available-for-sale.

*Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

*Available-for-sale investments*

Available-for-sale investments are those non-derivative financial assets that are designated as available-for-sale or are not classified as any of the three preceding categories. After initial recognition available-for-sale investments are measured at fair value with gains or losses being recognised as a separate component of equity until the investment is derecognised or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in equity is recognised in profit or loss.

The fair value of investments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business on the balance date. For investments with no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions, reference to the current market value of another instrument that is substantially the same, discounted cash flow analysis and option pricing models.

**(u) Impairment of financial assets**

The Group assesses at each balance date whether a financial asset or Group of financial assets is impaired.

*Financial assets carried at amortised cost*

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced either directly or through use of an allowance account. The amount of the loss is recognised in profit or loss.

The Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a Group of financial assets with similar credit risk characteristics and that Group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. Any subsequent reversal of an impairment loss is recognised in profit or loss, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

*Financial assets carried at cost*

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value (because its fair value cannot be reliably measured), or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the current market rate of return for a similar financial asset. Such impairment loss shall not be reversed in subsequent periods.

*Available-for-sale investments*

If there is objective evidence that an available-for-sale investment is impaired, an amount comprising the difference between its cost (net of any principal repayment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is transferred from equity to the statement of comprehensive income. Reversals of impairment losses for equity instruments classified as available-for-sale are not recognised in profit. Reversals of impairment losses for debt instruments are reversed through profit or loss if the increase in an instrument's fair value can be objectively related to an event occurring after the impairment loss was recognised in profit or loss.

**(v) Financial liabilities**

Non-derivative financial liabilities are initially measured at fair value net of directly attributable transaction costs and subsequently measured at amortised cost using the effective interest rate method.

**(w) Share based payment transactions**

The Group provides benefits to individuals acting as, and providing services similar to employees (including Directors) of the Group in the form of share based payment transactions, whereby individuals render services in exchange for shares or rights over shares ('equity settled transactions').

The cost of these equity settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by using the Black Scholes formula taking into account the terms and conditions upon which the instruments were granted.

In valuing equity settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Antares Mining Limited ('market conditions'). The cost of the equity settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ('vesting date').

The cumulative expense recognised for equity settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the number of awards that, in the opinion of the Directors of the Group, will ultimately vest. This opinion is formed based on the best available information at balance date. No adjustment is made for the likelihood of the market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The charge or credit for a period represents the movement in cumulative expense recognised at the beginning and end of the period.
No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition.

Where the terms of an equity settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in the value of the transaction as a result of the modification, as measured at the date of the modification.

Where an equity settled award is cancelled, it is treated as if it had vested on the date of the cancellation, and any expense not yet recognised for the award is recognised immediately. However if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The cost of equity-settled transactions with non-employees is measured by reference to the fair value of goods and services received unless this cannot be measured reliably, in which case the cost is measured by reference to the fair value of the equity instruments granted. The dilutive effect, if any, of outstanding options is reflected in the computation of loss per share.

**(x) Critical accounting estimates and judgements**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

*Share based payment transactions*

The Group measures the cost of equity settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using the Black Scholes formula taking into account the terms and conditions upon which the instruments were granted.

*Investment in associate*

The Group assesses the investment in associate at each reporting period to determine whether any indication of impairment exists. Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is considered to be the higher of the fair value less costs to sell and value in use. The assessments require the use of estimates and assumptions such as long-term oil prices (considering current and historical prices, price trends and related factors), discount rates, operating costs, future capital requirements, decommissioning costs, exploration potential, reserves. These estimates and assumptions are subject to risk and uncertainty. Therefore, there is a possibility that changes in circumstances will impact these projections, which may impact the recoverable amount of the investment in associate.

**(y) Non-current assets (or disposal Groups) held for sale**

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal Group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales for such asset (or disposal Groups) and the sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a complete sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary, after the sale.

When the Group is committed to a sale plan involving disposal of an investment, or a portion of an investment, in an associate or joint venture, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met, and the Group discontinues the use of the equity method in relation to the portion that is classified as held for sale. Any retained portion of an investment in an associate or joint venture that has not been classified as held for sale continues to be accounted for using the equity method. The Group discontinues the use of the equity method at the time of disposal when the disposal results in the Group losing significant influence over the associate or joint venture.

After the disposal takes place, the Group accounts for any retained interest in the associate or joint venture in accordance with AASB 139 unless the retained interest continues to be an associate or a joint venture, in which case the Group uses the equity method.

Non-current assets (and disposal Groups) are classified as held for sale and measured at the lower of their carrying amount and fair value less costs to sell.

**(z) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

The fair value of the liability portion of a convertible note is determined using a market interest rate for an equivalent non-convertible note. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or maturity of the note. The remainder of the proceeds is allocated to the conversion option. This is recognised and included in shareholders' equity, net of income tax effects.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

**(aa) Parent entity financial information**

The financial information for the parent entity, Antares Mining Limited, disclosed in Note 21 has been prepared on the same basis as the consolidated financial statements, except as set out below.

*Investments in subsidiaries, associates and joint venture entities*

Investments in subsidiaries, associates and joint venture entities are accounted for at cost in the parent entity's financial statements. Dividends received from associates are recognised in the parent entity's profit or loss, rather than being deducted from the carrying amount of these investments.

*Share-based payments*

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution to that subsidiary undertaking. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity.

## 3. Segment Information

For management purposes, the Group is organised into one main operating segment, which involves mining exploration for phosphate, iron ore and copper. All of the Group's activities are interrelated, and discrete financial information is reported to the Board (Chief Operating Decision Makers) as a single segment. Accordingly, all significant operating decisions are based upon analysis of the Group as one segment. The financial results from this segment are equivalent to the financial statements of the Group as a whole. Total revenue earned by the Group and its non-current assets reside in Australia.

## 4. Income Tax

| | 2015 $ | 2014 $ |
|---|---|---|
| **(a) Income tax expense** | | |
| Major component of tax expense for the year: | | |
| Current tax | - | - |
| Deferred tax | - | - |
| | **-** | **-** |

**(b) Numerical reconciliation between aggregate tax expense recognised in the statement of comprehensive income and tax expense calculated per the statutory income tax rate.**

A reconciliation between tax expense and the product of accounting loss before income tax multiplied by the Company's applicable tax rate is as follows:

| | 2015 $ | 2014 $ |
|---|---|---|
| Profit from continuing operations before income tax expense | 2,599,408 | (6,871,020) |
| Tax at the group rate of 30% (2014: 30%) | 779,822 | (2,061,306) |
| Tax effect of gain of debt defeasance | (967,333) | - |
| Tax effect of impairment of associate | - | 1,265,586 |
| Tax effect of impairment of available for sale investments | 52,200 | - |
| Tax effect of loss on sale of investment | 170,853 | 21,074 |
| Prior year adjustments | 25 | 180,267 |
| Income tax benefit not brought to account | - | 594,379 |
| Income tax benefit brought to account | (35,567) | - |
| Income tax expense | **-** | **-** |

**(c) Deferred tax**

The following deferred tax balances have not been bought to account:

| | 2015 $ | 2014 $ |
|---|---|---|
| *Liabilities* | | |
| Deferred tax liability recognised | - | - |
| *Assets* | | |
| Losses available to offset against future taxable income | 6,344,607 | 4,951,167 |
| Share issue costs deductible over five years | 41,736 | 217,056 |
| Accrued expenses | 19,500 | 27,000 |
| Deferred tax asset not recognised | **6,405,843** | **5,195,223** |

The benefit for tax losses will only be obtained if:

(i) the Group derives future assessable income in Australia of a nature and of an amount sufficient to enable the benefit from the deductions for the losses to be realised,

(ii) the Group continues to comply with the conditions for deductibility imposed by tax legislation in Australia, and

(iii) no changes in tax legislation in Australia, adversely affect the Group in realising the benefit from the deductions for the losses.

**4. Income Tax (continued)**

**(d) Tax consolidation**

Antares Mining Limited and its 100% owned Australian resident subsidiary formed a tax consolidated group with effect from 30 March 2006. Antares Mining is the head entity of the tax consolidated group. Members of the group have entered into a Separate Taxpayer within a Group approach, based on a full tax funding arrangement. No amounts have been recognised in the financial statements in respect of this agreement because the possibility of default is remote.

| | 2015 $ | 2014 $ |
|---|---|---|
| **5. Revenue** | | |
| Interest revenue | 145 | 1,367 |
| | | |
| Other income | | |
| Profit on disposal of subsidiary[1] | 399,183 | - |
| Reimbursement of expenses | 32,212 | - |
| | **431,395** | **-** |

Note 1: Disposal of a subsidiary

On 26 March 2015, Antares Mining Limited announced that it has executed a Share Sale Agreement with Forte Energy NL (Forte Energy: ASX:FTE and AIM:FTE) for the sale of 75% of the issued capital of the previously wholly owned subsidiary, Copper Range (SA) Pty Ltd (Copper Range).

Copper Range was the holder of a total of 9 tenements covering ~2,365km$^2$ in the prospective Olympic Domain district of South Australia.

Under the terms of the Agreement, Forte Energy purchased 75% of the shares in Copper Range for a cash consideration of $300,000. Following this, Forte Energy will provide 100% of funding for the project until such time as a decision to mine is made.

The major classes of assets and liabilities of Copper Range (SA) Pty Ltd derecognised at the date of the sale were as follows:

| | Carrying value at date of sale |
|---|---|
| Cash | 3,623 |
| **Total Current Assets** | **3,623** |
| Exploration Expenditure | - |
| **Total Non-Current Assets** | **-** |
| **Total Assets** | **3,623** |
| | |
| Payables | 2,806 |
| **Total Current Liabilities** | **2,806** |
| **Total Liabilities** | **2,806** |
| **Net Assets disposed of** | **817** |

The Profit on Disposal of Copper Range (SA) Pty Ltd is calculated as follows:

| | $ |
|---|---|
| Cash consideration | 300,000 |
| | |
| Investment accounted for using the equity method(i) | 100,000 |
| Net assets disposed of | (817) |
| Profit on disposal of subsidiary | **399,183** |
| | |
| Total consideration received as cash and cash equivalents | **300,000** |
| Cash and cash equivalents disposed of | **(3,623)** |
| Net cash received | **296,377** |

i. Fair value for 100% interest in Copper Range (SA) Pty Ltd has been calculated with reference to consideration received of $300,000 for the sale of a 75% interest in Copper Range (SA) Pty Ltd.

The remaining 25% interest in Copper Range (SA) Pty Ltd becomes an associate as the Group is considered to have significant influence. The initial investment is valued at $100,000 being the fair value of the 25% interest in Copper Range (SA) Pty Ltd.

| | 2015 $ | 2014 $ |
|---|---|---|
| **6. Cash and Cash Equivalents** | | |
| Cash comprises of: | | |
| Cash at bank | 3,884 | 16,791 |
| | **3,884** | **16,791** |

| | 2015 $ | 2014 $ |
|---|---|---|
| **6. Cash and Cash Equivalents (continued)** | | |
| **Reconciliation of operating profit after tax to net the cash flows from operations** | | |
| Profit/(Loss) from ordinary activities after tax | 2,599,408 | (6,871,020) |
| ***Non-cash items*** | | |
| Accrued interest | - | 1,584,718 |
| Profit on disposal of subsidiary | (399,183) | - |
| Share of associates' net losses | 83 | 70,245 |
| Impairment of investment in associate | - | 4,218,622 |
| Impairment of available-for-sale investments | 174,000 | - |
| Debt to equity conversion | 910,995 | - |
| Gain on debt defeasance | (3,224,444) | - |
| Loss on sale of investment | 569,510 | - |
| Foreign exchange losses | 12 | 1,925 |
| ***Change in assets and liabilities*** | | |
| Trade and other receivables | 2,931 | 8,302 |
| Trade and other payables | (939,366) | 462,881 |
| **Net cash outflow from operating activities** | **(306,054)** | **(524,327)** |

**7. Other Receivables**

| | 2015 $ | 2014 $ |
|---|---|---|
| GST receivable | 2,867 | 5,798 |
| | **2,867** | **5,798** |

Other debtors and goods and services tax are non-interest bearing and generally receivable on 30 day terms. They are neither past due nor impaired. The amount is fully collectible. Due to the short term nature of these receivables, their carrying value is assumed to approximate their fair value.

**8. Available-for-sale investments**

| | 2015 $ | 2014 $ |
|---|---|---|
| Opening balance | - | - |
| Listed shares acquired at fair value (note 9) | 180,000 | - |
| Impairment[1] | (174,000) | - |
| Closing balance at fair value | **6,000** | **-** |

Note 1: The Group received 6 million Crestal Petroleum Limited formally Tellus Resources Limited (CRX), shares at $0.03 per share ($180,000), immediately following the in-specie distribution of the 54 million Crestal shares to shareholders on 30 October 2014. The shares last traded at $0.001 per share ($6,000).

**9. Investment in an associate/Non Current Asset held for sale**

| | 2015 $ | 2014 $ |
|---|---|---|
| Investment in associate: | | |
| Investment in Copper Range Pty Ltd[1] | 99,917 | |
| | **99,917** | **-** |

Note 1: The Group holds a 25% interest in Copper Range (SA) Pty Ltd. Copper Range was the holder of a total of 9 tenements covering ~2,365km$^2$ in the prospective Olympic Domain district of South Australia. Set out below is the summarised financial information for the Group's investment in Copper Range (SA) Pty Ltd.

| | 2015 $ | 2014 $ |
|---|---|---|
| Financial position | | |
| Current assets | 2,985 | - |
| Non-current assets | 399,183 | - |
| Total assets | 402,168 | - |
| Current liabilities | 2,502 | - |
| Total liabilities | 2,502 | - |
| Net Assets | **399,666** | **-** |
| Financial performance | | |
| Revenue | - | - |
| Loss for the year | (334) | (70,245) |
| Total comprehensive loss | **(334)** | **(70,245)** |

### 9. Investment in an associate/Non Current Asset held for sale (continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in association recognised in the Group financial statements.

| | 2015 $ | 2014 $ |
|---|---|---|
| Net assets of the associate | 399,666 | - |
| Carrying value of the Group's interest in associate | **99,917** | **-** |
| | | |
| Total comprehensive loss of the associate | (334) | (280,980) |
| Group's share of the total comprehensive loss of associate | **(83)** | **(70,245)** |
| | | |
| Investment in associate movement reconciliation | | |
| Opening balance | - | 7,011,246 |
| Investment in associate acquired (refer note 5) | 100,000 | 139,126 |
| Impairment of investment in associate | - | (4,218,622) |
| Group's share of total comprehensive loss of associate | (83) | (70,245) |
| Share of foreign currency translation reserve of associate | - | 140,036 |
| Transfer to Non current asset held for sale | - | (3,001,541) |
| Closing balance | **99,917** | **-** |
| | | |
| Non Current Asset held for sale Investment in Petromad (Mauritius) Limited | - | 3,001,541 |
| | **-** | **3,001,541** |

The Group held a 25% interest in Petromad (Mauritius) Limited (Petromad) which was the licence holder of Concession Block 3114 located in the Morondava Oil Basin in Southern Madagascar. The carrying amount of the investment was accounted for using the equity method.

On 11 June 2014, the Company announced that it had sold its 25% interest (ability to earn up to 80%) in PetroMad Mauritius Limited (being the company which owns a 100% interest in the Bezaha Oil Project concession located in Southern Madagascar). The purchaser of the asset was ASX listed company Crestal Petroleum Limited formally Tellus Resources Limited (CRX). The consideration for the sale was the issue of 85 million CRX shares (of which shares were issued directly to the Company's lenders in satistaction of all amounts owed to them including accrued interest (note 11).

On 8 October 2014, the Company announced the satisfaction of all conditions precedent regarding the sale of its 25% interest in PetroMad Mauritius Limited ("PetroMad").

Crestal Petroleum Limited ("Crestal") issued 79 million Crestal shares (of which 54 million were issued to Antares Mining and the other 25 million to the lenders). A further 6 million Crestal shares were issued to Antares Mining immediately following the in-specie distribution of the 54 million Crestal shares, valued at $1,620,000, to shareholders on 30 October 2014.

| **Reconcilation of Non-Current Asset Held for Sale** | | |
|---|---|---|
| Balance at the beginning of year | 3,001,541 | - |
| Transferred from investment in associate | - | 3,001,541 |
| Cost of investment in associate | 3,231 | - |
| Foreign currency translation reserve realised (note 13) | (635,262) | - |
| Value of Tellus Shares received | (1,800,000) | - |
| Loss on sale of investment | (569,510) | - |
| Carrying amount of investment in associate | **-** | 3,001,541 |

### 10. Trade and Other Payables

| **Current** | | |
|---|---|---|
| Trade payables | 57,042 | 974,201 |
| Accruals | 65,000 | 90,000 |
| Interest payable – Note 11(i) | - | 1,724,444 |
| | **122,042** | **2,788,645** |

### 11. Borrowings – Current

| | | |
|---|---|---|
| Loans payable (i) | - | 1,500,000 |
| | **-** | **1,500,000** |

(i) Gain on debt defeasance

| Liabilities at 30 June 2014: | |
|---|---|
| Loans payable (above) | 1,500,000 |
| Interest payable (Note 10) | 1,724,444 |
| | **3,224,444** |

These liabilities were settled by TLU issuing shares directly to the lenders in full satisfaction of the liabilities. As a result, Antares Mining's liability was extinguished and a resulting gain on debt defeasance has been recognised (note 9).

**11. Borrowings – Current (continued)**

(ii) On the 16 July 2014 the Group secured an interim finance facility from Avonglade Enterprises Pty Ltd ('Avonglade') to make a secured loan available to Antares Mining of up to $250,000. The Avonglade loan has a flat rate of interest of 10% and is secured over all of Antares' present and after acquired assets and undertakings. The loan is repayable by 31 October 2015.

Of the $250,000 available, $50,000 was drawn down during the year to pay trade payables that are due and payable. The $50,000 drawn during the year was repaid during the year. The interest charged on the loan for the year was forgiven by Avonglade and the facility is no longer available.

| | 2015<br>$ | 2014<br>$ |
|---|---|---|
| **12. Issued Capital** | | |
| **(a) Issued and paid up capital** | | |
| Ordinary shares fully paid | **21,905,250** | **20,994,255** |

**(b) Movements in shares on issue**

| | 2015<br>Number of shares | 2015<br>$ | 2014<br>Number of shares | 2014<br>$ |
|---|---|---|---|---|
| Opening balance | 825,839,108 | 20,994,255 | 825,839,108 | 20,994,255 |
| Conversion of debt to equity | 91,099,530 | 910,995 | - | - |
| Costs of issue | - | - | - | - |
| Closing balance | **916,938,638** | **21,905,250** | **825,839,108** | **20,994,255** |

**(c) Ordinary shares**

The Company does not have authorised capital nor par value in respect of its issued capital. Ordinary shares have the right to receive dividends as declared and, in the event of a winding up of the Company, to participate in the proceeds from sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Ordinary shares entitle their holder to one vote, either in person or proxy, at a meeting of the Company.

**(d) Capital risk management**

The Group's capital comprises share capital, reserves less accumulated losses amounting to a net liability position of $9,374 at 30 June 2015 (2014: net liability of $1,264,515). The Group manages its capital to ensure its ability to continue as a going concern and to optimise returns to its shareholders. The Group was ungeared at year end and not subject to any externally imposed capital requirements. Refer to note 19 for further information on the Group's financial risk management policies.

**(e) Share options**

As at the date of this report, there were no unissued ordinary shares under options.

No option holder has any right under the options to participate in any other share issue of the company or any other entity.

20,000,000 unlisted options exercisable at $0.035 expired on 30 June 2015.

| | | |
|---|---|---|
| **13. Reserves** | | |
| Option reserve | 1,613,319 | 1,613,319 |
| Share based payments reserve | 147,000 | 147,000 |
| Foreign currency translation reserve | - | 635,262 |
| | **1,760,319** | **2,395,581** |

**Movements in Reserves**

| | | |
|---|---|---|
| *Option reserve* | | |
| Opening balance | 1,613,319 | 1,613,319 |
| Option funds received, options not yet allotted | - | - |
| Closing balance | **1,613,319** | **1,613,319** |

The option reserve is used to record the value of share based payments provided to suppliers and to record the premium paid on the issue of listed options.

| | | |
|---|---|---|
| *Share based payment reserve* | | |
| Opening balance | 147,000 | 147,000 |
| Share based payments | - | - |
| Closing balance | **147,000** | **147,000** |

The share based payment reserve is used to record the value of share based payments provided to directors and employees, including Key Management Personnel.

## 13. Reserves (continued)

| | 2015 $ | 2014 $ |
|---|---|---|
| *Foreign currency translation reserve* | | |
| Opening balance | 635,262 | 495,226 |
| Reclassification of foreign currency translation reserve realised on sale of investment (note 9) | (635,262) | 140,036 |
| Closing balance | **-** | **635,262** |

The Foreign Exchange differences arising on translation of the foreign controlled entities are taken to the foreign currency translation reserve, as described in note 2(e). The reserve is recycled in profit and loss when the net investment is disposed of.

## 14. Accumulated losses

| | 2015 | 2014 |
|---|---|---|
| Opening balance | (24,654,351) | (17,783,331) |
| Profit / (loss) for the year | 2,599,408 | (6,871,020) |
| In-specie distribution (note 24) | (1,620,000) | - |
| Closing balance | **(23,674,943)** | **(24,654,351)** |

## 15. Expenditure Commitments

At 30 June 2015 the Group has commitments of $270,000 (2014: $120,000) relating to corporate advisory and serviced office commitments. Commitments contracted for at balance date but not recognised as liabilities are as follows:

| | 2015 | 2014 |
|---|---|---|
| Within one year | 120,000 | 120,000 |
| After one year but not longer than 5 years | 150,000 | - |
| | **270,000** | **120,000** |

## 16. Auditors Remuneration

The auditor of Antares Mining Limited is HLB Mann Judd

| | 2015 | 2014 |
|---|---|---|
| Amounts received or due and receivable by HLB Mann Judd for: | | |
| - an audit or review of the financial report of the entity and any other entity in the Consolidated group | **23,000** | **-** |
| Amounts received or due and receivable by former Ernst & Young (Australia) for: | | |
| - an audit or review of the financial report of the entity and any other entity in the Consolidated group | **-** | **29,000** |

## 17. Related Party Disclosures

Details of the nature and amount of each element of the emolument of each Director and Executive of the Group for the financial year are as follows:

| | 2015 | 2014 |
|---|---|---|
| Short term employee benefits | 132,500 | 484,925 |
| Share based payments | - | - |
| Total remuneration | **132,500** | **484,925** |

For Director related party transactions please refer to the Audited Remuneration Report. During the year, the total aggregate related party transactions for consulting services, services office costs and reimbursements as provided by key management personnel and their related parties was $159,589 (2014: $295,165). The outstanding balance relating to the above transactions at balance date was $92,983 (2014: $765,763).

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2 (c). Details of subsidiary companies are as follows:

| Name of Entity | Country of Incorporation | Equity Holding 2015 | Equity Holding 2014 |
|---|---|---|---|
| Copper Range (SA) Pty Ltd | Australia | 25% | 100% |
| Icon Gold Pty Limited | Australia | 100% | 100% |

There were no other related party transactions during the year.

## 18. Profit / (loss) per Share

| | 2015 | 2014 |
|---|---|---|
| Profit / (loss) used in calculating basic and dilutive EPS | 2,599,408 | (6,871,020) |
| | **Number of Shares** | |
| Weighted average number of ordinary shares used in calculating basic loss per share: | 876,072,822 | 825,839,108 |
| **Effect of dilution:** | | |
| Share options | | - |
| Adjusted weighted average number of ordinary shares used in calculating diluted loss per share: | 876,072,822 | 825,839,108 |

**18. Profit / (loss) per Share (continued)**

There is no impact from nil options outstanding at 30 June 2015 (2014: 30,000,000 options) on the earnings per share calculation because they are anti-dilutive. These options could potentially dilute basic EPS in the future.

**19. Financial Risk Management**

Exposure to interest rate, liquidity and credit risk arises in the normal course of the Group's business. The Group does not hold or issue derivative financial instruments.

The Group uses different methods as discussed below to manage risks that arise from these financial instruments. The objective is to support the delivery of the financial targets while protecting future financial security.

**(a) Liquidity Risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities.

The Group manages liquidity risk by maintaining sufficient cash facilities to meet the operating requirements of the business and investing excess funds in highly liquid short term investments. The responsibility for liquidity risk management rests with the Board of Directors.

Alternatives for sourcing future capital needs include the issue of equity instruments. These alternatives are evaluated to determine the optimal mix of capital resources for our capital needs. We expect that, absent a material adverse change in a combination of our sources of liquidity, present levels of liquidity along with future capital raising will be adequate to meet our expected capital needs.

*Maturity analysis for financial liabilities*

Financial liabilities of the Group comprise trade and other payables and short term borrowings. As at 30 June 2015 and 30 June 2014, all financial liabilities are contractually matured within 60 days.

**(b) Interest Rate Risk**

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair value of financial instruments. There is no material interest rate risk.

**(c) Credit Risk Exposures**

Credit risk represents the risk that the counterparty to the financial instrument will fail to discharge an obligation and cause the Group to incur a financial loss. The Group's maximum credit exposure is the carrying amounts of cash and cash equivalents and other receivables on the statement of financial position. The Group holds financial instruments with credit worthy third parties.

At 30 June 2015, the Group held cash at bank. These were held with a financial institution with a rating from Standard & Poors of AA or above (long term). The Group has no past due or impaired debtors as at 30 June 2015. The significant concentration of credit risk is in relation to cash and cash equivalents.

**20. Share Based Payment Plan**

**(a) Recognised share based payment transactions**

Share based payment transactions recognised in the equity during the year were as follows:

| | **2015** | **2014** |
|---|---|---|
| *Operating expenses* | **$** | **$** |
| Share based payments to consultants | - | - |
| Share based payments to settle liabilities | 910,995 | |

**(b) Share-based payment to consultants**

There were no options granted to consultants during the year ended 30 June 2015 and 30 June 2014.

**(c) Share-based payment to settle liabilities:**

The Group issued 91,099,530 shares at a share price of $0.010 to settle liabilities. The deemed share price of $0.010 was used as the Group was suspended from the ASX at the time of settlement.

## 21. Parent Entity Information

The following detailed information related to the parent entity, Antares Mining Limited, at 30 June 2015. The information presented here has been prepared using consistent accounting policies as presented in note 2.

| | 2015<br>$ | 2014<br>$ |
|---|---|---|
| Current assets | 12,751 | 21,713 |
| Total assets | 112,667 | 3,023,254 |
| Current liabilities | (122,041) | (4,287,769) |
| Total liabilities | (122,041) | (4,287,769) |
| Net (Liabilities) | **(9,374)** | **(1,264,515)** |
| | | |
| Issued capital | 21,905,250 | 20,994,255 |
| Reserves | 1,760,319 | 1,760,319 |
| Accumulated losses | (23,674,943) | (24,019,089) |
| | **(9,374)** | **(1,264,515)** |
| | | |
| Profit / (loss) of the parent entity | 2,585,411 | (6,235,758) |
| Total comprehensive income / (loss) of the parent entity | **2,585,411** | **(6,235,758)** |

The Parent entered into a service agreement with Palisade Business Consulting Pty Ltd for certain corporate advisory services and office space for a term of three years in October 2014. The Company is required to give three months written notice to terminate the agreement. Refer to note 15 for further details.

## 22. Events Subsequent to Balance Date

As announced on 12 August 2015, Mr David Wheeler and Mr Giuseppe (Joe) Graziano were appointed as Non-Executive Directors of the Company following the resignation of Mr Brian McMaster and Mr Matt Wood from the position of Executive Chairman and Executive Director, respectively.

As announced on 25 August 2015, CPS Capital Group Pty Ltd (CPS Capital) were appointed as Lead Manager, Broker and Corporate Advisor. CPS Capital and its nominee provided Antares Minings a facility under a convertible note of up to AUD$100,000 to satisfy the Company's working capital requirements.

The salient terms of the convertible note are:

- Amount borrowed: up to AUD $100,000;
- Fees: Nil;
- Conversion price: $0.0004
- Repayment date: 31 October 2015; and
- Interest: a flat cash rate of 10%.

As at the date of this report, the facility had been drawn down in full. As announced on 3 September 2015, $42,880 of the facility had been converted into 107,200,000 shares.

As announced 9 September 2015, Antares Mining entered into a Convertible Note Agreement with Ong Lay Ann or nominees, whereby Ong Lay Ann will subscribe for redeemable unlisted convertible notes (Convertible Notes) in the Company with a face value of up to $1.0 million to allow the Company to review and evaluate a number of potential acquisitions

The salient terms of the convertible note are:

- Amount borrowed: up to AUD $1,000,000;
- Fees: Nil;
- Conversion price: $0.0008
- Repayment date: 9 September 2016; and
- Interest: a flat cash rate of 8%.

The right to convert and the issue of shares upon such conversion is subject to shareholder approval for the purposes of the ASX Listing Rules and *Corporations Act 2001 (Cth)*.

As announced on 10 September 2015, Mr Francesco (Frank) Licciardello and Mr Lay Ann Ong were appointed as Non-Executive Directors of the Company and Mr Peter Torre was appointed as Company Secretary of the Company with following the resignations of Mr Giuseppe (Joe) Graziano and Mr Jack James from their position of Non-Executive Director and Non-Executive Director and Company Secretary.

There are no other significant events subsequent to reporting date.

## 23. Contingent Liabilities

There are no known contingent liabilities.

## 24. In-specie Distribution

As part of the sale agreement with Crestal, Antares Mining made an in-specie distribution of 54 million Crestal shares, valued at $1,620,000 to shareholders on 30 October 2014.

## 25. Fair Value Measurement

At 30 June 2015, the carrying value of all financial assets and liabilities is considered to approximate fair value. The non current asset held for sale (refer to note 9) is classified as a Level 2 financial asset with significant observable inputs, being the share price. The available for sale investments are classified as a Level 1 financial asset with significant observable inputs, being the share price.

## Director's Declaration

In accordance with a resolution of the Directors of Antares Mining Limited, I state that:

1. In the opinion of the directors:

   a) the financial statements and notes of Antares Mining Limited for the year ended 30 June 2015 are in accordance with the Corporations Act 2001, including:

      i. giving a true and fair view of the financial position of the Group as at 30 June 2015 and of its performance for the year ended on that date; and

      ii. Complying with Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001.

   b) the financial statements and notes also comply with International Financial Reporting Standards as disclosed in note 2(b).

2. Subject to the achievement of matters set out in note 2(a) of the financial report there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

3. This declaration has been made after receiving the declarations required to be made by the Director's in accordance with sections of 295A of the Corporations Act 2001 for the financial year ended 30 June 2015.

On behalf of the Board

**David Wheeler**
Non-Executive Director
24 September 2015

HLB Mann Judd

Accountants | Business and Financial Advisers

**AUDITOR'S INDEPENDENCE DECLARATION**

As lead auditor for the audit of the consolidated financial report of Antares Mining Limited for the year ended 30 June 2015, I declare that to the best of my knowledge and belief, there have been no contraventions of:

a) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

b) any applicable code of professional conduct in relation to the audit.

**Perth, Western Australia**
**24 September 2015**

**D I Buckley**
**Partner**

**HLB Mann Judd (WA Partnership) ABN 22 193 232 714**
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**Liability limited by a scheme approved under Professional Standards Legislation**

**HLB Mann Judd**

Accountants | Business and Financial Advisers

## INDEPENDENT AUDITOR'S REPORT

To the members of Antares Mining Limited

### Report on the Financial Report

We have audited the accompanying financial report of Antares Mining Limited ("the company"), which comprises the consolidated statement of financial position as at 30 June 2015, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration for the Group. The Group comprises the company and the entities it controlled at the year's end or from time to time during the financial year.

***Directors' responsibility for the financial report***

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error.

In Note 2(b), the directors also state, in accordance with Accounting Standard AASB 101: *Presentation of Financial Statements*, that the financial report complies with International Financial Reporting Standards.

***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. Those 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 Group'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 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.

Our audit did not involve an analysis of the prudence of business decisions made by directors or management.

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*.

**HLB Mann Judd (WA Partnership) ABN 22 193 232 714**
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HLB Mann Judd

Accountants | Business and Financial Advisers

***Basis for Qualified Auditor's opinion– Comparative information***

The financial report for the year ended 30 June 2014 was audited by a predecessor auditor. The predecessor auditor included a qualification in the audit report for the year ended 30 June 2014 that they were unable to determine the period the impairment of the Investment in Petromad (Mauritius) Limited arose and therefore whether the impairment expense recognised in the consolidated statement of comprehensive income for the year ended 30 June 2014 was materially correct. Our audit report for the year ended 30 June 2015 is also modified because of the possible effect of this matter on the comparative figures in the consolidated statement of comprehensive income.

***Qualified Auditor's opinion***

Expect for the possible effects of the matter described in the Basis for Qualified Auditor's opinion paragraph above, in our opinion:

(a) the financial report of Antares Mining Limited is in accordance with the *Corporations Act 2001*, including:

  (i) giving a true and fair view of the Group's financial position as at 30 June 2015 and of its performance for the year ended on that date; and

  (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and

(b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 2(b).

***Emphasis of Matter***

Without modifying our opinion, we draw attention to Note 2(a) which indicates that the Group may be required to obtain funding from either a capital raising or from some other source in order to continue as a going concern. This indicates the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore, whether it will be able to realise its assets and discharge its liabilities in the normal course of business.

**Report on the Remuneration Report**

We have audited the remuneration report included in the directors' report for the year ended 30 June 2015. 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 responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

***Auditor's opinion***

In our opinion the remuneration report of Antares Mining Limited for the year ended 30 June 2015 complies with section 300A of the *Corporations Act 2001*.

HLB Mann Judd

**HLB Mann Judd**
**Chartered Accountants**

**D I Buckley**
**Partner**

**Perth, Western Australia**
**24 September 2015**

This statement has been approved by the Board. It is current as at 22 September 2015

**Antares Mining approach to Corporate Governance**

This Statement addresses how Antares Mining implements the ASX Corporate Governance Council's, 'Corporate Governance Principles and Recommendations – 3rd Edition (referred to as either ASX Principles or Recommendations).

**Principle 1: Lay solid foundations for management and oversight**

***Recommendation 1.1*** *– A listed entity should disclose:*

*a) the respective roles and responsibilities of its board and management;*
*b) those matters expressly reserved to the board and those delegated to management.*

<u>Role of the Antares Mining Board ('the Board")</u>
The Board is responsible for the governance of Antares Mining. The role of the Board is to provide overall strategic guidance and effective oversight of management. The Board derives its authority to act from Antares Mining Constitution.

The Board's responsibilities are set out in a formal Charter which the Board reviews every two years. The Charter was most recently reviewed in July 2015.

The major powers the Board has reserved to itself are:

- Appointment of the Chief Executive Officer and other senior executives and the determination of their terms and conditions including remuneration and termination;
- Driving the strategic direction of the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance;
- Reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- Approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures;
- Approving and monitoring the budget and the adequacy and integrity of financial and other reporting;
- Approving the annual, half yearly and quarterly accounts;
- Approving significant changes to the organisational structure;
- Approving the issue of any shares, options, equity instruments or other securities in the Company (subject to compliance with ASX Listing Rules);
- Ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making;
- Recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them (in accordance with the ASX Listing Rules); and
- Meeting with the external auditor, at their request, without management being present.

***Recommendation 1.2*** *– A listed entity should disclose:*

*a) undertake appropriate checks before appointing a person or putting forward to security holders a candidate for election, as a director;*
*b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.*

The Group does not have a Nomination Committee. The role of the Nomination Committee has been assumed by the full Board operating under the Nomination Committee Charter adopted by the Board.

When considering the appointment of a new Director, the Board may engage the services of an executive recruitment firm to assist identify suitable candidates to be shortlisted for consideration for appointment to the Board and to carry out appropriate reference checks before the Board makes an offer to a preferred candidate.

Newly appointed directors must stand for reappointment at the next subsequent AGM. The Notice of Meeting for the AGM provides shareholders with information about each Director standing for election or re-election including details of relevant skills and experience.

***Recommendation 1.3*** *– A listed entity should have a written agreement with each director and executive setting out the terms of their appointment.*

New Directors consent to act as a Director and receive a formal letter of appointment or contract which sets out duties and responsibilities, rights, and remuneration entitlements.

***Recommendation 1.4*** *– The company secretary of a listed entity should be accountable directly to the chair, on all matters to do with the proper functioning of the board.*

Antares Mining Company Secretary fulfils a broad range of management responsibilities in addition to company secretarial duties. As a result, the formal reporting line of the Company Secretary is to the Chair. For any matter relevant to the company secretarial duties or conduct of the Board, the Company Secretary has an indirect reporting line, and is accountable, to the Chair of the Board.

***Recommendation 1.5*** *– A listed entity should:*

*a) have a diversity policy which includes requirements for the board to or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;*

*b) disclose that police or a summary of it; and*

*c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:*

*1. the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or*

*2. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.*

The Group has not disclosed its policy concerning diversity, its measurable objectives for achieving gender diversity and its progress towards achieving those objectives. The Board continues to monitor diversity across the organization however due to the size of the Group, the Board does not consider it appropriate at this time to formally set measurable objectives for gender diversity.

The Group is committed to workplace diversity and to ensuring a diverse mix of skills and talent exists amongst its directors, officers and employees, to enhance Group performance. The Board has adopted a Diversity Policy which addresses equal opportunities in the hiring, training and career advancement of directors, officers and employees.

In accordance with this policy, the Board discloses there were no women employed in the organization or on the Board of the Group as at the date of this report.

***Recommendation 1.6*** *– A listed entity should:*

*a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors;*

*b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.*

<u>Evaluation of Board and individual Directors</u>

The Board of Antares Mining conducts its performance review of itself on an ongoing basis throughout the year. The small size of the Group and hands on management style requires an increased level of interaction between Directors and Executives throughout the year. Board members meet amongst themselves both formally and informally. The Board considers that the current approach that it has adopted with regard to the review of its performance provides the best guidance and value to the Group given its size.

***Recommendation 1.7*** *– A listed entity should:*

*a) have and disclose a process for periodically evaluating the performance of its senior executives; and*

*b) disclose, in relation to each reposting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.*

The Board of Antares Mining does not conduct performance reviews of senior executives given there are currently no such roles in the organisation.

**Principle 2: Structure the Board to add value**

Antares Mining Constitution provides for a minimum of three directors and a maximum of nine.

The Directors of Antares Mining at any time during the financial year are listed with a brief description of their qualifications, appointment date, experience and special responsibilities on pages **2** and **3** of the Annual Report.

The Board met regularly throughout the course of the financial year to discuss the Company's operational and financial activities, however only one formal meeting of the previous Board was held.

***Recommendation 2.1*** *– The Board of a listed entity should:*

*a) have a nomination committee which:*

*1. Has at least three members, a majority of whom are independent directors; and*

*2. Is chaired by an independent director;*

*and disclose:*

*3. the charter of the committee;*

4. *the members of the committee; and*
5. *as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*

b) *if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable to discharge its duties and responsibilities effectively.*

The Group does not have a Nomination committee. The role of the Nomination Committee has been assumed by the full Board operating under the Nomination Committee Charter adopted by the Board.

***Recommendation 2.2*** *– The listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.*

The Group does not have an established board skills matrix on the mix of skills and diversity for Board membership. The Board continues to monitor the mix of skills and diversity on the Board however, due to the size of the Group, the Board does not consider it appropriate at this time to formally set matrix on the mix of skills and diversity for Board membership.

***Recommendation 2.3*** *– A listed entity should disclose:*

a) *the names of the directors considered by the board to be independent directors;*
b) *if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion and*
c) *the length of service of each director.*

The skills, experience and expertise relevant to the position of Director held by each Director in office at the date of the Annual Report is included in the Directors' Report. Directors of the Group are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement.

The Board has accepted the following definition of an Independent Director:
"An Independent Director is a Director who is not a member of management, is a Non-Executive Director and who:

- is not a substantial shareholder (under the meaning of Corporations Act 2001) of the Group or an officer of, or otherwise associated, directly or indirectly, with a substantial shareholder of the Group;
- has not within the last three years been employed in an executive capacity by the Group or another Group member, or been a Director after ceasing to hold any such employment;
- is not a principal of a professional adviser to the Group or another Group member;
- is not a significant consultant, supplier or customer of the Group or another Group member, or an officer of or otherwise associated, directly or indirectly, with a significant consultant, supplier or customer;
- has no significant contractual relationship with the Group or another Group member other than as a Director of the Group;
- is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Group."

In accordance with the definition of independence above, one Director is considered independent. Accordingly, a majority of the Board is not independent. Given the size of the Group the current Board is deemed appropriate. There are procedures in place, as agreed by the Board, to enable Directors to seek independent professional advice on issues arising in the course of their duties at the Group's expense.

The term in office held by each Director in office at the date of this report is as follows:

| Name | Term in office |
|---|---|
| Mr. David Wheeler | 1 month 12 days |
| Mr. Lay Ann Ong | 14 days |
| Mr. Frank Licciardello | 14 days |

***Recommendation 2.4*** *– The majority of the Board of a listed entity should be independent Directors.*

As at 30 June 2015, the Board comprised one independent, non-executive Directors and three executive Directors. In accordance with the definition of independence above, only Mark Reilly was considered independent. Accordingly, a majority of the Board was not independent throughout the financial year ended 30 June 2015.

The Group does not currently have a majority of independent directors. The Directors consider that the current structure and composition of the Board is appropriate to the size and nature of operations of the Group.

***Recommendation 2.5*** *– The Chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.*

Under Antares Mining Constitution, the Board elects a Chairman from amongst the Directors. If a Chairman ceases to be an independent Director then the Board will consider appointing a lead independent Director.

Antares Mining Chairman, Jack James, up to the date of his resignation, was considered an independent Director. The current Directors will appoint a Chairman in due course.

***Recommendation 2.6*** *– The listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.*

The formal letter of appointment and an induction pack provided to Directors contain sufficient information to allow the new Director to gain an understanding of:

- The rights, duties and responsibilities of Directors;
- The role of Board Committees;
- The Code of Conduct; and
- Antares Mining financial, strategic, and operational risk management position.

Directors are encouraged to take appropriate professional development opportunities approved by the Board.

**Principle 3: Promote ethical and responsible decision making**

***Recommendation 3.1*** *– A listed entity should:*

*a) have a code of conduct for its directors, senior executives and employees; and*
*b) disclose that code or a summary of it.*

Antares Mining has a Code of Conduct that applies to Antares Mining and its Directors, employees and contractors (all of which are referred to as “employees” in the Code).

The Code of Conduct sets out a number of overarching principles of ethical behaviour which cover:

- Personal and Professional Behaviour;
- Conflict of Interest;
- Public and Media Comment;
- Use of Company Resources;
- Security of Information;
- Intellectual Property/Copyright
- Discrimination and Harassment;
- Corrupt Conduct;
- Occupational Health and Safety;
- Legislation;
- Fair Dealing;
- Insider Trading;
- Responsibilities to Investors;
- Breaches of the Code of Conduct; and
- Reporting Matters of Concern.

Training about the Code of Conduct is part of the induction process for new Antares Mining Directors.

Antares Mining Code of Conduct is available on Antares Mining website.

**Principle 4: Safeguard integrity in corporate reporting**

***Recommendation 4.1*** *– A board of a listed entity should:*

*a) have an audit committee which:*
   *1. has at least three members, all of whom are non-executive directors and a majority of whom are independent; and*
   *2. is chaired by an independent director, who is not the chair of the board,*
   *and disclose:*
   *3. the charter of the committee;*
   *4. the relevant qualifications and experience of the members of the committee; and*
   *5. in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*

*b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard that integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.*

The Group does not have an Audit and Risk Management Committee. The role of the Audit and Risk Management Committee has been assumed by the full Board operating under the Audit and Risk Management Committee Charter adopted by the Board. The Directors consider this as appropriate to the size and nature of operations of the Group.

<u>*Charter of the Audit and Risk Management Committee*</u>

The Board has formally adopted an Audit and Risk Management Committee Charter but given the present size of the Group, has not formed a separate Committee. Instead the function of the Committee will be undertaken by the full Board in accordance with the policies and procedures outlined in the Audit and Risk Management Committee Charter. At such time when the Group is of sufficient size a separate Audit and Risk Management Committee will be formed.

It is the Board's responsibility to ensure that an effective internal control framework exists within the entity. This includes both internal controls to deal with both the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial and non- financial information. It is the Board's responsibility for the establishment and maintenance of a framework of internal control of the Group.

***Recommendation 4.2*** *– The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.*

The officers of the Company assuming the roles of CEO and CFO have provided the Board with written assurances that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal compliance and control and that the system is operating effectively in all material respects in relation to financial reporting risks.

***Recommendation 4.3*** *– A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.*

The external auditor attends Antares Mining Annual General Meeting. Shareholders may submit written questions to the auditor to be considered at the meeting in relation to the conduct of the audit and the preparation and content of the Independent Audit Report by providing the questions to Antares Mining at least five business days before the day of the meeting. No questions were sent to the auditor in advance of the 2014 Annual General Meeting. Shareholders are also given a reasonable opportunity at the meeting to ask the auditor questions relevant to the conduct of the audit, the Independent Audit Report, the accounting policies adopted by Antares Mining and the independence of the auditor.

**Principle 5: Make timely and balanced disclosure**

***Recommendation 5.1*** *– A listed entity should:*

*a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and*

*b) disclose that policy or a summary of it.*

<u>Disclosure</u>

Antares Mining Disclosure Policy describes Antares Mining continuous disclosure obligations and how they are managed by Antares Mining. The Policy is reviewed bi-annually and is published on Antares Mining website. It was most recently reviewed in July 2015.

<u>Accountability</u>

The Company Secretary reports to the Board quarterly on matters that were either notified or not notified to the ASX. Directors receive copies of all announcements immediately after notification to the ASX. All ASX announcements are available on the Antares Mining website.

<u>Financial market communications</u>

Communication with the financial market is the responsibility of the full Board. Communication with the media is the responsibility of the Chairman. The Disclosure Policy covers briefings to institutional investors and stockbroking analysts, general briefings, one-on-one briefings, blackout periods, compliance and review as well as media briefings.

The substantive content of all market presentations about the half year and full year financial results and all statements relating to Antares Mining future earnings performance must be referred to, and approved by, the Board before they are disclosed to the market.

**Principle 6: Respect the rights of shareholders**

***Recommendation 6.1*** *– A listed entity should provide information about itself and its governance to investors via its website.*

Antares Mining website at www.antaresmining.com,au will provide detailed information about its business and operations. The Website is currently under construction. Details of Antares Mining Board Members cwill also be found on the website once it is finalised. The Website currently has details of all ASX announcements.

The future Investor Relations link on Antares Mining website will provide helpful information to shareholder. It will allow shareholders to view all ASX and media releases for the last year; various investor presentations; a copy of the most recent Annual Report and Annual Reports for at least the two previous financial years; and the notice of meeting and accompanying explanatory material for the most recent Annual General Meeting and the Annual General Meetings for at least the two previous financial years.

Shareholders will be able to find information about Antares Mining corporate governance on its website at under the 'Corporate' link. This will include include Antares Mining Corporate Governance Plan.

The Corporate Governance Plan includes:

- Board Charter
- Corporate Code of Conduct
- Committee Charters
- Performance evaluation processes
- Continuous disclosure processes
- Risk management processes
- Trading policy
- Diversity policy
- Shareholder communications strategy

***Recommendation 6.2*** *– A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.*

Antares Mining is committed to communicating effectively with its shareholders and making it easier for shareholders to communicate with the Group.

Antares Mining promotes effective communication with shareholders and encourages effective participation at general meetings, information is communicated to shareholders:

- Through the release of information to the market via the ASX;
- Through the Annual Report, half yearly report and quarterly reports;
- Through the distribution of the annual report and notices of annual general meeting;
- Through shareholder meetings and investor relations presentations; and
- The external auditors are required to attend the annual general meeting and are available to answer any shareholder questions about the conduct of the audit and preparation of the audit report.

***Recommendation 6.3*** *– A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.*

Notices of meeting sent to Antares Mining shareholders comply with the "Guidelines for notices of meeting" issued by the ASX in August 2007. Shareholders are invited to submit questions before the meeting and, at the meeting, the Chairman attempts to answer as many of these as is practical.

The Chairman also encourages shareholders at the meeting to ask questions and make comments about Antares Mining operations and the performance of the Board and senior management. The Chairman may respond directly to questions or, at his discretion, may refer a question to another Director.

New Directors or Directors seeking re-election are given the opportunity to address the meeting and to answer questions from shareholders.

***Recommendation 6.4*** *– A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.*

Shareholders have the option of electing to receive all shareholder communications by e-mail. Antares Mining provides a printed copy of the Annual Report to only those shareholders who have specifically elected to receive a printed copy. Other shareholders are advised that the Annual Report is available on the Antares Mining website.

All announcements made to the ASX are available to shareholders by email notification when a shareholder provides the Antares Mining Share Registry with an email address and elects to be notified of all Antares Mining ASX announcements.

The Antares Mining Share Register is managed and maintained by Automic Share Registry Services Pty Ltd. Shareholders can access their shareholding details or make enquiries about their current shareholding electronically by quoting their Shareholder Reference Number (SRN) or Holder Identification Number (HIN), via the Automic Share Registry Investor Online Login or by emailing info@automic.com.

**Principle 7: Recognise and manage risk**

***Recommendation 7.1*** *– A board of a listed entity should:*

*a) have a committee or committees to oversee risk, each of which:*

*1. has at least three members, all of whom are non-executive directors and a majority of whom are independent; and*

*2. is chaired by an independent director, who is not the chair of the board,*

*and disclose:*

*3. the charter of the committee;*

*4. the members of the committee; and*

*5. as at the end of each reporting period the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*

*b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.*

The Group does not have an Audit and Risk Management Committee. The role of the Audit and Risk Management Committee has been assumed by the full Board operating under the Audit and Risk Management Committee Charter adopted by the Board.

Details of the structure and Charter of the Audit and Risk Management Committee are set out in Recommendation 4.1.

***Recommendation 7.2*** *– The board or a committee of the board should:*

*a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and*

*b) disclose, in relation to each reporting period, whether such a review has taken place.*

<u>Risk Management Policies</u>

Antares Mining has a number of other policies that directly or indirectly serve to reduce and/or manage risk. These include, but are not limited to:

- Directors and Executive Offices' Code of Conduct
- Code of Business Conduct
- Dealing in Company Securities
- Communications Strategy
- Disclosure Policy
- Risk Management and Internal Control Policy

<u>Roles and responsibilities</u>

The Risk Management Policy, and the other policies listed above, describes the roles and responsibilities for managing risk. This includes, as appropriate, details of responsibilities allocated to the Board.

The Board is responsible for reviewing and approving changes to the Risk Management Policy and for satisfying itself that Antares Mining has a sound system of risk management and internal control that is operating effectively. The Board annually reviews and approves Antares Mining main risk exposures and the mitigating actions.

***Recommendation 7.3*** *– A listed entity should disclose:*

*a) If it has an internal audit function, how the function is structured and what role it performs; or*

*b) If it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.*

The Group does not have an established internal audit function given the size of its current operations. The risk management functions of the board are summarised under recommendations 7.1 and 7.2.

***Recommendation 7.4*** *– A listed entity should disclose whether it has any material exposure to economic and social sustainability risks and, if it does, how it manages or intends to manage those risks.*

The Board of Antares Mining informally monitors and manages the Groups exposure to economic, environment and social responsibility risks. The Board considers that the current approach that it has adopted with regard to the sustainability risk management process is appropriate to the size and nature of operations of the Group.

**Principle 8: Remunerate fairly and responsibly**

***Recommendation 8.1*** *– A board of a listed entity should:*

*a) have a remuneration committee which:*

*1. has at least three members, all of whom are non-executive directors and a majority of whom are independent; and*

*2. is chaired by an independent director,*
*and disclose:*
*3. the charter of the committee;*
*4. the members of the committee; and*
*5. as at the end of each reporting period the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*

*b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.*

The Board is responsible for determining and reviewing compensation arrangements for executive directors. The Board has formally adopted a Remuneration Committee Charter however given the present size of the Group, has not formed a separate Committee. Instead the function will be undertaken by the full Board in accordance with the policies and procedures outlined in the Remuneration Committee Charter. At such time when the Group is of sufficient size a separate Remuneration Committee will be formed.

There is no scheme to provide retirement benefits, other than statutory superannuation, to non-executive Directors.

***Recommendation 8.2*** *– A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.*

Antares Mining remuneration structure distinguishes between Executive and Non-Executive Directors. A Remuneration Report required under Section 300A(1) of the Corporations Act is provided in the Directors' Report on pages **2** to **13** of the Annual Report.

***Recommendation 8.3*** *– A listed entity which has an equity-based remuneration scheme should:*

*a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and*
*b) disclose that policy or a summary of it.*

Antares Mining does not have a policy on whether participants in equity based remuneration schemes are able to enter into transactions which limit the economic risk of participating in those schemes as the Group does not have an equity based remuneration scheme.

# ASX Additional Information

Additional information required by the Australian Stock Exchange Ltd and not shown elsewhere in this report is as follows. The information is current at 22 September 2015.

### Distribution of Share Holders

| | Ordinary Shares | |
|---|---|---|
| | **Number of Holders** | **Number of Shares** |
| 1 - 1,000 | 83 | 12,552 |
| 1,001 - 5,000 | 96 | 319,121 |
| 5,001 - 10,000 | 128 | 1,054,634 |
| 10,001 - 100,000 | 602 | 27,496,215 |
| 100,001 - and over | 592 | 995,256,116 |
| TOTAL | **1,501** | **1,024,138,638** |

There were 71 holders of ordinary shares holding less than a marketable parcel.

### On-Market Buy Back

There is no current on-market buy back.

### Voting Rights

All ordinary shares carry one vote per share without restriction.

### Top Twenty Share Holders

| **Name** | **Number of shares held** | **%** |
|---|---|---|
| Celtic Capital Pty Ltd <The Celtic Capital A/C> | 107,200,000 | 10.47 |
| Ms Roseline Emma Rasolovoahangy | 50,000,000 | 4.88 |
| Nefco Nominees Pty Ltd | 49,972,061 | 4.88 |
| Garrison Capital Partners Limited | 37,852,759 | 3.70 |
| Mr Jason Peterson & Mrs Lisa Peterson <J & L Peterson S/F A/C> | 30,417,988 | 2.97 |
| Mr Matthew Gaden Western Wood | 26,333,627 | 2.57 |
| Mr Timothy James Flavel <The Flavel Investment A/C> | 25,529,442 | 2.49 |
| Bring on Retirement Ltd | 25,467,986 | 2.49 |
| Vega Funds Pty Ltd <The Viva A/C> | 19,360,000 | 1.89 |
| Whistling Kite Equity Limited | 18,173,500 | 1.77 |
| Ms Marnie Eddington | 17,120,304 | 1.67 |
| Mr Reginald Allan Buchanan | 14,160,000 | 1.38 |
| Mr John Della Bosca <JA&JG Della Bosca Family A/C> | 13,166,667 | 1.29 |
| Nurragi Investments Pty Ltd | 13,039,801 | 1.27 |
| Singapore Brown Stone Pte Ltd | 11,925,000 | 1.16 |
| Wobbly Investments Pty Ltd | 11,032,275 | 1.08 |
| Mr Michael Andrew Whiting & Mrs Tracey Anne Whiting <Whiting Family S/F A/C> | 10,695,950 | 1.04 |
| Calama Holdings Pty Ltd <Mambat Super Fund A/C> | 10,166,363 | 0.99 |
| Cheval Holdings Pty Ltd | 7,900,000 | 0.77 |
| Citicorp Nominees Pty Limited | 7,752,177 | 0.76 |
| | **507,265,900** | **49.53** |

### Substantial Shareholders

Mr Jason Peterson holding 137,617,988 shares representing 13.48% of the total issued capital.

### Unquoted Equity Securities

There is no unquoted equity securities on issue.