Company Announcements Office
Australian Securities Exchange
Level 6, 20 Bridge Street
SYDNEY NSW 2000

Via E Lodgement

ANNUAL REPORT AND NOTICE OF ANNUAL GENERAL MEETING

Please find attached the Company's Annual Report, which is available on the Company's website www.intgold.com.au , and Notice of Annual General Meeting of shareholders together with a personalised proxy form as dispatched to shareholders.

For and on behalf of the board

David Tasker
Director

For further information, please contact:

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Tony Dawe
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REGISTERED OFFICE AND PRINCIPLE PLACE OF BUSINESS

Ground Floor, 1 Havelock Street
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WEST PERTH WA 6872

COMMUNICATION DETAILS

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AUSTRALIAN BUSINESS NUMBER

69 099 544 680

SHARE REGISTRY

Advanced Share
Registry Services Pty Ltd
150 Stirling Hwy
Nedlands WA 6009

ASX CODE
IGS

INTERNATIONAL GOLDFIELDS LTD

(ABN 69 099 544 680)

ANNUAL REPORT

FOR THE YEAR ENDED 30 JUNE 2015

Contents

Corporate Directory

DIRECTORS

M Edwards	Non-Executive Chairman
D Tasker	Non-Executive Director
T Schwertfeger	Non-Executive Director

COMPANY SECRETARY

J Flegg	Company Secretary

REGISTERED OFFICE

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West Perth WA 6005
Tel: (08) 9448 5220
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Steinepreis Paganin
Level 4, The Read Buildings
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Perth WA 6000

BANKERS

Westpac Banking Corporation
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Perth WA 6000

SHARE REGISTER

Advanced Share Registry Limited
150 Stirling Highway
Nedlands WA 6009
Tel: (08) 9389 8033
Fax: (08) 9389 7871

www.advancedshare.com.au

AUDITORS

Ernst & Young
11 Mounts Bay Road
Perth WA 6000
Tel: (08) 9429 2222
Fax: (08) 9429 2436

INTERNET ADDRESS

www.intgold.com.au

ABN 69 099 544 680

Competent person statements:

The information extracted from the report entitled 'Maiden Resource Estimate of 690,000 oz Gold - Ouro Paz Joint Venture, Mato Grosso, Brazil' created on 19 December 2013 and appended with the report entitled 'Additional information for the Ouro Paz Joint Venture Mineral Resource Estimation and Scoping Study' created 31 December 2013 and is available to view on www.intgold.com.au. Material from the referenced reports that relates to project costs and parameters of Mineral Resource Estimation is based on and fairly represents, information and supporting documentation compiled under the overall supervision and direction of Porfirio Cabaleiro Rodriguez B.Sc., MAIG, a competent person who is a member of the Australian Institute of Geoscientists and is an associate consultant with Coffey Consultoria e Serviços Ltda on a contract basis and holds no direct or indirect interest in the Gleba-União (Ouro Paz) Gold Project of Cia. Mineradora Ouro Paz S/A and does not beneficially own, directly or indirectly, any securities of International Goldfields Ltd or any associate or affiliate of such company. Mr Rodriguez is as a professional engineer with more than 34 years of relevant experience in Resource and Reserve estimation, involving mining properties in Brazil, including among others; iron ore, gold, and copper mineralisation. Mr. Rodriguez has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Porfirio Cabaleiro Rodriguez consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information extracted from the report entitled 'Maiden Resource Estimate of 690,000 oz Gold - Ouro Paz Joint Venture, Mato Grosso, Brazil' created on 19 December 2013 and appended with the report entitled 'Additional information for the Ouro Paz Joint Venture Mineral Resource Estimation and Scoping Study' created 31 December 2013 and is available to view on www.intgold.com.au. Material from the referenced report that relates to Mineral Resource Estimation is based on information compiled by Leonardo de Moraes Soares B.Sc., MAIG, a competent person who is a member of the Australian Institute of Geoscientists and a full time employee of Coffey Consultoria e Serviços Ltda and holds no direct or indirect interest in the Gleba-União (Ouro Paz) Gold Project of Cia. Mineradora Ouro Paz S/A and does not beneficially own, directly or indirectly, any securities of International Goldfields Ltd or any associate or affiliate of such company. Mr Soares has over 11 years of relevant experience in Resource and Reserve estimation, involving mining properties in Brazil, including, among others; iron ore, gold, and copper mineralisation. Mr. Soares has sufficient experience which is relevant to the style of mineralization and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Leonardo de Moraes Soares consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information included in this report that relates to Exploration Results is based on information compiled by Travis Schwertfeger, B.Sc, M.Sc., MAIG, a competent person who is a member of the Australian Institute of Geoscientists. Mr. Schwertfeger is a full-time employee of the Company in the role of Managing Director for International Goldfields Ltd. Mr Schwertfeger has worked as a geologist in regional exploration, mine evaluation, resource estimation and mineral production roles for over 15 years in precious and base metal deposits. Mr. Schwertfeger has sufficient experience that is relevant to the style of mineralization and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' . Travis Schwertfeger consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Your Directors present their report for International Goldfields Limited ("IGS" or "the Company") and its controlled entities for the year ended 30 June 2015, (together referred to as the "Consolidated Entity" or "the Group").

DIRECTORS

The names and details of the Company's directors in office during the financial year and until the date of this report are as follows:-

Mr Michael Edwards	Non-executive Chairman
Mr David Tasker	Non-executive Director
Mr Travis Schwertfeger	Non-executive Director

The directors were in office for the entire period unless otherwise stated.

Company Secretary

The following person held the position of company secretary at the date of this report:-

Ms Jane Flegg

PRINCIPAL ACTIVITIES

The principal activity of the entities within the consolidated group during the year was the exploration and development the Ouro Paz Gold Project held in Joint Venture (Ouro Paz JV) with Brazil-based operator Biogold Investment Fund.

OVERVIEW

During the year ended 30 June 2015 the Group continued its program of resource confidence on the existing Maiden Resource Estimation in its effective 33% ownership in the Ouro Paz Gold Project in Brazil.

The Company was presented with diversified opportunities during the year and due to the worldwide downturn in the mineral resources markets and to preserve shareholder value, made a decision to invest in pharmaceutical solutions subject to all the necessary regulatory and shareholder approvals, as an addition to existing activities.

OPERATING RESULTS

The Consolidated Entity recorded an operating loss after income tax and non-controlling interests of $8,893,463 (2014 Loss: $5,097,148). This loss was primarily due to the accounting treatment of the Santa Fe loan and resultant impairment of $ 5,440,648 (refer note 9 of the Financial Statements)

DIVIDENDS PAID OR RECOMMENDED

The directors recommend that no dividend be paid for the year ended 30 June 2015 nor have any amounts been paid or declared by way of dividend since the end of the previous financial year.

REVIEW OF OPERATIONS

Gold Exploration Activity – BRAZIL

The Ouro Paz Gold Project is located in the state of Mato Grosso, Brazil, held in Joint Venture (Ouro Paz JV) with Brazil-based operator Biogold Investment Fund where IGS holds an effective 33% interest. The Ouro Paz Gold Project is host to a maiden Mineral Resource Estimation (MRE) of 3.4M tonne Measured & Indicated Resource averaging 2.55g/t gold, and a 5.1M tonne Inferred resource averaging 2.48g/t gold for a total of 690,000oz Au of contained metal as announced on 19 December 2013.

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement dated 19 December 2013 and, in the case of estimates of Mineral Resources that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

Summary of Exploration Activity and results during the reporting period:

Exploration activity for the Ouro Paz Gold project during the 2014-15 year included diamond drilling, geological mapping, ground geophysics, and several studies to define modeling parameters for preliminary economic studies.

Diamond Drilling

The União Prospect Diamond drilling program completed 4,512m in 48 holes during the reporting period for a total of 6,284m drilled in 56 holes completed during the 2014 field season. Drill testing at the Union Project area targeted inferred resource material to increase confidence on the existing resource estimation have consistently intersected mineralisation and demonstrate good continuity of the mineralised corridor and extensions to mineralisation have been confirmed at the União Prospect with increases of up to 25% in strike length, and over 200% increase in strike length of mineralised intercepts at the Carrapato resource. Better intercepts from exploration drill results for the reporting period include:-

- **17.15m @ 3.42g/t Au** from 24.9m, – Hole LZG017
- **3.15m @ 2.12g/t Au** from 97m, – Hole LZG021
- **0.75m @ 40.0g/t Au** from 103.5m – Hole LZG025
- **7.23m @ 1.61g/t Au** from 138.27m – Hole LZG027
- **3.6m @ 2.59g/t** from 75.3m – Hole ANA028
- **4.3m @ 17.5g/t Au** from 104.2m drill depth – Hole ANA033
- **1.18m @ 2.37g/t Au** from 44.57m and
  8.43m @ 1.18g/t Au from 66.4m drill depth – Hole ANA030
- **1.09m @ 3.74g/t Au** from 33.23m drill depth - Hole LZG042
- **2.55m @ 3.35g/t Au** from 34.92m – Hole LZG053

For a full listing of exploration drill results refer to ASX releases dated 29 August, 6 October 2014, 17 November 2014, 15 December 2014, and 21 January 2015.

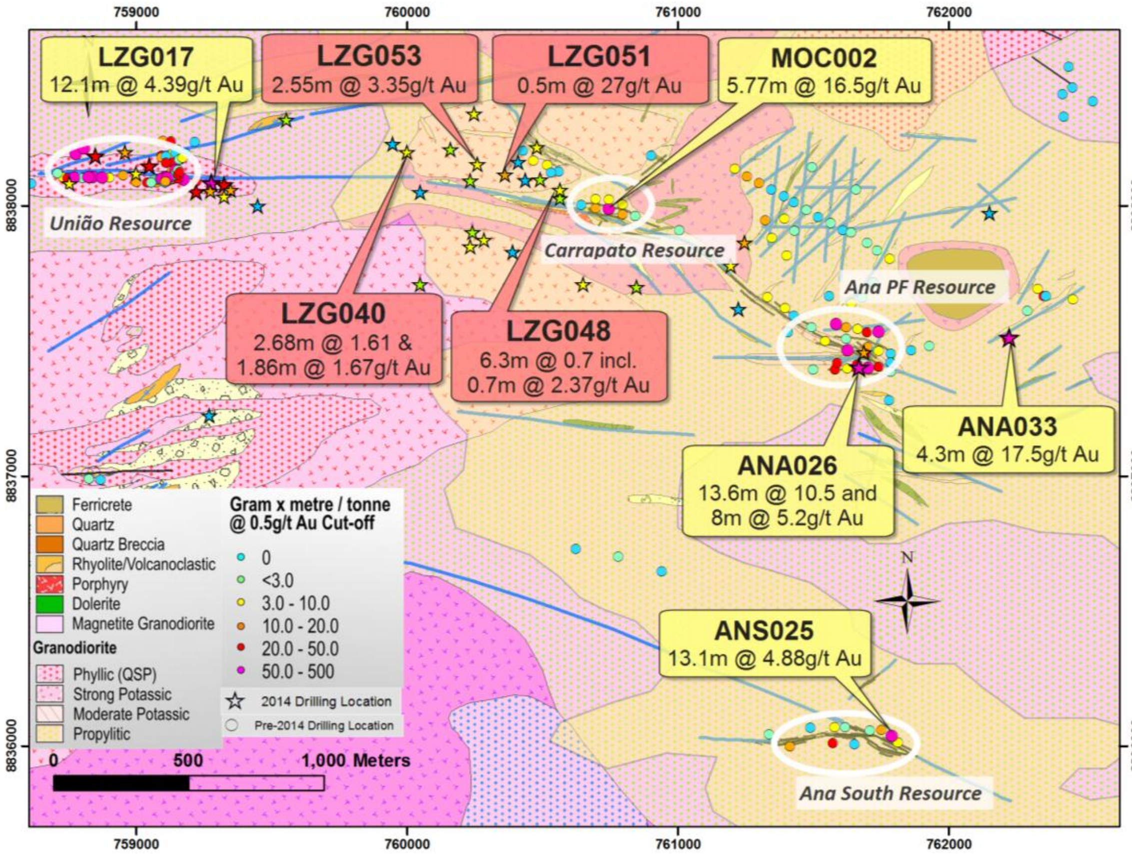

*Figure 1: Union Project JV drill locations on project geology with all 2014 drill collar locations with star outlines. Assay results announced in this report labelled in pink (previously announced results labelled in yellow) Collar locations coloured by grade*thickness value (gold grade multiplied by thickness in metres of drilled intercept at >0.5g/t Au lower cut-off).*

Slope Stability Study

The maximum self-supporting angle to be taken in assumptions of open pit optimisation studies and open pit designs are included in a final report generated by independent consultant COPA Consultoria em Projetos Ambientals (COPA), following a detailed study of rock mass characteristics and hydrogeologic factors made during a site visit by COPA during the reporting period.

The Geotechnical review is one of several assessments made during the 2014-15 reporting period in conjunction with exploration drilling to potentially increase confidence in mineral resource estimations and economic viability of the Ouro Paz Gold Project.

Ground Geophysics

The Ouro Paz JV completed a 42 line-km ground geophysical survey using spectral induced polarisation / resistivity geophysical method (IP). The IP surveying was conducted by using a spectral induced polarisation (IPR12/TSQ3) system, configured in a conventional 2-D dipole-dipole array. The potential electrode spacing was set to 25 metres and separation factors of n=1 to 8 is used.

IP datasets identified distinct anomalies in resistivity datasets that correlate well with structural trends highlighted in high resolution aerial magnetic datasets acquired in the previous reporting period. The IP results were utilized in drilling extension to mineralisation to the east of the Uniáo prospect. The corridors of resistivity anomalies also correlate well with chargeability anomalies defining several potential targets identified in the IP survey which remain un-tested.

For additional information on the IP survey results refer to ASX releases dated 23 June 2014, 29 August 2014.

Proposed Work

The Ouro Paz Joint Venture intends to undertake an RC drilling and trenching program in the latter half of the upcoming year to improve confidence in the existing oxide resource at the Ouro Paz JV.

IGS remains committed to the Ouro Paz Joint Venture and continues to engage regularly with Biogold Investment Fund to plan exploration activity and additional work related to advancing the project towards a decision to mine.

Resource Estimation

Table 1: Summary of Mineral resource mineralisation as at 30 June 2015

Zone	Resource Class	Tonnes (kt)	Au (ppm)	Au (koz)	Ag (ppm)	Cu (%)
Oxidized	Indicated	116	3.22	12	13.52	0.02
	Inferred	506	2.97	48	6.53	0.29
Sulphide	Measured	1658	2.70	144	10.44	0.18
	Indicated	1653	2.36	125	7.02	0.08
	M&I	3,310	2.53	269	8.73	0.13
	Inferred	4,627	2.43	361	5.05	0.06
Total	**M&I**	**3,426**	**2.55**	**281**	**8.89**	**0.12**
	Inferred	**5,133**	**2.48**	**409**	**5.19**	**0.08**

Notes to table:

(i) The MRE is reported at a lower cut-off grade of 0.5g/t Au

(ii) The MRE is estimated on a 100% basis for the Ouro Paz JV (Refer to tenement schedule for IGS participation)

(iii) All figures are rounded to reflect appropriate levels of confidence. Apparent differences in totals occur due to rounding.

The Company completed an in-house review of the inputs to the existing mineral resource estimate in accordance with clause 15 of Appendix 5A (JORC Code) which resulted in no material aggregate change to the previous years' reported MRE (refer to table 1). The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement dated 19 December 2013 and, in the case of estimates of Mineral Resources that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed.

Resource Estimation (continued)

In accordance with ASX listing rule 5.21.5 IGS has adopted the following governance arrangements for the mineral resource and the estimation process is as follows;

Mineral Resource Estimations are reported in accordance with the principles of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 edition (JORC Code), and based on documentation prepared by a Competent Person as defined by the JORC Code.

The documentation prepared for a mineral resource estimate is completed by a Competent Person either employed directly by IGS or the Ouro Paz Joint Venture or employed as an external consultant. If there is a material change in an estimate of a Resource, or if the estimate is a maiden Resource, then the estimate and all relevant supporting documentation is required to be either prepared or further reviewed by an independent Competent Person.

The documentation prepared by a competent person includes;

- Review and validation of drilling and sampling methodology and data spacing, geological logging, data collection and storage, sampling and analytical quality control
- Geological interpretation – review of known and interpreted structure, lithology and weathering controls
- Estimation methodology – relevant to mineralisation style and proposed mining methodology
- Comparison of estimation results with previous mineral resource models, and with results using alternate modelling methodologies
- Visual validation of block model against raw composite data
- Internal peer review by senior company personnel

For full details of IGS' Maiden MRE for Brazil and requirements under ASX listing rule 5.8, please refer to the IGS releases to the ASX dated 19 December 2013 entitled 'Maiden Resource Estimate for Brazil JV' and the subsequent release dated 31 December 2013 entitled 'Mineral Resource Estimation Additional Information'.

<u>Corporate</u>

Winter Garden

The Company announced in May 2015 that it had entered into a binding Heads of Agreement ("HoA") to acquire an 85% interest in Jardin de Invierno SA, trading as Winter Garden Biosciences ("WG" or "Winter Garden"), a leading biosciences and pharmaceutical company based in Uruguay.

The HoA is subject to shareholder approval and the satisfaction or waiver of a number of conditions precedent as announced.

Winter Garden is an emerging agriculture bioscience and biotechnology company based in Uruguay, with the aim of becoming one of the first companies in the world to legally harvest and produce non-synthetic cannabis products for the mass-market.

Uruguay is the first nation in the world to federally legalise research and development, as well as cultivation, sale and consumption of non-synthetic cannabinoids. Winter Garden, which possesses a plantation site, corporate headquarters and a laboratory in Uruguay, is able to take advantage of these new laws and regulations to become one of the first companies in the world to legally develop cannabis products.

Federal Uruguayan laws not only facilitate the legal use and research of cannabis, but also provision the use of cannabinoids containing a higher percentage of Tetrahydrocannabinol (THC), which is the psychoactive substance found within cannabis. Globally, growth and research on cannabis with a THC content of more than .03% is prohibited. This has altered every aspect of the plant to the point that it offers almost no useful research benefits. As a result, only synthetic plants can be utilised for research and these are ineffective and inadequate for both research as well as pharma-grade medical applications.

Winter Garden is seeking to grow, research and produce cannabis plants containing a THC content of approximately 1%. The higher THC content will assist Winter Garden to develop products that will provide clinical relief for a variety of neurological ailments. The ailments which could be improved by medicinal cannabis products are wide-ranging, from depression and post-traumatic stress disorder to anti-inflammation and neuropathic pain.

Corporate (continued)

As per the conditions precedent in the binding HOA between International Goldfields and Winter Garden, IGS completed a short-term (6 month) funding facility of AUD$500,000. Funding will be used for working capital and as part of the required AUD$325,000 deposit.

Subsequent to year end IGS announced that due diligence associated with the Winter Garden transaction had been successfully completed to the satisfaction of the IGS board.

As at the date of this report with due diligence completed IGS and its advisers are finalising the formal documentation associated with the transaction, which has been advancing concurrent to the due diligence process.

Frankfurt Stock Exchange

On 29 May 2015 the Company announced it had commenced trading on the Frankfurt Stock Exchange. The Company is listed under the symbol COT.

Santa Fe Gold Corporation

Subsequent to year end the Company advised that on 26 August 2015, Santa Fe Gold Corporation ("Santa Fe" or "SFEG") and three affiliates filed voluntary chapter 11 cases pursuant to the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. In its chapter 11 filings, Santa Fe has indicated, among other things, that it intends to conduct a process to sell substantially all of the debtors' assets and, to facilitate a sale process, has entered into a debtor-in-possession loan facility with Waterton Global Value, L.P. ("Waterton") and a stalking horse purchase agreement with Waterton under which Waterton proposes to purchase the debtors' assets. The loan facility and sale process are subject to the approval of the bankruptcy court.

A committee of unsecured creditors of Santa Fe has been formed to represent the interests of unsecured creditors in the chapter 11 cases. The Company has been appointed to this committee and will work with the other members of the committee to maximize the recovery to unsecured creditors and to achieve an outcome that is in the best interests of the creditors.

IGS has 9,259,259 shares in Santa Fe and Convertible Notes worth a combined US$4 million plus accrued interest expiring in October 2015.

Likely Developments and Expected Results

While the Company's main focus is now on completing the Winter Garden acquisition, the Company will continue to engage with Biogold Investment Fund, JV partner to the Ouro Paz Joint Venture, to plan exploration activity and additional work related to advancing the project towards a decision to mine. The Company will also work closely with the unsecured creditors of Santa Fe to maximize the recovery to them that is in the best interests of all.

Significant events after balance sheet dates

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years other than the following:

On 13 August 2015 IGS announced that that it had successfully completed due diligence on Winter Garden and its associated assets. Since that time the company has been finalising the Share Sale agreements and other regulatory filings associated with this transaction.

On 26 August 2015 IGS announced that Santa Fe Gold Corporation and three affiliates filed voluntary chapter 11 cases pursuant to the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. The Company has been appointed to a committee of unsecured creditors and will work with the other members of the committee to maximize the recovery to unsecured creditors and to achieve an outcome that is in the best interests of the creditors.

INFORMATION ON DIRECTORS

Mr Michael Edwards (Non-Executive Chairman)
BBus (Economics and Finance), BSc. (Geology)

Mr Edwards is a Geologist and Economist with over 20 years' experience in senior management in both the private and public sector. He has a Bachelor of Business (Economics and Finance) from Curtin University of Technology and a Bachelor of Science (Geology) from The University of Western Australia.

He spent three years with Barclays Australia in their corporate Finance department and then 8 years as an Exploration and Mine Geologist with companies such as Gold Mines of Australia, Eagle Mining and International Mineral Resources. Since 2010, Mr Edwards has been consulting to numerous companies conducting project evaluations and deal structuring across a wide range of commodities and countries. Mr Edwards is also Chief Executive Officer of ASX listed Monteray Mining Group Ltd, a West African focussed gold explorer.

Mr Edwards has not held directorships of other listed companies in the 3 years prior to the end of the financial year.

Mr David Tasker (Director)
BBus

Mr Tasker is the National Director of Investor Relations at Professional Public Relations and is a specialist corporate communications and investor relations consultant with over 15 years' experience in the mining and resources sector. He has extensive knowledge of corporate finance, compliance and reporting and excellent contacts with capital markets and the media.

Mr Tasker has not held directorships of other listed companies in the 3 years prior to the end of the financial year.

Mr Travis Schwertfeger (Director)
BSc, Msc

Mr Schwertfeger has been with IGS since 2010, and was appointed CEO of IGS in January 2012. During that time has played a key role in the advancement of the company's assets, most notably in Brazil. He resigned as the CEO of the company in October 2014 and is now a non-executive director.

Mr Schwertfeger is a professional geologist with over 15 years of gold exploration experience in Australia, North and South America, and West Africa. In previous roles as VP of Exploration for Golden redator Corp. and over seven years' experience with Newmont Mining Corp., Mr Schwertfeger has gained experience in both valuation of mineral projects, and management of exploration programs.

He graduated from Colorado School of Mines in 1998 with a B.Sc. in Geological Engineering, and received his M.Sc. in Ore Deposit Geology and Evaluation from The University of Western Australia in 2011. As a member in good standing with the Australian Institute of Geoscientists, Mr Schwertfeger has appropriate experience to act as competent person with respect to reporting of resources and technical aspects related to the business of the Company.

Mr Schwertfeger is currently a director of the following listed entities:

• Magnolia Resources Ltd	June 2012 to 26 August 2015
• Alicento Minerals Ltd	September 2014 to present

COMPANY SECRETARY

Jane Flegg

Ms Flegg has over 20 years of experience in finance and administration. During the past decade she has been a corporate advisor to several ASX and AIM listed mining and oil and gas exploration companies, specialising in corporate and financial management, compliance and company secretarial advice. Ms Flegg is currently Company Secretary/CFO of Continental Coal Limited and Black Mountain Resources.

CORPORATE STRUCTURE

IGS is a company limited by shares that is incorporated and domiciled in Australia. The Company has prepared a consolidated financial report incorporating the entities that it controlled during the financial year, which are outlined in Note 17 of the financial statements.

LOSS PER SHARE	2015	2014
Basic loss per share (cents)	(1.15)	(0.79)

CAPITAL STRUCTURE

As at the date of this report, the Company had 814,542,456 (2014: 671,669,555) fully paid ordinary shares and 65,950,640 (2014: 65,950,640) options over ordinary shares on issue. Details of the terms of the options are outlined in Notes 12 and 14 of the Financial Statements.

CASH FROM OPERATIONS

The net cash outflow from operations was $498,054 compared to a cash outflow in the previous year of $555,579.
The net cash outflow from operations was funded by loans of 738,870. The cash balance at year end was $1,845.

ENVIRONMENTAL REGULATION AND PERFORMANCE

The consolidated entity holds licences issued by the relevant regulatory authorities of the various countries in which the group operates. These licences specify limits and regulate the management associated with the operations of the Company. There have been no significant known breaches of the consolidated entity's licence conditions.

SHARES UNDER OPTION

As at the date of this report, there were 65,950,640 unissued ordinary shares under option

Date Options Granted	Expiry Date	Issue Price of Shares	Number Under Option
25-Nov-11	31-Dec-15	$0.08	7,500,000
7-Oct-11	31-Dec-15	$0.08	6,500,000
11-Oct-13	30-Sept-16	$0.01	37,100,000
19-Jun-14	30-Jun-17	$0.03	14,850,640

No option holder has any right under the options to participate in any other share issue of the Company or any other entity. No options were exercised during the year.

INDEMNIFICATION AND INSURANCE OF OFFICERS AND AUDITORS

The Company has entered into Director and Officer Protection Deeds ("D&O Deed") with each Director and the Company Secretary ("Officers"). Under the D&O Deed, the Company indemnifies the Officers to the maximum extent permitted by law and the Constitution against legal proceedings, damage, loss, liability, cost, charge, expense, outgoing or payment (including legal expenses on a solicitor/client basis) suffered, paid or incurred by the officers in connection with the Officers being an officer of the Company, the employment of the officer with the Company or a breach by the Company of its obligations under the D&O Deed.

Also pursuant to the D&O Deed, the Company must insure the Officers against liability and provide access to all board papers relevant to defending any claim brought against the Officers in their capacity as officers of the Company. The Company has paid insurance premiums of $12,530 (2014: $20,639) in respect of liability for any current and future directors, company secretary, executives and employees of the Company. This amount is payable in total and no specific amount is included in the directors' remuneration.

To the extent permitted by law, the Company has agreed to indemnify its auditors, Ernst & Young, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Ernst & Young during or since the financial year.

REMUNERATION REPORT (AUDITED)

This Report outlines the remuneration arrangements in place for key management personnel (KMP) who are defined as those persons having authority and responsibility for planning and directing the major activities of the Company and the Group, directly or indirectly, including any director (whether executive or otherwise) of the parent company.

Remuneration Policy

The Company's remuneration policies are reflected in the Company Charter. It is the Company's objective to provide maximum stakeholder benefit from the retention of higher quality board and executive team by remunerating directors and key executives fairly and appropriately with reference to relevant employment market conditions.

The Company's remuneration policy is to establish competitive remuneration (including performance incentives) consistent with long term development and success, to ensure remuneration is fair and reasonable (taking into account all relevant factors, and within appropriate controls or limits) that performance and remuneration are appropriately linked, that all remuneration packages are reviewed annually or on an ongoing basis in accordance with management's remuneration packages, and that retirement benefits or termination payments (other than notice periods) will not be provided or agreed other than in exceptional circumstances.

It is the Company's objective that the remuneration policy aligns with the achievement of strategic objectives and creation of long term value for shareholders. The Company does not use specific performance indicators in determining remuneration or short term rewards.

The Consolidated Entity has a policy which restricts executives and directors entering into contracts to hedge their exposure to options granted as part of their remuneration package.

Services from remuneration consultants

From 1 July 2012, all proposed remuneration consultancy contracts (within the meaning of section 206K of the Corporations Act 2001) are subject to prior approval by the board in accordance with the Corporations Act 2001. The Group did not use any remuneration consultants for the year ended 30 June 2015.

Group Performance and shareholder wealth

Below is a table summarising key performance and shareholder wealth statistics for the consolidated entity over the last five financial years.

Financial year	Loss after tax $'000s	Loss per share Cents	Share Price $
30 June 2011	(19,197)	(3.78)	0.05
30 June 2012	(13,472)	(2.36)	0.03
30 June 2013	(20,930)	(3.58)	0.004
30 June 2014	(5,097)	(0.79)	0.002
30 June 2015	(8,893)	(1.15)	0.002

Remuneration Committee

The board has not established a separate Remuneration Committee. The IGS Board of Directors is responsible for determining and reviewing compensation arrangements for the directors and executives. 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. Such officers are given the opportunity to receive their base emolument in a variety of forms including cash and fringe benefits such as motor vehicles and expense payment plans. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue cost for the Company.

Non-Executive Director Remuneration

The aggregate cash remuneration to non-executive directors will not exceed the maximum approved amount of $500,000. The board seeks to set aggregate remuneration at a level which provides the Company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost which is acceptable by shareholders.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually. The board considers fees paid to non-executive directors of comparable companies when undertaking the annual review as well as additional time commitment of directors who serve on one or more sub committees and assistance to the Company with new investment opportunities.
Non-executive directors are encouraged by the board to hold shares in the Company. It is considered good corporate governance for directors to have a stake in the Company on whose board he or she sits.

Executives' and Executive Directors' Remuneration

The Company aims to reward executives with a level and mix of remuneration commensurate with their position and responsibilities within the Company and so as to:

- reward executives for company and individual performance;
- align the interests of executives with those of shareholders;
- link reward with the strategic goals and performance of the Company; and
- ensure total remuneration is competitive by market standards.

Executive remuneration comprises of:

- base pay and benefits; and
- long term incentives through equity based compensation.

Fixed Remuneration

Base pay and benefits

Base pay is structured as a total employment cost package that may be delivered as a combination of cash and salary sacrifice superannuation at the executive's discretion.

Executives are offered a competitive base pay. Reference is made to industry benchmarks to ensure that the base pay is set to reflect the market for a comparable role. Base pay is reviewed annually, or upon promotion, to ensure the executive's pay is competitive with comparable positions of responsibility. There is no guaranteed base pay increases included in any executive contracts.

Equity Based Remuneration

Options may be granted to certain executives, employees and consultants of the Group in the form of share-based payments. There is currently no formal employee share plan, however selected employees of the Group can be granted options. The purpose of the grant of options to selected employees is to:

- recognise the ongoing ability of the employees of the Group and their expected efforts and contribution in the long term to the performance and success of the Company; and
- provide an incentive to the employees of the Group to remain in their employment in the long term.

No options were granted to key management personnel during the financial year 2015.

Details of Remuneration

Details of the remuneration for each director of the consolidated entity during the year are as follow:

Key Management Personnel Compensation

30 June 2015	Short Term Salary & Fees $	Post Employment Superannuation $	Termination Benefits $	Equity Options $	Total $	Option Related %
Directors						
M Edwards Non-Executive Chairman	36,000	-	-	-	36,000	-
D Tasker Non-Executive Director	48,000	-	-	-	48,000	-
T Schwertfeger Non-Executive Director	120,112	7,268			127,380	
Key Management						
J Flegg* Chief Financial Officer/ Company Secretary	-	-	-	-	-	-
Total	**204,112**	**7,268**			**211,380**	

* Jane Flegg is an employee of Okap Ventures Pty Ltd and is paid a salary through Okap's management service agreement with IGS. Okap fees for the year 2015 are $375,000.

30 June 2014	Short Term Salary & Fees $	Post Employment Superannuation $	Termination Benefits $	Equity Options $	Total $	Option Related %
Directors						
M Edwards Non-Executive Chairman	36,000	-	-	-	36,000	-
D Tasker Non-Executive Director	48,000	-	-	-	48,000	-
T Schwertfeger Chief Executive Officer	208,324	19,269			227,593	
Key Management						
J Flegg* Chief Financial Officer/ Company Secretary	-	-	-	-	-	-
Total	**292,324**	**19,269**			**311,593**	

Jane Flegg is an employee of Okap Ventures Pty Ltd and is paid a salary through Okap's management service agreement with IGS. Okap fees for the year 2014 were $215,000.

Employment Contract – Mr Michael Edwards

The Non-Executive Chairman, Mr Michael Edwards is employed under contract. Mr Edwards' remuneration is an annual salary of $36,000. In the event of Mr Edwards employment being terminated other than in the case of misconduct, either party must give one month's notice. In addition to the notice period, one month's fee is payable at the date of termination. Alternatively, 2 months fees can be paid in lieu of notice.

Employment Contract – Mr David Tasker

The Non-Executive Director, Mr David Tasker is employed under contract. Mr Tasker's remuneration is an annual salary of $48,000. In the event of Mr Tasker's employment being terminated other than in the case of misconduct, either party must give one month's notice. In addition to the notice period, one month's fee is payable at the date of termination. Alternatively, 2 months fees can be paid in lieu of notice.

Employment Contract – Mr Travis Schwertfeger

Mr Schwertfeger was appointed Chief Executive Officer and Managing Director on 18 January 2012. Mr Schwertfeger is employed under a contract and his remuneration is $208,000 per annum. Mr Schwertfeger resigned from this position on the 18th of November 2014. He was then appointed as a non-executive director and has an annual remuneration of $36,000. In the event of Mr Schwertfeger employment being terminated other than in the case of misconduct, either party must give one month's notice. In addition to the notice period, one month's fee is payable at the date of termination. Alternatively, 2 months fees can be paid in lieu of notice.

Employment Contract – Jane Flegg

Jane Flegg is an employee of OKAP Ventures Pty Ltd and is paid through OKAP's management service agreement with International Goldfields Limited.

There were no other key management personnel of the Group during the financial years ended 30 June 2014 and 30 June 2015. No remuneration is performance related.

The Group pays for Director's Indemnity Insurance. The premium is payable in total and no separate amount is included in the director's remuneration.

Share Based Compensation

No options were issued to Directors and Key Management personnel during the current year. No awards were exercised during the current year.

There were no alterations to the terms and conditions of options granted as remuneration since their grant date. No remuneration options were exercised for the year ended 30 June 2015 (30 June 2014: nil).

Options granted as part of remuneration have been valued using the Black-Scholes option pricing model, which takes account of factors such as the option exercise price, the current level and volatility of the underlying share price and the time to maturity of the option. Options granted under the plan carry no dividend or voting rights.

Interests in the shares and options of the company and related bodies corporate

As at the date of this report, the interests of the directors in the shares of the Company were:

		Ordinary Shares	**Options Over Ordinary Shares**
M Edwards	Non-Executive Chairman	-	-
D Tasker	Non-Executive Director	-	-
T Schwertfeger	Non-Executive Director	305,555	3,500,000

No shares or options were issued or exercised during the year.

Loans from Key Management Personnel

No loans were provided to or received from Key Management Personnel during the year ended 30 June 2015 (2014: Nil).

End of Remuneration Report

Directors’ Meetings

The number of meetings of directors held during the year and the number of meetings attended by each director was as follows:

	Directors’Meetings held	Directors’ Meetings attended
Number of Meetings Held	4	
M Edwards	4	4
D Tasker	4	4
T Schwertfeger	4	4

Corporate Governance

In recognising the need for the highest standards of corporate behaviour and accountability, the directors of IGS support and have adhered to the principles of corporate governance. The Company’s corporate governance statement is contained in the following section of this annual report.

Auditor Independence and Non-Audit Services

Section 370C of the Corporation Act 2001 requires our auditors, Ernst and Young, to provide the directors of the Company with an Independence Declaration in relation to the audit of the financial report. This Independence Declaration is disclosed on page 35 of this report and forms part of this directors’ report for the year ended 30 June 2015.

Non-Audit Services

The Company’s auditors, Ernst and Young, did not provide for any non-audit services during this financial year 2015 (2014: NIL).

Signed in accordance with a resolution of the directors.

Michael Edwards
Chairman

30 September 2015

INTRODUCTION

International Goldfields Limited ("the Company") has made it a priority to adopt systems of control and accountability as the basis for the administration of corporate governance. Some of these policies and procedures are summarised in this statement. Commensurate with the spirit of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations ("**Principles & Recommendations**"), the Company has followed each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. Where, after due consideration, the Company's corporate governance practices depart from a recommendation, the Board has offered full disclosure and reason for the adoption of its own practice, in compliance with the "if not, why not" regime.

1.1. Disclosure of Corporate Governance Practices Summary Statement

	ASX P & R[1]	If not, why not[2]		ASX P & R[1]	If not, why not[2]
Recommendation 1.1	✓		Recommendation 4.2		✓
Recommendation 1.2	✓		Recommendation 4.3	✓	
Recommendation 1.3[3]	n/a	n/a	Recommendation 4.4[3]	n/a	n/a
Recommendation 1.4	✓		Recommendation 5.1	✓	
Recommendation 2.1	✓		Recommendation 5.2[3]	n/a	n/a
Recommendation 2.2		✓	Recommendation 6.1	✓	
Recommendation 2.3	✓		Recommendation 6.2[3]	n/a	n/a
Recommendation 2.4		✓	Recommendation 7.1	✓	
Recommendation 2.5	✓		Recommendation 7.2	✓	
Recommendation 2.6[3]	n/a	n/a	Recommendation 7.3	✓	
Recommendation 3.1	✓		Recommendation 7.4[3]	n/a	n/a
Recommendation 3.2	✓		Recommendation 8.1		✓
Recommendation 3.3[3]	n/a	n/a	Recommendation 8.2	✓	
Recommendation 3.4	n/a	n/a	Recommendation 8.3[3]	n/a	n/a
Recommendation 3.5	n/a	n/a	Recommendation 8.4	n/a	n/a
Recommendation 4.1		✓			

1 Indicates where the Company has followed the Principles & Recommendations.
2 Indicates where the Company has provided "if not, why not" disclosure.
3 Indicates an information based recommendation. Information based recommendations are not adopted or reported against using "if not, why not" disclosure.

1.2. Website Disclosures

Further information about the Company's charters, policies and procedures may be found at the Company's website at www.intgold.com.au, under the section marked Corporate Governance. A list of those disclosed charters, policies and procedures which are referred to in this Corporate Governance Statement, together with the Recommendations to which they relate, are set out below.

Charters	**Recommendation(s)**
Board	1.3
Audit Committee	4.4
Remuneration Committee	8.3
Policies and Procedures	
Process for Performance Evaluation	1.2, 2.5
Diversity Policy	3.2, 3.3
Code of Conduct	3.1
Continuous Disclosure Policy	5.1, 5.2
Shareholder Communications Policy	6.1, 6.2
Risk Oversight and Management Policy	7.1, 7.4

The Company has not established (and therefore has not made publicly available) a formal Nomination Committee Charter, Policy and Procedure for Selection and (Re) Appointment of Directors, or Procedure for Selection, Appointment and Rotation of External Auditor. Where applicable, the Company's "If Not, Why Not" disclosure for each of the Recommendations to which this charter and these policies and procedures relate, is provided below.

Disclosure – Principles & Recommendations

The Company reports below on how it has followed (or otherwise departed from) each of the Principles & Recommendations during the 2014/2015 financial year ("**Reporting Period**").

ESSENTIAL PRINCIPLES OF GOOD CORPORATE GOVERNANCE

2.1 Principle 1: Lay solid foundations for management and oversight

Recommendation 1.1:

Companies should establish the functions reserved to the Board and those delegated to senior executives and disclose those functions.

Disclosure:

The Board and senior management of the Company are committed to acting responsibly, ethically and with high standards of integrity as the Company strives to create shareholder value. The Board accepts responsibility for the overall corporate governance of the Company and has consequently developed and adopted corporate governance practices and policies that have been implemented throughout management and governance.

The Company has established the functions reserved to the Board and has set out these functions in its Board Charter. The Board's primary role is the optimisation of Company performance and protection and enhancement of shareholder value. Its functions and responsibilities includes setting strategic and policy direction, monitoring performance against strategy, identifying principal risks and opportunities and ensuring risk management systems are established and reviewed, approving and monitoring financial reports, capital management, compliance, significant business transactions and investments, appointing senior management and monitoring performance, remuneration, development and succession, adopting procedures to ensure the business of the Company is consistent with Company values, continuous disclosure compliance, ensuring effective shareholder communication, overseeing the Company's commitment to sustainable development and the environment, ensuring the Board remains appropriately skilled, reviewing and approving corporate governance systems and enhancing and protecting the Company's reputation.

The Board is also governed by the Company's constitution, and on appointment each director is provided with a Director's Information Kit, which forms part of the terms of their appointment and contains guides to director's duties and responsibilities, the role of the Board and committees, the Company's constitution and the Company's policies.

The Company has established the functions delegated to senior executives and has set out these functions in its Board Charter. The Board has delegated the authority and responsibility to manage and administer the Company's general operations to its chief executive officer, and its financial operations to its chief financial officer. The Company has in place formal letters of engagement for its senior management, setting out in further detail the responsibilities specifically delegated to them.

The Company has established the functions delegated to senior executives and has set out these functions in its Board Charter. Senior executives are responsible for supporting the chief executive officer and assisting the chief executive officer in implementing the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board.

Recommendation 1.2:

Companies should disclose the process for evaluating the performance of senior executives.

Disclosure:

Evaluation of key executives is carried out by the Board of Directors and comprises ongoing monitoring of management and Company performance, with informal discussions undertaken as required.

Recommendation 1.3:

Companies should provide the information indicated in the "Guide to reporting on Principle 1."

Disclosure:

The Board of Directors evaluate the remuneration of senior executives annually.

Recommendation 1.4:

The Company Secretary of a listed entity should be accountable directly to the Board

Disclosure:

The Company Secretary reports to the Board through the chair on all matters to do with the proper functioning of the Board.

2.2. Principle 2: Structure the Board to add value

Recommendation 2.1:

A majority of the Board should be independent directors.

Disclosure:

The Board of Directors consists of 3 directors, all of which are independent directors, David Tasker, Michael Edwards and Travis Schwertfeger.

Recommendation 2.2:

The Chair should be an independent director.

Notification of Departure:

Mr Edwards is a Non-Executive Director and considered an independent Director.

Recommendation 2.3:

The roles of the Chair and Managing Director should not be exercised by the same individual.

Disclosure:

The company currently does not have a managing director. The company is managed by the board as a whole.

Recommendation 2.4:

The Board should establish a Nomination Committee.

Notification of Departure:

The Company has not established a separate Nomination Committee.

Explanation for Departure:

The Board has not established a separate Nomination Committee as, due to the Company's size, the simplicity of its operations, the Board's size and the cost effectiveness of the Board's current operations, the Board considers such a separate Nomination Committee is not warranted or commercially viable and its functions and responsibilities can be adequately and efficiently discharged by the Board as a whole. The Board assesses the experience, knowledge and expertise of potential directors before any appointment is made.

Items that are usually required to be discussed by a Nomination Committee are marked as separate agenda items at Board meetings when required. The Board deals with any conflicts of interest that may occur when convening in the capacity of Nomination Committee by ensuring the director with conflicting interests is not party to the relevant discussions.

Recommendation 2.5:

Companies should disclose the process for evaluating the performance of the Board, its committees and individual directors.

Disclosure:

The Company has adopted self-evaluation processes to measure Board performance. The performance of all directors is assessed through analysis and review by, and discussion with, the Chair on issues relating to individual directors' attendance at and involvement in Board meetings, interaction with management, performance of allocated tasks and any other matters identified by the Chair or other directors. Evaluation of any Board committees is conducted on a similar basis. Due to the Board's assessment of the effectiveness of these processes, the Board has not formalised qualitative performance indicators to measure individual director’s performance.

The Company aims to facilitate director performance by provision of the Director's Information Kit to directors upon their appointment. New directors are also provided with detailed information relating to Company operations and procedures.

Recommendation 2.6:

Companies should provide the information indicated in the "Guide to reporting on Principle 2."

Disclosure:

Skills, Experience, Expertise and Term of Office of each Director

The composition of the Board has been determined on the basis of providing the Company with the benefit of a broad range of technical, administrative and financial skills, combined with an appropriate level of experience at a senior corporate level. The names and further information regarding the skills, experience, qualifications, relevant expertise and term of office of the directors are set out in the Directors' Report.

Statement concerning availability of Independent Professional Advice

The Company's non-executive directors have the right, at the Company's cost, to seek independent professional advice in carrying out of their duties as directors.

Identification of Independent Directors

Mr Michael Edwards is a non-executive chairman and considered an independent director. Mr David Tasker and Mr Travis Schwertfeger are non-executive directors and are considered independent directors.

Company's Materiality Thresholds

The Company applies the concept of materiality as outlined by the Australian Accounting Standards Board.

Nomination Matters

The full Board carries out the role of the Nomination Committee. The full Board did not officially convene as a Nomination Committee during the Reporting Period; however the Board discusses nominated-related matters from time to time during the year as required.

The explanation for departure set out under Recommendation 2.4 above explains how the functions of the Nomination Committee are performed.

Performance Evaluation

During the Reporting Period the Chair reviewed and evaluated the performance of the Board, individual directors and applicable committees on an ongoing basis in accordance with the process disclosed at Recommendation 2.5.

Selection and (Re) Appointment of Directors

The Company has not established (and therefore has not made publicly available) a formal Policy and Procedure for Selection and (Re) Appointment of Directors.

In determining candidates for the Board, the Nomination Committee (or equivalent) follows a prescribed procedure whereby it considers the balance of independent directors on the Board as well as the skills and qualifications of potential candidates that will best enhance the Board's effectiveness.

The Board recognises that Board renewal is critical to performance and the impact of Board tenure on succession planning. Under the Company's constitution, at every annual general meeting one third of the directors (except the Managing Director) must retire from office and is eligible for re-election at that meeting. The directors to retire must be those who have been longest in office since their last election and, in any event, directors cannot hold office for more than three years without submitting themselves for re-election. Re-appointment of directors is not automatic.

1.3. Principle 3: Promote ethical and responsible decision-making

Recommendation 3.1:

Companies should establish a Code of Conduct and disclose the code or a summary of the code as to the practices necessary to maintain confidence in the company's integrity, the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders and the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.

Disclosure:

The Company has adopted a Code of Conduct setting the standards expected of officers, employees and contractors and demonstrate the Company's commitment to conducting business in an ethical and accountable manner. In essence, officers, employees and contractors are expected to act in good faith with the utmost honesty, integrity, objectivity and fairness, not to act improperly, misleadingly or deceptively or engage in illegal activity, understand and comply with applicable laws and Company policies, avoid conflicts of interest, be professional, responsible and accountable, respect an individual's rights and deal responsibly with the community.

The Board monitors implementation of the Code of Conduct. Breaches are reported by employees or contractors to a supervisor and by management or directors to the Board or the Chair. In addition, the Director's Information Kit provided to each director upon their appointment contains a guide to the duties and responsibilities of directors.

Recommendation 3.2:

Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity for the board to assess annually both the objectives and progress in achieving them.

Disclosure:

The Company has a diversity policy which provides a framework for the Company to achieve:

- a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
- a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- improved employment and career development opportunities for women;
- a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and
- awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity.

Recommendation 3.3:

Companies should disclose in each annual report the measurable objectives for achieving gender diversity set by the board in accordance with the diversity policy and progress towards achieving them.

Disclosure:

The Board is primarily responsible for setting achievable objectives on gender diversity and monitoring the progress of the Company towards them on an annual basis. The Chairman monitors the scope of the policy. The Company is responsible for implementing, monitoring and reporting on measurable objectives. Measurable objectives as set by the Board will be included in the key performance indicators for the Managing Director and senior executives. In addition, the Board will review progress against the objectives as a key performance indicator in its annual performance assessment.

Recommendation 3.4:

Companies should disclose in each annual report the proportion of women employees in the whole organisation, women in senior executive positions and women on the board.

Disclosure:

The proportion of woman employed by the Company is 25%, including our Company Secretary, Jane Flegg. There are no women on the board of directors.

Recommendation 3.5:

Companies should provide the information indicated in the Guide to reporting on Principle 3.

Please refer to the section above marked Website Disclosures.

1.4. Principle 4: Safeguard integrity in financial reporting

Recommendation 4.1:

The Board should establish an Audit Committee.

Notification of Departure:

The Company has not established a separate Audit Committee.

Explanation for Departure:

The Board has not established a separate Audit Committee as, due to the Company's size, the simplicity of its operations, the Board's size and the cost effectiveness of the Board's current operations, the Board considers such a separate Audit Committee is not warranted or commercially viable and its functions and responsibilities can be adequately and efficiently discharged by the Board as a whole. The Board assesses the experience, knowledge and expertise of potential directors before any appointment is made.

Items that are usually required to be discussed by an Audit Committee are marked as separate agenda items at Board meetings when required. The Board deals with any conflicts of interest that may occur when convening in the capacity of the Audit Committee by ensuring the director with conflicting interests is not party to the relevant discussions.

Recommendation 4.2:

The Audit Committee should be structured so that it:

- ***consists only of non-executive directors***
- ***consists of a majority of independent directors***
- ***is chaired by an independent Chair, who is not Chair of the Board***
- ***has at least three members.***

Notification of Departure:

The Company has not established a separate Audit Committee.

Explanation for Departure:

The Board has not established a separate Audit Committee as, due to the Company's size, the simplicity of its operations, the Board's size and the cost effectiveness of the Board's current operations, the Board considers such a separate Audit Committee is not warranted or commercially viable and its functions and responsibilities can be adequately and efficiently discharged by the Board as a whole. The Board assesses the experience, knowledge and expertise of potential directors before any appointment is made.

Items that are usually required to be discussed by an Audit Committee are marked as separate agenda items at Board meetings when required. The Board deals with any conflicts of interest that may occur when convening in the capacity of the Audit Committee by ensuring the director with conflicting interests is not party to the relevant discussions.

Recommendation 4.3:

The Audit Committee should have a formal charter.

Disclosure:

The Company has not established a separate Audit Committee and therefore does not have a formal charter.

Recommendation 4.4:

Companies should provide the information indicated in the "Guide to reporting on Principle 4."

Disclosure:

Details of each of the director's qualifications and attendance at Board meetings held during the reporting period are set out in the Directors' Report. All directors are financially literate and have an understanding of the industry in which the Company operates.

The Company has not established (and therefore has not made publicly available) a formal Procedure for Selection, Appointment and Rotation of the External Auditor.

The performance of the external auditor is reviewed on an ongoing basis by the Board and any changes implemented where the Board considers such changes are required.

1.5. Principle 5: Make timely and balanced disclosure

Recommendation 5.1:

Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.

Disclosure:

The Company has in place a continuous disclosure policy, "A Guide to Disclosure", a copy of which is included in the Director's Information Kit provided to each director upon appointment, and which forms part of the terms of their appointment. A copy of the policy is also provided to all Company officers, employees and agents.

In addition, a list of recent announcements is presented to each Board meeting for discussion, minuting and action, if required. The continuous disclosure policy aims:

- to assess information and co-ordinate the timely disclosure to the ASX;
- provide an audit trail of decisions regarding disclosure; and
- ensure employees, consultants and agents of the Company understand the obligation to bring relevant information to the attention of the Chair.

The Company's continuous disclosure policy is reviewed at least annually. The Company's continuous disclosure obligations are brought to the attention of all officers, employees and agents at least once a year.

Recommendation 5.2:

Companies should provide the information indicated in the "Guide to reporting on Principle 5."

Disclosure:

Please refer to the section above marked Website Disclosures.

1.6. Principle 6: Respect the rights of shareholders

Recommendation 6.1:

Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy.

Disclosure:

The Company has in place a communications policy, a copy of which is included in the Director's Information Kit provided to each director upon appointment. The policy reflects the Company's commitment to dealing fairly, transparently and promptly with shareholders, encouraging and facilitating participation at meetings and dealing promptly with enquiries. The key aspects of the policy are:

- diligent compliance with the Company's disclosure and trading policies;
- ensuring that the external auditors attend the Company's annual general meetings and are available to answer shareholder questions;
- prompt, transparent compliance with statutory reporting and meeting obligations, including detailed and full disclosure in relation thereto; and
- effective use of the Company's website, electronic communication and its share registry to keep shareholders up to date and to deal with enquiries.

The Company's communications policy is reviewed annually.

Recommendation 6.2:

Companies should provide the information indicated in the "Guide to reporting on Principle 6."

Disclosure:

Please refer to the section above marked Website Disclosures.

1.7. Principle 7: Recognise and manage risk

Recommendation 7.1:

Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies.

Disclosure:

The Company has in place a risk oversight and management policy, a copy of which is included in the Director's Information Kit provided to directors upon appointment and which sets out systems for risk oversight, management and internal control.

The key aspects of the Company’s risk management policy are:

- the Board oversees the establishment and implementation of risk management;
- the Board of Directors is delegated the function and responsibility to establish, implement and maintain risk management systems and frameworks; and
- the Company's senior management are delegated the tasks of management of operational risk and the implementation of risk management strategies.

The Board approves risk management systems and reviews them and their implementation annually. The Company's risk profile, assessed and determined on the basis of the Company's businesses in mineral exploration, is reviewed annually. The Board regularly considers risk management at its meetings.

The Company's risk management systems and control frameworks include the Board's ongoing monitoring of management and operational performance, a comprehensive system of budgeting, forecasting and reporting to the Board, regular presentations to the Board by management on the management of risk, approval procedures for significant capital expenditure above threshold levels, the functioning of the Board of Directors, comprehensive written policies on specific activities and corporate governance, regular communication between directors on compliance and risk and consultation and review between the Board and external accountants.

The Board recognises that material risks facing the Company are the more significant areas of uncertainty or exposure to the Company that could adversely affect the achievement of the Company's objectives and successful implementation of its business strategies.

The material risks, both financial and non-financial, facing the Company are as follows:

- protection of the Company's assets;
- maintenance of proper financial and accounting records;
- reliability of financial information;
- compliance with key performance indicators;
- financial markets;
- retaining key personnel; and
- technical risk.

The Board considers these identified material risks as part of its annual risk management review or on an as required basis upon advice from senior management including, where appropriate, as a result of regular interaction with management and other relevant staff.

The Board has resolved to review, formalise and document the management of its material business risks and expects to implement this system by the end of this year. This system is expected to include the preparation of a risk register by management to identify the Company's material business risks and risk management strategies for these risks. In addition, the process of management of material business risks will be allocated to members of senior management. The risk register will be formally reviewed annually and updated, as required.

Recommendation 7.2:

The Board should require management to design and implement the risk management and internal control system to manage the Company's material business risks and report to it on whether those risks are being managed effectively. The Board should disclose that management has reported to it as to the effectiveness of the Company's management of its material business risks.

Disclosure:

The Board has required management to design, implement and maintain risk management and internal control systems to manage the Company's material business risks. The Board also requires management to report to it confirming that those risks are being managed effectively. Further, the Board has received a report from management as to the effectiveness of the Company's management of its material business risks.

Recommendation 7.3:

The Board should disclose whether it has received assurance from the Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

Disclosure:

The Board requires assurance from the Chief Executive Officer (or equivalent) and Chief Financial Officer (or equivalent) that the declaration in relation to section 295A of the Corporations Act is founded in a sound system of risk management and internal control and that the system is operating effectively in all material aspects in relation to financial reporting risks.

Recommendation 7.4:

Companies should provide the information indicated in the "Guide to reporting on Principle 7."

Disclosure:

The Board has received the report from management under Recommendation 7.2.

The Board has received the assurance from the Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) under Recommendation 7.3.

1.8. Principle 8: Remunerate fairly and responsibly

Recommendation 8.1:

The Board should establish a Remuneration Committee.

Notification of Departure:

The Company has not established a separate Remuneration Committee.

Explanation for Departure:

The Board has not established a separate Remuneration Committee as, due to the Company's size, the simplicity of its operations, the Board's size and the cost effectiveness of the Board's current operations, the Board considers such a separate Remuneration Committee is not warranted or commercially viable and its functions and responsibilities can be adequately and efficiently discharged by the Board as a whole. The Board assesses the experience, knowledge and expertise of potential directors before any appointment is made.

Items that are usually required to be discussed by a Remuneration Committee are marked as separate agenda items at Board meetings when required. The Board deals with any conflicts of interest that may occur when convening in the capacity of the Remuneration Committee by ensuring the director with conflicting interests is not party to the relevant discussions.

Recommendation 8.2:

The remuneration committee should be structured so that it consists of a majority of independent directors, is chaired by an independent chair and has at least 3 members.

Disclosure:

The Board has not established a separate Remuneration Committee as, due to the Company's size, the simplicity of its operations, the Board's size and the cost effectiveness of the Board's current operations, the Board considers such a separate Remuneration Committee is not warranted or commercially viable and its functions and responsibilities can be adequately and efficiently discharged by the Board as a whole. The Board assesses the experience, knowledge and expertise of potential directors before any appointment is made.

Items that are usually required to be discussed by a Remuneration Committee are marked as separate agenda items at Board meetings when required. The Board deals with any conflicts of interest that may occur when convening in the capacity of the Remuneration Committee by ensuring the director with conflicting interests is not party to the relevant discussions.

Non-executive directors are remunerated at a fixed fee for time, commitment and responsibilities. Remuneration for non-executive directors is not linked to the performance of the Company. From time to time and where appropriate, the Company issues options to non-executive directors.

Pay and rewards for executive directors and senior executives consists of a base salary and performance incentives. Long term performance incentives may include options granted at the discretion of the Board and subject to obtaining the relevant approvals. Executives are offered a competitive level of base pay at market rates and are reviewed annually to ensure market competitiveness.

Recommendation 8.3:

Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.

Disclosure:

Non-executive directors are remunerated at a fixed fee for time, commitment and responsibilities. Remuneration for non-executive directors is not linked to the performance of the Company. From time to time and where appropriate, the Company issues options to non-executive directors.

Pay and rewards for executive directors and senior executives consists of a base salary and performance incentives. Long term performance incentives may include options granted at the discretion of the Board and subject to obtaining the relevant approvals. Executives are offered a competitive level of base pay at market rates and are reviewed annually to ensure market competitiveness.

Recommendation 8.4:

Companies should provide the information indicated in the "Guide to reporting on Principle 8."

Disclosure:

Details of remuneration, including the Company's policy on remuneration, are contained in the "Remuneration Report" which forms of part of the Directors' Report. The Company's remuneration policies are reflected in the Company's Charter. These policies are to establish competitive remuneration, including performance incentives, consistent with long term development and success, to ensure remuneration is fair and reasonable, taking into account all relevant factors, and within appropriate controls or limits, ensure performance and remuneration are appropriately linked, that all remuneration packages are reviewed annually or on an ongoing basis in accordance with management's remuneration packages and that retirement benefits or termination payments (other than notice periods) will not be provided or agreed other than in exceptional circumstances.

During the Reporting Period the Company did not publicly disclose its policy on prohibiting transactions in associated products which limit the risk of participating in unvested entitlements under any equity based remuneration schemes. However, the Company's position is that such transactions are prohibited.

The Director Information Kit provided to each director upon their appointment includes a statement of the Company's policy on prohibiting transactions in associated products which limit the risk of participating in unvested entitlements under any equity based remuneration schemes. A copy of this statement is included on the Company's website.

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Auditor's independence declaration to the Directors of International Goldfields Limited

In relation to our audit of the consolidated financial report of International Goldfields Limited and its controlled entities for the year ended 30 June 2015, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.

Ernst & Young

G H Meyerowitz
Partner
30 September 2015

Director's Declaration

1. In the opinion of the directors:

   (a) the accompanying financial statements, notes and additional disclosures are in accordance with the *Corporations Act 2001* including:

      (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and its performance for the year then ended; and

      (ii) complying with Accounting Standards (includes the Australian Accounting Interpretations) and Corporations Regulations 2001.

   (b) Subject to the matters disclosed in Note 1 (c), there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

   (c) the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board as disclosed in Note 1(e).

2. This declaration has been made after receiving the declarations required to be made to the directors in accordance with Section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2015.

The declaration is signed in accordance with a resolution of the Board of Directors.

Michael Edwards
Chairman

30 September 2015

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Independent auditor's report to the members of International Goldfields Limited

Report on the financial report

We have audited the accompanying financial report of International Goldfields Limited, which comprises the consolidated statement of financial position as at 30 June 2015, the consolidated statement of profit and loss and other 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 of the consolidated entity comprising 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 controls as the directors determine are necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on conducting the audit in accordance with Australian Auditing Standards. Because of the matters described in the Basis for Disclaimer of Opinion paragraphs, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Independence

In conducting our audit we have complied with the independence requirements of the *Corporations Act 2001*. We have given to the directors of the company a written Auditor's Independence Declaration, a copy of which is included in the directors' report.

Basis for disclaimer of opinion

Going concern

As at 30 June 2015, the consolidated entity had net current liabilities of $3,265,760 and its total liabilities exceeded its total assets by $2,238,812. At the date of this report, the consolidated entity has limited cash resources available and has not secured agreements with its creditors to defer repayment of their debts.

We have been unable to obtain sufficient appropriate audit evidence as to whether the consolidated entity can achieve the matters set out in Note 1 to the financial report and we have therefore been unable to determine whether it is appropriate to prepare the financial statements on a going concern basis.

Carrying value of investment in CIA Mineradora Ouro Paz ("Ouro Paz")

Included in the 30 June 2015 Investment in Joint Venture balance was an amount of $864,448 being a 35% interest in the incorporated joint venture known as Ouro Paz. The audit of Ouro Paz was last undertaken for the year ended 31 December 2013 and we have therefore been unable to obtain audited accounts from that date.

We have therefore been unable to obtain sufficient appropriate audit evidence to support the recoverability of this investment and consequently, we have been unable to determine whether any adjustment to the carrying amount of the investment was necessary.

Loan receivable from Jardin De Invierno S.A. ("Winter Garden transaction")

As detailed in Note 7 to the accounts, included in the 30 June 2015 Non Current Other Receivable balance is an amount of $162,500 receivable from Jardin De Invierno S.A. in relation to the Winter Garden transaction. This amount is repayable to International Goldfields Limited in the event that the Winter Garden transaction is not completed.

We have been unable to obtain sufficient appropriate audit evidence to determine whether the Winter Garden transaction will be completed or to support the recoverability of this receivable and consequently, we have been unable to determine whether any adjustment to the carrying amount of the receivable was necessary.

2015 Profit and loss

Included in the 2014 Non Current Other Receivable balance was an amount of $4,402,592 receivable from Santa Fe Gold Corporation. Our audit report on the financial report of International Goldfields Limited for the year ended 30 June 2014 was qualified on the basis that we were unable to obtain sufficient appropriate audit evidence to support the recoverability of the receivable from Santa Fe Gold Corporation and consequently, we were unable to determine whether any adjustment to the carrying amount of the receivable was necessary.

On 26 August 2015, Santa Fe Gold Corporation filed a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. On this basis, International Goldfields Limited has impaired the entire receivable from Santa Fe Gold Corporation in the current financial year.

As we have been unable to obtain sufficient appropriate audit evidence to determine whether any adjustment to the carrying amount of the receivable from Santa Fe Gold Corporation was necessary as at 30 June 2014, we have been unable to determine whether the impairment of the receivable, which has been recognised through the consolidated statement of profit and loss in the current financial year, should have been, in part or in whole, recognised through the consolidated statement of profit and loss in the prior financial year.

Disclaimer of opinion

Because of the significance of the matters described in the Basis for disclaimer of opinion paragraphs, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly we do not express an opinion on the financial report.

Report on the remuneration report

We have audited the Remuneration Report included within 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.

Opinion

In our opinion, the Remuneration Report of International Goldfields Limited for the year ended 30 June 2015, complies with section 300A of the *Corporations Act 2001*.

Ernst & Young

G H Meyerowitz
Partner
Perth
30 September 2015

Consolidated Statement of Profit and Loss and Other Comprehensive Income

FOR THE YEAR ENDED 30 JUNE 2015

		CONSOLIDATED	
		2015	2014
REVENUES	**Note**	**$**	$
Interest Received	2	**241,646**	301,911
Other Income	2	**72,422**	58,228
EXPENSES			
Employee and consultancy expenses	2	**(333,988)**	(677,755)
Share based payments	12	**(132,415)**	(109,210)
Impairment of exploration expenditure	11	**-**	(238,947)
Public Relation Expenses		**(62,079)**	(77,389)
Acquisition costs	7	**(162,500)**	-
Corporate Expenses		**(898,445)**	(763,603)
Depreciation	2	**(16,750)**	(14,837)
Realised gains on sales of Segue Shares		**181,892**	-
Changes in fair value of financial assets at fair value through profit & loss	8	**287,849**	(375,536)
Share of loss of equity accounted investment	16	**(1,485,369)**	(605,608)
Impairment of investment in associate	16	**(1,243,490)**	-
Loss on disposal of subsidiaries		**-**	(2,307,157)
Impairment expense	9	**(5,472,001)**	(402,696)
Foreign currency (loss)/gain		**129,765**	115,451
Loss before income tax expense		**(8,893,463)**	(5,097,148)
Income tax benefit	3	**-**	-
Loss for the year		**(8,893,463)**	(5,097,148)
Other comprehensive income/(loss)			
Items that may be reclassified subsequently to profit and loss			
- Exchange differences on translation of foreign operations attributable to Parent		**318,819**	1,299,765
Items that may not be reclassified subsequently to profit and loss			
- Exchange differences on translation of foreign operations attributable to Non-Controlling Interest		**(475,144)**	(20,194)
Total comprehensive loss for the period		**(9,049,788)**	(3,817,577)
Loss attributable to:			
Owners of the parent		**(9,100,945)**	(5,207,011)
Minority Interest		**207,482**	109,863
		(8,893,463)	(5,097,148)
Total comprehensive loss for the period attributable to:			
Owner of the parent		**(9,246,623)**	(3,907,246)
Non-controlling interest		**196,835**	89,669
		(9,049,788)	(3,817,577)
Loss per share from continuing operations attributable to the members of the parent			
Basic loss per share (cents per share)	5	**(1.15)**	(0.79)
Diluted loss per share (cents per share)	5	**(1.15)**	(0.79)

The accompanying notes form part of these financial statements.

Statement of Financial Position

AS AT 30 JUNE 2015

	Note	CONSOLIDATED 2015 $	2014 $
Current Assets			
Cash and cash equivalents	6	**1,845**	180,893
Trade and other receivables	7	**103,899**	223,938
Financial assets at fair value through profit and loss	8	**97,483**	1,131,544
Total Current Assets		**203,227**	1,536,375
Non-Current Assets			
Other receivables	9	**-**	4,402,592
Plant and equipment	10	**-**	16,750
Loan Receivable from Winter Garden	7	**162,500**	-
Investment in Joint Venture	16	**864,448**	2,107,938
Total Non-Current Assets		**1,026,948**	6,527,280
Total Assets		**1,230,175**	8,063,655
Current Liabilities			
Trade and other payables	13	**766,519**	456,758
Borrowings	18	**2,674,161**	907,660
Provisions	18	**28,307**	20,676
Total Current Liabilities		**3,468,987**	1,385,094
Total Liabilities		**3,468,987**	1,385,094
(Net Liability)/ Net Assets		**(2,238,812)**	6,678,561
Equity			
Issued capital	14	**89,429,882**	89,297,467
Reserves	14	**4,809,017**	4,490,198
Accumulated losses		**(95,935,206)**	(86,834,261)
Parent entity interest		**(1,696,307)**	6,953,404
Non-controlling interest		**(542,505)**	(274,843)
Total (Deficiency)/ Equity		**(2,238,812)**	6,678,561

The accompanying notes form part of these financial statements.

Statement of Cash Flows

FOR THE YEAR ENDED 30 JUNE 2015

	Note	CONSOLIDATED 2015 $	2014 $
Cash Flows from Operating Activities			
Payments to suppliers and employees		**(507,817)**	(549,382)
Interest received		**1,646**	4,281
Other income		**9,638**	10,228
Interest & other borrowing expenses		**(1,521)**	(20,706)
Net cash used in operating activities	6	**(498,054)**	(555,579)
Cash Flows from Investing Activities			
Exploration and development expenditure		**(781,334)**	(1,056,989)
Proceeds on disposal of plant & equipment		**-**	49,000
Return of restricted cash		**170,085**	116,000
Proceeds on sale of Segue shares		**681,892**	-
Acquisition cost in relation to WG		**(162,500)**	-
Loan to Santa Fe		**-**	(1,250,000)
Aggregate inflow arising from sales of subsidiary		**-**	402,278
Net cash used in investing activities		**(91,857)**	(1,739,711)
Cash Flows from Financing Activities			
Capital raising		**-**	-
Cost of capital raising		**-**	-
Proceeds from borrowings		**738,870**	1,174,946
Repayment of borrowings		**(327,945)**	(200,000)
Cash Flows from / (used in) Financing Activities		**410,925**	974,946
Net decrease in cash and cash equivalents		**(178,986)**	(1,320,344)
Cash and cash equivalents at beginning of year		**180,893**	1,501,237
Effects of exchange rate changes on cash		**(62)**	-
Cash and Cash Equivalents at end of year	6	**1,845**	180,893

The accompanying notes form part of these financial statements.

Statement of Changes in Equity

FOR THE YEAR ENDED 30 JUNE 2015

	Issued Capital	Accumulated Losses	Option Reserve	Foreign Currency Reserve	Non-controlling Interest	Total Equity
CONSOLIDATED	**$**	**$**	**$**	**$**	**$**	**$**
As at 1 July 2013	**89,194,500**	**(81,627,250)**	**4,526,735**	**(1,416,480)**	**(364,512)**	**10,312,993**
Loss for the period	-	(5,207,011)	-	-	109,863	(5,097,148)
Other comprehensive income	-	-	-	1,299,765	(20,194)	1,279,571
Total comprehensive (loss) / income for the period	-	**(5,207,011)**	-	**1,299,765**	**89,669**	**(3,817,577)**
Issue of shares and options	67,967	-	5,968	-	-	**73,935**
Capital Raising costs	-	-	-	-	-	-
Recognition of share-based payments	35,000	-	74,210	-	-	**109,210**
Balance at 30 June 2014	**89,297,467**	**(86,834,261)**	**4,606,913**	**(116,715)**	**(274,843)**	**6,678,561**
Loss for the period	-	(9,100,945)	-	-	207,482	(8,893,463)
Other comprehensive income	-	-	-	318,819	(475,144)	(156,325)
Total comprehensive (loss) / income for the period	-	**(9,100,945)**	-	**318,819**	**(267,662)**	**(9,049,788)**
Issue of shares and options	-	-	-	-	-	-
Capital Raising costs	-	-	-	-	-	-
Recognition of share-based payments	132,415	-	-	-	-	**132,415**
Balance at 30 June 2015	**89,429,882**	**(95,935,206)**	**4,606,913**	**202,104**	**(542,505)**	**(2,238,812)**

The accompanying notes form part of these financial statements.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

(a) Corporate information

International Goldfields Limited ('IGS') (the Parent) is a Company limited by shares incorporated and domiciled in Australia whose shares are publicly traded on the Australian Stock Exchange. IGS shares are also being traded on the Frankfurt Stock Exchange as from this financial year. The Company is a 'for profit entity' and primarily is involved in the exploration, evaluation and exploitation of precious metals. The Company currently has interests in investments in highly prospective gold fields in Brazil. The Company is registered and domiciled in Australia.

(b) Basis of Preparation

The consolidated financial report is a general purpose financial report prepared in accordance with the requirements of the Corporations Act 2001 and applicable Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board.

The consolidated financial report has been prepared on a historical cost basis, except for financial assets at fair value.

(c) Going Concern

The financial statements have been prepared on a going concern basis which contemplates the continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

As at 30 June 2015, the Consolidated Entity had net current liabilities of $3,265,760 (30 June 2014: net current asset of $151,281). The cash balance at 30 June 2015 was $1,845 (30 June 2014: $180,893).

At the date of this report, the directors are satisfied there are reasonable grounds to believe that the Group will be able to continue as a going concern. In forming this view, the directors have considered the Group's current position and funding objectives including the need to raise funds through the issue of equity to meet working capital requirements.

There are a number of inherent uncertainties relating to the completion of the raising of funds, including but not limited to:

i. unfavourable market conditions and regulatory approval processes resulting in difficulty in completing a private placement in the timeframe required; and

ii. unfavourable market conditions resulting in difficulties in raising capital through issue of shares in the time-frame required.

In the event that the above funding options do not result in the receipt of cash in the short term, the Consolidated Entity would need to seek alternative sources of funding to meet its immediate operating obligations.

Should the Consolidated Entity not complete the raising of funds as outlined above, there is significant uncertainty as to whether it would continue as a going concern and therefore whether it would realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in this financial report. This financial report does not include any adjustment relating to the recoverability or classification of recorded asset amounts or to the amounts or classifications of liabilities that might be necessary should the Consolidated Entity not be able to continue as a going concern.

(d) Adoption of new and revised standards

Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year. In the current year, the Group has adopted all of the new and revised Standards and Interpretations issued by the AASB that are relevant to its operations and effective for the current annual reporting period. Details of the impact of the adoption of these new accounting standards are set out in the individual accounting policy notes to follow.

New and revised Standards and amendments thereof and Interpretations effective for the current year that are relevant to the Group include:

- AASB 136 'Impairment of Assets' and AASB 2013-3 'Amendments to Australian Accounting Standards arising from the recoverable amounts for Non-Financial Assets;

The adoption of these new and revised standards has not resulted in any significant changes to the Group's accounting policies or to the amounts reported for the current or prior periods.

New accounting standards and interpretations issued but yet effective

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective have not been adopted by the Group for the annual reporting period ended 30 June 2015. These are outlined in the table overleaf:

<table>
<tr><th>Reference</th><th>Title</th><th>Summary</th><th>Application date of standard*</th><th>Application date for Group*</th></tr>
<tr><td>AASB 9</td><td>Financial Instruments</td><td>
AASB 9 (December 2014) is a new standard which replaces AASB 139. This new version supersedes AASB 9 issued in December 2009 (as amended) and AASB 9 (issued in December 2010) and includes a model for classification and measurement, a single, forward-looking ‘expected loss’ impairment model and a substantially-reformed approach to hedge accounting.

AASB 9 is effective for annual periods beginning on or after 1 January 2018. However, the Standard is available for early adoption. The own credit changes can be early adopted in isolation without otherwise changing the accounting for financial instruments.

Classification and measurement

AASB 9 includes requirements for a simpler approach for classification and measurement of financial assets compared with the requirements of AASB 139. There are also some changes made in relation to financial liabilities.

The main changes are described below.

Financial assets
a. Financial assets that are debt instruments will be classified based on (1) the objective of the entity's business model for managing the financial assets; (2) the characteristics of the contractual cash flows.
b. Allows an irrevocable election on initial recognition to present gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. Dividends in respect of these investments that are a return on investment can be recognised in profit or loss and there is no impairment or recycling on disposal of the instrument.
c. Financial assets can be designated and measured at fair value through profit or loss at initial recognition if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities, or recognising the gains and losses on them, on different bases.
Financial liabilities

Changes introduced by AASB 9 in respect of financial liabilities are limited to the measurement of liabilities designated at fair value through profit or loss (FVPL) using the fair value option.

Where the fair value option is used for financial liabilities, the change in fair value is to be accounted for as follows:
► The change attributable to changes in credit risk are presented in other comprehensive income (OCI)
► The remaining change is presented in profit or loss

AASB 9 also removes the volatility in profit or loss that was caused by changes in the credit risk of liabilities elected to be measured at fair value. This change in accounting means that gains or losses attributable to changes in the entity’s own credit risk would be recognised in OCI. These amounts recognised in OCI are not recycled to profit or loss if the liability is ever repurchased at a discount.

Impairment

The final version of AASB 9 introduces a new expected-loss impairment model that will require more timely recognition of expected credit losses. Specifically, the new Standard requires entities to account for expected credit losses from when financial instruments are first recognised and to recognise full lifetime expected losses on a more timely basis.
</td><td>1 January 2018</td><td>1 July 2018</td></tr>
</table>

		Hedge accounting Amendments to AASB 9 (December 2009 & 2010 editions and AASB 2013-9) issued in December 2013 included the new hedge accounting requirements, including changes to hedge effectiveness testing, treatment of hedging costs, risk components that can be hedged and disclosures. Consequential amendments were also made to other standards as a result of AASB 9, introduced by AASB 2009-11 and superseded by AASB 2010-7, AASB 2010-10 and AASB 2014-1 – Part E. AASB 2014-7 incorporates the consequential amendments arising from the issuance of AASB 9 in Dec 2014. AASB 2014-8 limits the application of the existing versions of AASB 9 (AASB 9 (December 2009) and AASB 9 (December 2010)) from 1 February 2015 and applies to annual reporting periods beginning on after **1 January 2015**.		
AASB 15	Revenue from Contracts with Customers	AASB 15 Revenue from Contracts with Customers replaces the existing revenue recognition standards AASB 111 Construction Contracts, AASB 118 Revenue and related Interpretations (Interpretation 13 Customer Loyalty Programmes, Interpretation 15 Agreements for the Construction of Real Estate, Interpretation 18 Transfers of Assets from Customers, Interpretation 131 Revenue—Barter Transactions Involving Advertising Services and Interpretation 1042 Subscriber Acquisition Costs in the Telecommunications Industry). AASB 15 incorporates the requirements of IFRS 15 Revenue from Contracts with Customers issued by the International Accounting Standards Board (IASB) and developed jointly with the US Financial Accounting Standards Board (FASB). AASB 15 specifies the accounting treatment for revenue arising from contracts with customers (except for contracts within the scope of other accounting standards such as leases or financial instruments).The core principle of AASB 15 is that an entity recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity recognises revenue in accordance with that core principle by applying the following steps: (a) Step 1: Identify the contract(s) with a customer (b) Step 2: Identify the performance obligations in the contract (c) Step 3: Determine the transaction price (d) Step 4: Allocate the transaction price to the performance obligations in the contract (e) Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation Currently, AASB 15 is effective for annual reporting periods commencing on or after 1 January 2017. Early application is permitted. (Note A) AASB 2014-5 incorporates the consequential amendments to a number Australian Accounting Standards (including Interpretations) arising from the issuance of AASB 15.	1 January 2017	1 July 2017
AASB 2014-3	Amendments to Australian Accounting Standards – Accounting for Acquisitions of Interests in Joint Operations [AASB 1 & AASB 11]	AASB 2014-3 amends AASB 11 *Joint Arrangements* to provide guidance on the accounting for acquisitions of interests in joint operations in which the activity constitutes a business. The amendments require: (a) the acquirer of an interest in a joint operation in which the activity constitutes a business, as defined in AASB 3 *Business Combinations*, to apply all of the principles on business combinations accounting in AASB 3 and other Australian Accounting Standards except for those principles that conflict with the guidance in AASB 11; and (b) the acquirer to disclose the information required by AASB 3 and other Australian Accounting Standards for business	1 January 2016	1 July 2016

		combinations. This Standard also makes an editorial correction to AASB 11		
AASB 2014-4	Clarification of Acceptable Methods of Depreciation and Amortisation (Amendments to AASB 116 and AASB 138)	AASB 116 *Property Plant and Equipment* and AASB 138 *Intangible Assets* both establish the principle for the basis of depreciation and amortisation as being the expected pattern of consumption of the future economic benefits of an asset. The IASB has clarified that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The amendment also clarified that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset. This presumption, however, can be rebutted in certain limited circumstances.	1 January 2016	1 July 2016
AASB 2014-9	Amendments to Australian Accounting Standards – Equity Method in Separate Financial Statements	AASB 2014-9 amends AASB 127 Separate Financial Statements, and consequentially amends AASB 1 First-time Adoption of Australian Accounting Standards and AASB 128 Investments in Associates and Joint Ventures, to allow entities to use the equity method of accounting for investments in subsidiaries, joint ventures and associates in their separate financial statements. AASB 2014-9 also makes editorial corrections to AASB 127. AASB 2014-9 applies to annual reporting periods beginning on or after 1 January 2016. Early adoption permitted.	1 January 2016	1 July 2016
AASB 2014-10	Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	AASB 2014-10 amends AASB 10 C*onsolidated Financial Statements* and AASB 128 to address an inconsistency between the requirements in AASB 10 and those in AASB 128 (August 2011), in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require: (a) a full gain or loss to be recognised when a transaction involves a business (whether it is housed in a subsidiary or not); and (b) a partial gain or loss to be recognised when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary. AASB 2014-10 also makes an editorial correction to AASB 10. AASB 2014-10 applies to annual reporting periods beginning on or after 1 January 2016. Early adoption permitted.	1 January 2016	1 July 2016
AASB 2015-2	Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 101	The Standard makes amendments to AASB 101 *Presentation of Financial Statements* arising from the IASB's Disclosure Initiative project. The amendments are designed to further encourage companies to apply professional judgment in determining what information to disclose in the financial statements. For example, the amendments make clear that materiality applies to the whole of financial statements and that the inclusion of immaterial information can inhibit the usefulness of financial disclosures. The amendments also clarify that companies should use professional judgment in determining where and in what order information is presented in the financial disclosures.	1 January 2016	1 July 2016

* Designates the beginning of the applicable annual reporting period unless otherwise stated.
** These IFRS amendments have not yet been adopted by the AASB. In order to claim compliance with IFRS, these amendments should be noted in the financial statements

Except as otherwise outlined above, the impact of the new accounting standards and interpretations issued but not yet effective is yet to be determined.

(e) Statement of Compliance

The financial report was authorised for issue on 30 September 2015

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.

(f) Principles of Consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of the Company as at 30 June 2015 and the results of all subsidiaries for the year then ended.

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Company.

(f) Principles of Consolidation (Continued)

Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are de-consolidated from the date that control ceases. Intercompany transactions and balances, income and expenses and profits and losses between Group companies, are eliminated.

(g) Significant Accounting Judgements, Estimates and Assumptions

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities with the next annual reporting period are:

(i) Share based payment transactions

The group measures the cost of equity settled transactions with employees and suppliers by reference to the fair value of the equity instrument at the date at which they are granted. The fair value is determined by using a Black and Scholes model, using the assumptions detailed in Note 12.

(ii) Impairment

The consolidated entity assesses impairment at each reporting date by evaluating conditions specific to the consolidated entity which may lead to impairment of assets.

(iii) Functional currency translation reserve

Under the Accounting Standards, each entity within the Group is required to determine its functional currency, which is the currency of the primary economic environment in which the entity operates. Management considers its foreign subsidiaries to be foreign operations with the currency of the economies they operate in as the functional currency. In arriving at this determination, management has given priority to the currency that influences the labour, materials and other costs of exploration activities as they consider this to be a primary indicator of the functional currency.

(i) Capitalised exploration and evaluation expenditure

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether the Group decides to exploit the related lease itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale.

(g) Significant Accounting Judgements, Estimates and Assumptions (continued)

(i) Capitalised exploration and evaluation expenditure (continued)

Factors which could impact the future recoverability include the level of proved, probable and inferred mineral resources, future technological changes which could impact the cost of mining, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices.

To the extent that capitalised exploration and evaluation expenditure is determined not to be recoverable in the future, this will reduce profits and net assets in the period in which this determination is made.

In addition, exploration and evaluation expenditure is capitalised if activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves. To the extent that it is determined in the future that this capitalised expenditure should be written off, this will reduce profits and net assets in the period in which this determination is made.

(h) Income Tax

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

No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the Statement of Comprehensive Income except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

(h) Income Tax (Continued)

Deferred income tax assets are recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account, or which may be realised in the future, is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the consolidated entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law. The carrying amount of deferred tax assets is reviewed at each balance date and only recognised to the extent that sufficient future assessable income is expected to be obtained.

The carrying amount of deferred income tax assets is reviewed at each balance date and reduced to the extent that it has become probable that the 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.

(i) Contributed Equity

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.

(j) Plant and Equipment

Plant and equipment are measured on the cost basis less accumulated depreciation and impairment losses.

Subsequent costs are included in the assets 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 group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Comprehensive Income during the financial period in which they are incurred.

Impairment
Carrying values of assets are reviewed at each balance date to determine whether there are any objective indicators of impairment that may indicate the carrying values may not be recoverable in whole or in part.

Where an asset does not generate cash flows that are largely independent it is assigned to cash generating unit and the recoverable amount test applied to the cash generating unit as a whole.

Recoverable amount is determined as the greater of fair value less costs to sell and value in use. The assessment of value in use considers the present value of future cash flows discounted using an appropriate pre-tax discount rate reflecting the current market assessments of the time value of money and risks specific to the asset.

An impairment exists if the carrying value of the asset is determined to be in excess of its recoverable amount, the asset or cash generating unit is written down to its recoverable amount.

Depreciation
The depreciable amount of all fixed assets is depreciated on a straight line basis over their useful lives to the consolidated entity 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	10%

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

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the Statement of Comprehensive Income.

(k) Exploration and Development Expenditure

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that the consolidated entity's rights of tenure to that area of interest are current and that the costs are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an area of interest are written off in full in the Statement of Comprehensive Income in the year when the above criteria do not apply or when the directors assess that the carrying value may exceed the recoverable amount.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Costs of site restoration are provided over the life of the facility from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal, and rehabilitation of the site in accordance with clauses of the mining permits. Such costs have been determined using estimates of future costs, current legal requirements and technology.

Any changes in the estimates for the costs are accounted on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation.

(l) Foreign Currency Transactions and Balances

The functional and presentation currency of International Goldfields Limited is Australian dollars.

Transactions in foreign currencies are initially recorded in the functional currency at the average exchange rates of the reporting period. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance date.

All differences in the consolidated financial report are taken to the Statement of Comprehensive Income with the exception of differences on foreign currency borrowings that provide a hedge against a net investment in a foreign entity. These are taken directly to equity until the disposal of a net investment, at which time they are recognised in the Statement of Comprehensive Income.

Tax charges and credits attributable to exchange differences on those borrowings are also recognised in equity.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date the fair value was determined.

The functional currency of the overseas subsidiaries is Brazilian Real ("BRL"), Great British Pound ("GBP") and Central African Franc ("CFA").

As at the reporting date, the assets and liabilities of these overseas subsidiaries are translated into the presentation currency of IGS at the rate of exchange ruling at the balance date and the Statement of Comprehensive Income are translated at the average rate for the period.

The exchange differences on the retranslation are taken directly to a separate component of equity.

On disposal of a foreign entity, the deferred cumulative amount recognised in equity is recognised in the Statement of Comprehensive Income.

(m) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short term borrowings in current liabilities on the Statement of Financial Position.

(n) Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the consolidated entity and the revenue is capable of being reliably measured.

Interest 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.

Dividend revenue is recognised when the right to receive the payment is established.

All revenue is stated net of the amount of goods and services tax.

(o) Goods and Services Tax ("GST")

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 Taxation 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.

Cash flows are presented in the Statement of Cash Flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(p) Segment Reporting

Operating segments are reported in the manner that is consistent with internal reporting provided by 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 International Goldfields Limited.

(q) 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 and loss, loans and receivables, held-to-maturity investments or available-for-sale investments, as appropriate. The Group determines the classification of its financial assets on initial recognition.

Financial assets at fair value through profit and loss

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

(r) Derecognition of financial assets and financial liabilities

Financial assets

A financial asset is derecognised when the rights to receive cash flows from the asset have expired.

Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

The Group reviews the position of financial assets and liabilities each balance date and makes classification adjustments where required.

(s) Share Based Payment Transactions

Equity settled transactions

The Group provides benefits to directors and employees (including senior executives) of the Group in the form of share based payments, whereby employees 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 of the equity instruments at the date at which they are granted. The fair value is determined using the Black & Scholes model, further details of which are given in Note 12.

In valuing equity settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of IGS (market conditions) if applicable.

The cost of equity settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

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 Group's best estimate of the number of equity instruments that will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The Statement of Comprehensive Income charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If terms of 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 modification that increases the total fair value of the share based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.
If equity settled award is cancelled, it is treated as if it had vested on the date of 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 awards are treated as if they were a modification of the original award, as described in the previous paragraph.

(t) Employee Benefits

Wages, salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave are due to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken, and are measured at the rates paid or payable.

(u) Earnings per share

Basic earnings per share is calculated as net profit attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

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

- costs of servicing equity (other than dividends) and preference share dividends;
- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; 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 element.

(v) Comparative Figures

Certain comparative figures have been adjusted to conform to changes in presentation in the current financial year.

(w) Investment in Joint Venture

The Group's investment in its joint venture is accounted for using the equity method. Under the equity method, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture since the acquisition date.

The statement of profit or loss reflects the Group's share of the results of operations of the joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity.

Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

The aggregate of the Group's share of profit or loss of a joint venture is shown on the face of the statement of profit or loss outside operating profit and represents profit or loss after tax and non-controlling interests in the subsidiaries of the joint venture.

When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value, then recognises the loss as 'Impairment of investment in Associates" in the statement of profit or loss.

Upon loss of significant influence over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the joint venture upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

	CONSOLIDATED	
	2015	2014
	$	$
2. REVENUES AND EXPENSES		
Interest (Include interest receivable from Santa Fe - see note 9)	**241,646**	301,911
	241,646	301,911
Other Income		
Gain on sales of vehicles	**-**	58,228
Royalty from Segue	**7,500**	-
Loan Forgiven from Yorkville	**62,715**	-
Refund from Tenements	**2,207**	-
	72,422	58,228
(b) Depreciation – plant and equipment	**16,750**	14,837
(c) Employment and consultancy expenses		
- wages and fees	**333,988**	677,755
	333,988	677,755
3. INCOME TAX		
(a) Income tax benefit		
Major component of tax benefit for the year:		
Current tax	**-**	-
Deferred tax	**-**	-
	-	-
(b) Reconciliation to Income Tax Expense on Accounting Loss		
The prima facie income tax expense on pre tax accounting loss from operations reconciles to the income tax expense in the financial statements as follows:		
Accounting loss before income tax	**(8,893,463)**	(5,097,148)
Tax payable at the statutory income tax rate 30%	**(2,668,039)**	(1,529,144)
(c) Non Deductible Expenses		
Non-deductible option expense	**-**	34,553
Impairment of exploration / goodwill	**-**	-
Entertainment expenses	**1,754**	540
International travel expenses	**6,217**	881
Tax losses and timing differences not recognised	**2,588,268**	61,400
Cost in respect of foreign operations	**125,519**	1,198,847
Other non-deductible expense	**(53,719)**	-
Income tax benefit	**-**	-

	CONSOLIDATED	
	2015	2014
	$	$
3. INCOME TAX (continued)		
The following deferred tax balances have not been brought to account:		
Deferred Tax Liabilities		
Capitalised exploration and evaluation expenditure	**-**	-
Accrued interest receivable	**-**	-
Offset by deferred tax assets	**-**	-
Deferred tax liability recognised	**-**	-
Assets		
Accrued expenses	**(2,103,685)**	139,673
Losses available to offset against future taxable income	**17,414,849**	9,390,943
Capital losses	**(274,167)**	4,648,968
Deferred tax assets offset against deferred tax liabilities	**-**	-
Deferred tax assets not brought to account as realisation is not regarded as probable	**(15,036,997)**	(14,179,584)
Deferred tax asset recognised	**-**	-
(d) Unused tax losses		
Unused tax losses – revenue	**32,982,642**	31,768,719
Unused tax losses – capital	**17,414,849**	15,496,560
Potential tax benefit not recognised at 30%	**(15,036,997)**	(14,179,584)

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, and

(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.

Tax Consolidation

International Goldfields Limited and its 100% owned Australian resident subsidiaries formed a tax consolidation group with effect from 1 July 2003. IGS is the head entity of the tax consolidated group. Members of the group have entered into a tax funding and sharing arrangement in order to allocate income tax expense to the wholly owned subsidiaries on a pro rata basis. In addition the agreement provides for the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations. At the balance date, the possibility of default is remote. The group has applied the group allocation approach in determining the appropriate amount of current taxes to allocate to members of the tax consolidated group.

The allocation of taxes under the tax funding agreement is recognised as an increase/decrease in the subsidiaries' intercompany accounts with the tax consolidated group head company, IGS. The difference between the current tax amount that is allocated under the tax funding agreement and the amount that is allocated under the allocation method is recognised as an equity contribution/distribution.

4. SEGMENT REPORTING

The Group has identified its operating segments based on internal reports that are reviewed and used by the executive management team in assessing performance and in determining the allocation of resources. During the period, the Group operated predominantly in one business segment being the gold exploration sector. The financial results from this segment are equivalent to the financial statements of the Group as a whole. Total revenue earned by the Group is generated in Australia. The following presents the non-current assets by geographic regions.

	CONSOLIDATED	
	2015	2014
	$	$
Geographic information – non-current assets		
Australia	**-**	4,419,342
Brazil	**864,448**	2,107,938
Total non-current assets	**864,448**	6,527,280

	CONSOLIDATED	
	2015	2014
	Cents per Share	Cents per Share
5. LOSS PER SHARE		
Basic / diluted loss per share	**(1.15)**	(0.91)
	$	$
Loss used in calculation of total basic / diluted earnings per share	**(9,100,945)**	(5,207,011)
Weighted average number of ordinary shares for the purposes of basic / diluted earnings per share	**770,389,814**	649,016,096
Effect of dilution:		
- share options	**-**	-
Weighted average number of ordinary shares adjusted for the effect of dilution	**770,389,814**	649,016,096

There have been no transactions involving ordinary shares or potential ordinary shares that would significantly change the number of ordinary shares or potential ordinary shares outstanding between the reporting date and the date of completion of these financial statements. All options are out of the money and therefore not dilutive.

	CONSOLIDATED	
	2015	2014
	$	$
6. CASH AND CASH EQUIVALENTS		
Cash at bank	**1,845**	180,893
Term deposits	**-**	-
	1,845	180,893

Cash at bank earns interest at floating rates based on daily bank deposit rates and are with financial institutions with a credit rating of A or higher.

6. CASH AND CASH EQUIVALENTS (continued)

	CONSOLIDATED	
	2015	2014
	$	$
(i) Reconciliation of Loss for the Year to Net Cash Flows (used in) / from Operating Activities		
Loss for the year	**(8,893,463)**	(5,097,148)
Depreciation of assets	**16,750**	14,837
Impairment in Associates and equity accounting losses	**2,728,915**	238,947
Impairment of investment and loan in Santa Fe	**5,472,001**	-
Share based payments	**132,415**	109,210
Loss/(Gain) on financial assets at fair value through profit or loss	**(287,849)**	375,536
Unrealised foreign exchange loss/(gain)	**129,821**	115,451
Other income	**72,422**	-
Decrease / (increase) in assets:		
– current receivables	**120,039**	637,711
– Non-current receivables	**(402,495)**	1,758,851
(Decrease) / increase in liabilities:		
– Current payables	**413,390**	1,291,026
Cash flow used in operating activities	**(498,054)**	(555,579)

7. CURRENT TRADE AND OTHER RECEIVABLES

	$	$
Loan Receivable	**78,916**	-
GST recoverable	**24,983**	18,350
Restricted cash (i)	**-**	205,588
	103,899	223,938

Trade receivables are non-interest bearing and are generally on 30 day terms. All trade and other receivables are current. Given the short term nature of trade and other receivables, the carrying value is equal to the fair value.

NON CURRENT ASSETS

	$	$
Loan Receivable from Winter Garden	**162,500**	-
	162,500	-

As part of the Winter Garden Deal, IGS had to make an initial payment of $325,000. The first payment of $162,500 has been accounted for as acquisition cost in the Statement of Comprehensive Income. The 2nd payment made was for $129,179 cash payment. This is a refundable loan at 0% interest if the Winter Garden deal does not go through. The final payment of $33,321 has been paid in August 2015. It is currently accounted for as a liability in the balance sheet.

8. FINANCIAL ASSETS

	CONSOLIDATED	
	2015	2014
	$	$
Opening balance listed shares	**1,131,544**	490,584
Disposal of CFE shares	**-**	(322,535)
Receipt of Segue Shares in relation to sales of Plumridge	**7,500**	400,000
Receipt of Santa Fe shares to settle $1.25M loan	**-**	939,031
Disposal of Segue Shares	**(500,000)**	
Impairment of Santa Fe shares, IPL shares and Central Asia Shares	**(829,410)**	
Revaluation of shares	**287,849**	(375,536)
Listed shares	**97,483**	1,131,544

Financial assets comprise listed investments in the ordinary share capital of various entities. The fair value of financial assets has been determined directly by reference to published price quotation in an active market (level 1 fair value hierarchy). All of these financial assets were purchased and sold on market.

	CONSOLIDATED	
	2015	2014
9. NON CURRENT RECEIVABLES	**$**	$
Loan Santa Fe including interest receivable at start of FY	4,402,592	4,204,328
Interest Receivable accrued during the year	240,000	198,264
Impairment of Loan Santa Fe	(4,642,592)	-
	-	4,402,592

The Loan receivable as well as accrued interest receivable from Santa Fe has been fully impaired.

	CONSOLIDATED	
	2015	2014
IMPAIRMENT EXPENSE	**$**	$
Impairment of Loan Santa Fe	(4,642,592)	-
Impairment of Investment in Santa Fe	(798,056)	-
Impairment of Investment in International Petroleum	(30,000)	-
Impairment of investment in Central Asia	(1,353)	-
Impairment Expense for the financial year	(5,472,001)	-

	CONSOLIDATED	
	2015	2014
10. PLANT AND EQUIPMENT	**$**	$
Cost	**103,895**	103,895
Accumulated depreciation and impairment	**(103,895)**	(87,145)
Net carrying amount	-	16,750
Plant and Equipment		
At beginning of year, net of accumulated depreciation and impairment	**16,750**	34,261
Additions	-	-
Disposals/ Write off of PPE	-	(2,674)
Exchange adjustment		
Depreciation charge for the year	**(16,750)**	(14,837)
At end of year, net of accumulated depreciation and impairment	-	16,750

	CONSOLIDATED	
	2015	2014
11. DEFERRED EXPLORATION EXPENDITURE	**$**	$
Explorations and Evaluation Phases		
Cost	-	4,403,964
Allowance for impairment	-	(4,403,964)
Net carrying amount	**-**	-
At beginning of year, net of allowance for impairment	-	1,826,285
Transferred as consideration for equity accounted investment	-	-
Direct expenditure	-	323,899
Impairment loss	-	(238,947)
Divestment of exploration assets	-	(1,911,237)
Foreign exchange adjustments	-	-
Total	-	-

The group disposed all of its subsidiaries and exploration investments in the financial year 2014.

12. SHARE BASED PAYMENT PLAN

a) Recognised share based payment transactions

Share based payment transactions recognised either as operation expenses in the statement of comprehensive income or cost of business acquisition during the year were as follows:

	CONSOLIDATED	
	2015	2014
	$	$
Operating expenses		
Employees share based payment	-	-
Facility Fee settled in shares & options	**132,415**	94,360
Advisory Fee settled in options	-	14,850
	132,415	109,210

12. SHARE BASED PAYMENT PLAN (continued)

b) Share based payment

The Group issues options as part of the remuneration incentives to its executive officers, consultants and employees.

Grant Date	Expiry date	Exercise price	Balance at start of the year	Granted during the year	Exercised during the year	Expired / forfeited during the year	Balance at end of the year	Exercisable at end of the year
			Number	Number	Number	Number	Number	Number
7/10/2011	31/12/2015	$0.08	6,500,000	-	-	-	6,500,000	6,500,000
25/11/2011	31/12/2015	$0.08	7,500,000	-	-	-	7,500,000	7,500,000
11/10/2013	30/09/2016	$0.01	37,100,000	-	-	-	37,100,000	37,100,000
26/06/2014	30/06/2017	$0.03	14,850,640	-	-	-	14,850,640	14,850,640
			65,950,640	**-**	**-**	**-**	**65,950,640**	**65,950,640**

Weighted remaining contractual life (yrs)	1.82				0.75	0.75
Weighted average exercise price	$0.12	-	-	-	$0.12	$0.12

The table below summaries options granted during the prior year:

Grant Date	Expiry date	Exercise price	Balance at start of the year	Granted during the year	Exercised during the year	Expired / forfeited during the year	Balance at end of the year	Exercisable at end of the year
			Number	Number	Number	Number	Number	Number
12/07/2010	31/12/2013	$0.20	1,000,000	-	-	(1,000,000)	-	-
26/11/2010	31/12/2013	$0.20	6,250,000	-	-	(6,250,000)	-	-
7/10/2011	31/12/2015	$0.08	6,500,000	-	-	-	6,500,000	6,500,000
25/11/2011	31/12/2015	$0.08	7,500,000	-	-	-	7,500,000	7,500,000
11/10/2013	30/09/2016	$0.01	-	37,100,000	-	-	37,100,000	37,100,000
26/06/2014	30/06/2017	$0.03	-	14,850,640	-	-	14,850,640	14,850,640
			21,250,000	**51,950,640**	**-**	**(7,250,000)**	**65,950,640**	**65,950,640**

Weighted remaining contractual life (yrs)	2.82				1.82	1.82
Weighted average exercise price	$0.12	-	-	-	$0.12	$0.12

c) Option valuation

The fair value at grant date of options granted during the reporting period was determined using the Black Scholes option pricing model that takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share and the risk free interest rate for the term of the option.

Options were not issued during the financial year (2014:51,950,640).

The following table lists the inputs to the models used when granting options during the year ended 30 June 2014:

	-	**26 June 14**
Expected volatility (%)	-	75.00%
Risk-free interest rate (%)	-	2.50%
Expected life of option (years)	-	3
Exercise price (cents)	-	0.03
Grant date share price (cents)	-	0.02

		CONSOLIDATED	
		2015	2014
	Note	**$'000s**	$'000s
13. TRADE AND OTHER PAYABLES			
Trade payables	(i)	**591,142**	336,312
Other creditors		**175,377**	120,446
		766,519	456,758

(i) Trade payables and other creditors are non-interest bearing and are normally settled on 30 day terms.

Given the short term nature of trade and other payables, the carrying value is equal to the fair value.

	CONSOLIDATED	
	2015	2014
	$	$
14. CONTRIBUTED EQUITY AND RESERVES		
Issued capital	**89,429,882**	89,297,467

Fully paid ordinary shares carry one vote per share and carry the right to dividends.

	No.	**$'000s**
Movement in ordinary shares on issue:		
At 1 July 2013	**638,187,055**	89,194,500
Shares issued during the year	33,482,500	102,967
At 30 June 2014	**671,669,555**	**89,297,467**
Shares issued during the year	142,872,901	132,415
At 30 June 2015	**814,542,456**	**89,429,882**

	Option Reserve	**Foreign Currency Translation Reserve**	**Total**
Reserves – Consolidated	**$'000s**	**$'000s**	**$'000s**
At 30 June 2013	4,526,735	(1,416,480)	3,110,255
Share-based payments – Facility Fee on loan	59,360	-	59,360
Share-based payments – Legal fees settled	5,968	-	5,968
Share-based payments – Advisory fee settled	14,850	-	14,850
Foreign currency translation	-	1,299,765	1,299,765
At 30 June 2014	**4,606,913**	**(116,715)**	**4,490,198**
Foreign currency translation	-	318,819	318,819
At 30 June 2015	**4,606,913**	**202,104**	**4,809,017**

Refer to the Statement of Changes in Equity for a reconciliation of movements in accumulated losses and non-controlling interest.

Nature and Purpose of Reserves

Option reserve

This reserve is used to record the value of equity benefits provided to directors, employees and external service providers as part of their fees and remuneration.

Nature and Purpose of Reserves

Foreign currency translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

Capital Management

The Group's capital comprises share capital, reserves less accumulated losses amounting to -$2,238,812 at 30 June 2015 (2014: $6,678,561).

Management controls the capital of the Group in order to maximise the return to shareholders and ensure that the Group can fund its operations and continue as a going concern. Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of expenditure and debt levels, distributions to shareholders and share and option issues.

There have been no changes in the strategy adopted by management to control the capital of the Group since the prior period.

15. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and short term deposits, receivables, financial assets at fair value through profit and loss, other financial assets and payables.

The Group manages its exposure to key financial risks in accordance with its risk management policy with the objective to ensure that the financial risks inherent in exploration activities are identified and managed accordingly.

The main financial risks that arise in the normal course of business for the Group's financial instruments are foreign currency risk, interest rate risk, credit risk, equity price risk and liquidity risk. Management employs different methods to measure and mitigate the different risks to which the Group is exposed. These include monitoring exposure to foreign exchange risk and assessments of market forecast for interest rate, foreign exchange, equity prices and commodity prices. Liquidity risk is managed by development of rolling budgets and forecasts.

Primary responsibility for identification and control of financial risks lies with the Managing Director and Chief Financial Officer, under the authority of the Board. The Board is abreast of these risks and agrees any policies that may be implemented to manage the risks identified.

The following table outlines the Group's financial instruments and provides an ageing analysis:

	Current	90 – 120 Days	120 – 180 Days	180 + Days	Total
30 June 2015					
Financial assets					
Cash and cash equivalents	1,845	-	-	-	**1,845**
Trade and other receivables	103,899	-	-	-	**103,899**
Term deposits secured funds held for bank guarantee	-	-	-	-	**-**
Financial assets at fair value through profit and loss	97,483	-	-	-	**97,483**
Financial liabilities					
Trade and other payables	331,269	225,250	20,000	190,000	**766,519**
Loans and borrowings	2,674,161	-	-	-	**2,674,161**
Net Maturity	**(2,802,203)**	**(225,250)**	**(20,000)**	**(190,000)**	**(3,237,453)**

	Current	90 – 120 Days	120 – 180 Days	180 + Days	Total
30 June 2014					
Financial assets					
Cash and cash equivalents	180,893	-	-	-	**180,893**
Trade and other receivables	18,350	-	-	-	**18,350**
Term deposits secured funds held for bank guarantee	205,588	-	-	-	**205,588**
Financial assets at fair value through profit and loss	1,131,544	-	-	-	**1,131,544**
Financial liabilities					
Trade and other payables	456,758	-	-	-	**456,758**
Loans and borrowings	907,660	-	-	-	**907,660**
Net Maturity	171,957	**-**	**-**	**-**	**171,957**

Foreign currency risk

Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the entity's functional currency.

The Group is exposed to US dollar (USD) foreign exchange risk as a result of its term deposits in USD. The Group does not enter in to any financial arrangements to mitigate the exposure to foreign currencies. The carrying amount of the Group's foreign currency denominated monetary assets and liabilities at balance date is as follows:

	2015	2014
	$	$
Cash balances denominated in USD:	**313**	2,321

The effect on the statement of comprehensive income due to reasonably possible change in market factors, as represented by movement in exchange rate, which all other variable held constant is indicated in the table below:

	Effect on Post Tax Earnings		**Impact on Other Comprehensive Income**	
	Increase/(Decrease)		**Increase/(Decrease)**	
	2015	2014	**2015**	2014
	$	$	**$**	$'
Consolidated				
USD/AUD 5%	**(16)**	**(109)**	**-**	-
USD/AUD -5%	**16**	**109**	**-**	-

The sensitivity analysis is based on reasonably possible changes expected over the following financial year using general economic and financial forecasts.

15. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

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.

The Group's exposure to market risk for changes to interest rate risk relates primarily to its earnings on cash and term deposits. The Group manages the risk by investing in short term deposits.

	Consolidated	
	2015	2014
	$	$
Cash balances and term deposits	**1,845**	**180,893**

Interest rate sensitivity

The following table demonstrates the sensitivity of the Group's Consolidated Statement of Profit or Loss and Other Comprehensive Income to a reasonably possible change in interest rates, with all other variables constant.

	Effect on Post Tax Losses		Impact on Other Comprehensive Income	
	Increase/(Decrease)		Increase/(Decrease)	
	2015	2014	**2015**	2014
	$	$	**$**	$
Increase 25 basis points	**5**	**452**	-	-
Decrease 25 basis points	**(5)**	**(452)**	-	-

A sensitivity of 50 basis points has been used as this is considered reasonable given the current level of both short term and long term Australian Dollar interest rates. The change in basis points is derived from a review of historical movements and management's judgement of future trends. The analysis was performed on the same basis in 2014.

Credit risk

The consolidated entity's maximum exposures to credit risk at reporting date in relation to each class of recognised financial assets is the carrying amount of those assets as indicated in the Statement of Financial Position. The maximum credit risk exposure does not take into account the value of any collateral or other security held, in the event other entities/parties fail to perform their obligations under the financial instruments in question. Term deposits are with financial institutions with a credit rating of A or higher.

Equity price risk

Price risk is the risk that the fair value of investment in equities decrease or increase as a result of changes in market prices.

The Group is exposed to equity price risks arising from financial assets fair value through profit and loss. To manage its price risk arising from investments in equity securities, the Group diversifies its portfolio.

The sensitivity analyses below have been determined based on the exposure to equity price risks at the balance date and on reasonably possible changes expected over the following financial year using general economic and financial forecasts.

At balance date, if the equity prices had been 5% higher or lower, net profit would increase by $4,874 and decrease by $4.874 (2014: increase and decrease by $56,577). The value of financial assets at fair value through profit and loss would also be adjusted.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The liquidity position of the Group is managed to ensure sufficient liquid funds are available to meet all financial commitments in a timely and cost efficient manner. The Chief Executive Officer and the Financial Officer constantly reviews the liquid position including cash flow forecasts to determine the forecast cash position and maintain appropriate liquidity levels.

16. INVESTMENT IN A JOINT VENTURE

The Ouro Paz Gold Project is located in the state of Mato Grosso, Brazil, held in Joint Venture (Ouro Paz JV) with Brazil-based operator Biogold Investment Fund where IGS holds an effective 33% interest. The Ouro Paz Gold Project is host to a maiden Mineral Resource Estimation (MRE) of 3.4M tonne Measured & Indicated Resource averaging 2.55g/t gold, and a 5.1M tonne Inferred resource averaging 2.48g/t gold for a total of 690,000oz Au of contained metal.

The Group has accounted for the investment in the jointly controlled entity using the equity method.

	Consolidated	
	2015	2014
	$	$
Current assets	**89,066**	602,626
Non-current assets	**5,729,271**	5,547,578
Total assets	**5,818,337**	6,150,204
Current liabilities	**(357,229)**	139,671
Non-current liabilities	**-**	119
Total liabilities	**(357,229)**	139,790
Net assets	**5,461,108**	6,010,414
Income	**-**	-
Expenses	**(1,856,554)**	(1,856,554)
Profit / (loss)	**(1,856,554)**	(1,856,554)
Group share of net assets	**864,448**	2,107,938
Group share of profit / (loss)	**(1,485,369)**	(605,608)

IMPAIRMENT OF INVESMENT IN ASSOCIATES

	CONSOLIDATED	
	2015	2014
	$	$
Opening Balance of investment in JV	**2,107,938**	2,107,938
Cash Calls made during the year	**1,485,369**	605,608
Expensed Exploration expenditures	**(1,485,369)**	(605,608)
Impairment of Investment	**(1,243,490)**	-
Foreign Exchange	**-**	-
Closing balance of the Investment in JV	**864,448**	2,107,938

The investment has been impaired to the Group's share of the Joint Ventures net assets based on the last available information being 31 December 2013.

The share of loss in the JV is equal to the cash calls payment made during the year.

No contingent liabilities or capital commitments exist at 30 June 2015.

17. RELATED PARTY DISCLOSURE

The consolidated financial statements include the financial statements of IGS and the subsidiaries listed in the following table:

	Country of Incorporation	% Equity Interest 2015	2014
Latin Gold Limited	United Kingdom	**93**	**93**

18. BORROWINGS AND PROVISIONS

	Consolidated 2015 $	2014 $
CURRENT		
Working Capital Facility (a)	**22,870**	44,946
Unsecured Loan (b)	**222,803**	200,000
Unsecured Loan (c)	**350,000**	350,000
Secured Loan	**-**	312,714
Unsecured Loan (d)	**211,413**	-
Placement (e)	**733,172**	-
Loan Ouro Paz (f)	**1,100,582**	-
Fee Payable to WG (g)	**33,321**	-
	2,674,161	907,660

	Consolidated 2015	2014
CURRENT	**$**	$
Provision for annual leave (h)	**18,430**	**20,676**
Provision for lease liability (i)	**9,877**	**-**
	28,307	**20,676**

(a) IGS entered into a loan agreement in April 2015 to fund short term working capital. The loan was non-interest bearing and had been fully repaid in August 2015.

(b) IGS entered into a loan agreement in May 2014 for an amount of $200,000. The loan is interest bearing at 10% and matured in March 2015. The directors are currently negotiating an extension.

(c) IGS entered into a loan agreement in September 2013 for an amount of $350,000. The interest on the loan is at 12% per annum and matured in March 2015. The directors are currently negotiating an extension.

(d) The company entered into a loan agreement in May 2015 for an amount of USD$160,000. The loan is interest bearing at 10% and matured in June 2015.

(e) The company did a placement in April 2015 and raised $733,172. This placement carries an interest of 12% and will be converted to shares subject to shareholders approval.

(f) Ouro Paz Cia Mineradora has agreed to fund the December 14, March 15 and June 15 quarter cash call on behalf of Latin Gold. The amount advanced was USD$790,000. The interest on the funds advanced is 18% per annum, accruing daily. The company has the option of repaying the debt or diluting its share in the joint venture.

(g) The $33,321 is relates to WG. It is part of the deposit of $325,000 that IGS agreed upon in April. As of August 2015, this has been paid.

(h) The provision for annual leave relates to accrued annual leave for Mr Travis Schwertfeger for the year 2015.

(i) The lease liability relates to the Oxford Leederville rent.

19. COMMITMENTS AND CONTINGENCIES

There are no contingent liabilities for the year ended 30 June 2015(2014: nil).

20. PARENT ENTITY DISCLOSURES

Financial position

	2015	2014
Assets	**$**	$
Current Assets	**202,844**	1,534,055
Non-current Assets	**162,500**	18,032,113
Total assets	**365,344**	19,566,168
Liabilities		
Current liabilities	**2,359,929**	1,064,933
Total liabilities	**2,359,929**	1, 064,933
(Net liabilities) / Net assets	**(1,994,585)**	18,501,235
Equity		
Issued capital	**89,429,882**	89,297,465
Share-based payments reserve	**4,606,913**	4,606,913
Accumulated losses	**(96,031,380)**	(75,403,143)
Total (Deficiency)/ Equity	**(1,994,585)**	18,501,235

Financial performance

Loss for the year	**(15,495,912)**	(8,005,100)
Other comprehensive income/(loss)	**-**	-
Total comprehensive income/ (loss)	**(15,495,912)**	(8,005,100)

The parent entity has no contingent liabilities for the year ended 30 June 2015(2014: nil).

21. EVENTS AFTER THE BALANCE DATE

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years other than:-

On 13 August 2015 IGS announced that that it had successfully completed due diligence on Winter Garden and its associated assets. Since that time the company has been finalising the Share Sale agreements and other regulatory filings associated with this transaction.

On 26 August 2015 IGS announced that Santa Fe Gold Corporation and three affiliates filed voluntary chapter 11 cases pursuant to the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. The Company has been appointed to a committee of unsecured creditors and will work with the other members of the committee to maximize the recovery to unsecured creditors and to achieve an outcome that is in the best interests of the creditors.

22. AUDITORS' REMUNERATION

The auditors of IGS for the year ended 30 June 2015 and 30 June 2014 are Ernst and Young.

	CONSOLIDATED	
	2015	2014
	$	$
An audit or review of the financial report of the entity and any other entity in the consolidated entity	**66,030**	29,745
UK & Brazil audits	**17,538**	30,454
	83,568	60,199

23. KEY MANAGEMENT PERSONNEL

Details of Remuneration

Details of the remuneration for each director of the consolidated entity during the year are as follow:

Key Management Personnel Compensation

The key management personnel during the year were:

M Edwards	Non-Executive Chairman
D Tasker	Non-Executive Director
T Schwertfeger	Non- Executive Director (resigned as managing director in Nov 14)
J Flegg	Chief Financial Officer/ Company Secretary (see note below)

	CONSOLIDATED	
	2015	2014
Key Management Personnel	**$**	$
Short-term	**204,112**	292,324
Post-employment & Long term benefits	**7,268**	19,269
Share based payment	**-**	-
Termination payment	**-**	-
	211,380	311,593

Okap Ventures works towards the provision of strategic and corporate advisory, capital raising, company secretarial, financial management, investor and public relations and associated services in fully serviced offices in both Perth and London. Jane Flegg is an employee of Okap ventures and does not receive any remuneration from IGS.

	CONSOLIDATED	
	2015	2014
	$	$
Corporate Management Fees		
Okap Ventures	**375,000**	215,000
	375,000	215,000

SCHEDULE OF MINING TENEMENTS

Tenement ID	Location	Interest Held at end of FY
866006/2005	Mato Grosso, Brazil	33%
866127/2005	Mato Grosso, Brazil	33%
866187/2005	Mato Grosso, Brazil	33%
866240/2005	Mato Grosso, Brazil	33%
866267/2005	Mato Grosso, Brazil	33%
866286/2005	Mato Grosso, Brazil	33%
866294/2005	Mato Grosso, Brazil	33%
866322/2005	Mato Grosso, Brazil	33%
866338/2005	Mato Grosso, Brazil	33%
866349/2011	Mato Grosso, Brazil	33%
866353/2003	Mato Grosso, Brazil	33%
866357/2005	Mato Grosso, Brazil	33%
866377/2005	Mato Grosso, Brazil	33%
866398/2005	Mato Grosso, Brazil	33%
866407/2005	Mato Grosso, Brazil	33%
866429/2004	Mato Grosso, Brazil	33%
866435/2005	Mato Grosso, Brazil	33%
866447/2005	Mato Grosso, Brazil	33%
866475/2005	Mato Grosso, Brazil	33%
866633/2009	Mato Grosso, Brazil	33%
866655/2008	Mato Grosso, Brazil	33%
866668/2012	Mato Grosso, Brazil	33%
866673/2005	Mato Grosso, Brazil	33%
866688/2009	Mato Grosso, Brazil	33%
866742/2013	Mato Grosso, Brazil	33%
867121/2012	Mato Grosso, Brazil	33%
867122/2012	Mato Grosso, Brazil	33%
867123/2012	Mato Grosso, Brazil	33%
867124/2012	Mato Grosso, Brazil	33%
867125/2012	Mato Grosso, Brazil	33%
867126/2012	Mato Grosso, Brazil	33%
867128/2012	Mato Grosso, Brazil	33%
867129/2012	Mato Grosso, Brazil	33%
867130/2012	Mato Grosso, Brazil	33%
867142/2012	Mato Grosso, Brazil	33%
867143/2012	Mato Grosso, Brazil	33%
867144/2012	Mato Grosso, Brazil	33%
867145/2012	Mato Grosso, Brazil	33%
867148/2012	Mato Grosso, Brazil	33%

Additional ASX Information

FOR THE YEAR ENDED 30 JUNE 2015

Additional information required by the Australian Securities Exchange Limited and not shown elsewhere in this report is as follows. The information is current as at 22 October 2015.

(a) Distribution of Equity Securities

The number of shareholders by size of holding in each class of share are:

	Listed Ordinary Shares	
	Number of Holders	**Number of Shares**
1 - 1,000	40	14,197
1,001 - 5,000	79	293,625
5,001 - 10,000	158	1,392,869
10,001 - 100,000	473	21,801,598
100,001 – and over	565	791,040,167
TOTAL	**1,315**	**814,542,456**

(b) Twenty Largest Shareholders

The names of the twenty largest holders of quoted shares are:

		Listed Ordinary Shares	
		Number of Shares	**Percentage of Shares**
1	PERSHING AUSTRALIA NOMINEES PTY LTD <INDIAN OCEAN A/C>	83,086,496	10.2
2	BOONYIN INVESTMENTS PTY LIMITED	63,600,000	7.81
3	MR MICHAEL DESLAURIERS	24,400,000	3
4	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	23,352,854	2.87
5	CITICORP NOMINEES PTY LIMITED	20,998,792	2.58
6	AMB HOLDINGS PTY LTD	16,666,667	2.05
7	MR MICHAEL DAVID CROOKS + MRS PATRICIA ANN CROOKS <MISHANI SUPER FUND A/C>	12,175,717	1.49
8	MR RUSSELL NEIL CREAGH	12,000,000	1.47
9	J P MORGAN NOMINEES AUSTRALIA LIMITED	11,528,071	1.42
10	MS KYLIE ANNE CAMPBELL	11,500,000	1.41
11	PERSHING AUSTRALIA NOMINEES PTY LTD <ACCUM A/C>	10,799,000	1.33
12	MR CHRISTOPHER JOHN DAWS	10,000,000	1.23
13	MR HAI TAO ZHANG	8,000,000	0.98
14	MR CORY MARSH	7,845,207	0.96

15	CHRIS BARNES	7,500,000	0.92
16	CLEARVIEW ESTATE NOMINEES PTY LTD	7,372,428	0.91
17	LB MANAGEMENT PTY LTD	6,438,795	0.79
18	MR STEPHEN JOHN O'KEEFFE <SUKI PRIVATE PENSION A/C>	6,000,000	0.74
19	HON JOHN COLINTON MOORE + MS JACQUELINE SARAH MOORE	5,540,000	0.68
20	MR YAN XIANG WEE	5,500,000	0.68
		354,304,027	**43.5**

(c) Substantial Shareholders

The names of substantial shareholders who have notified the Company in accordance with section 671B of the Corporations Act 2001 are:

	Number of Shares	Percentage of Shares	Preference Shares
PERSHING AUSTRALIA NOMINEES PTY LTD <INDIAN OCEAN A/C>	83,086,496	10.2	
BOONYIN INVESTMENTS PTY LIMITED	63,600,000	7.81	

(d) Voting Rights

All ordinary shares (whether fully paid or not) carry one vote per share without restriction.

(e) Unquoted Securities (and names of holders with more than 20% of equity in securities in each case)

Class	Number of Securities	Number of Holders	Holders with More Than 20%
Options over ordinary shares exercisable at $0.08 on or before 31 December 2015	7,500,000	3	Mr Antony Sage 3,000,000 options Mr Bernard Aylward 2,000,000 options
Options over ordinary shares exercisable at $0.08 on or before 31 December 2015	6,500,000	9	Mr Travis Schwertfeger 2,000,000 options Ms Pippa Leverington 500,000 options

(f) Securities Exchange Listing

Quotation has been granted for all the ordinary shares of the company on ASX Limited.

INTERNATIONAL GOLDFIELDS LIMITED

ACN 099 544 680

NOTICE OF ANNUAL GENERAL MEETING

TIME: 9 am (WST)

DATE: Thursday, 26 November 2015

PLACE: The University Club of Western Australia
Seminar Room 2
Hackett Drive, Crawley, Western Australia

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9488 5220.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the meeting of the Shareholders to which this Notice of Annual General Meeting relates will be held at 9 am (WST) on Thursday, 26 November 2015 at:

The University Club of Western Australia
Seminar Room 2
Hackett Drive, Crawley, Western Australia

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5 pm (WST) on Monday, 23 November 2015.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
    - the proxy is not recorded as attending the meeting;
    - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2015 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2015."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:
A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chair and the appointment of the Chair as proxy:
   (i) does not specify the way the proxy is to vote on this Resolution; and
   (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MICHAEL EDWARDS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Michael Edwards, a Director, retires by rotation, and being eligible, is re-elected as a Director."

DATED: 29 OCTOBER 2015
BY ORDER OF THE BOARD

JANE FLEGG
COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2015 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.intgold.com.au.

4. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

4.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

4.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

4.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

4.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Directed	Undirected
Key Management Personnel (other than the Chair)[1]	Can vote directed votes	Cannot vote undirected votes[3]
Chair[2]	Can vote directed votes	Can vote at discretion of Proxy[4]
Other third party	Can vote directed votes	Can vote at discretion of Proxy

Notes:

[1] Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

[2] Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).

[3] Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

[4] The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions. The Proxy Form states that by appointing the Chair as a proxy (or where the Chair becomes proxy by default) the Shareholder gives the Chair express authority to exercise the proxy on Resolution 1 (except where indicated differently) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

5. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MICHAEL EDWARDS

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 year, whichever is the longer.

Clause 13.2 of the Constitution provides that:

(a) at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;

(b) The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;

(c) A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election; and

(d) In determining the number of Directors to retire, no account is to be taken of:

    (i) a Director who only holds office until the next annual general meeting pursuant to clause 13.4 of the Constitution; and/ or

    (ii) a Managing Director,

each of whom are exempt from retirement by rotation.

The Company currently has three Directors and accordingly one must retire.

Mr Michael Edwards, the Director longest in office since his last election, being last elected on 22 November 2013 retires by rotation and seeks re-election.

Information on the skills and experience of Mr Michael Edwards is set out in the annual financial report of the Company for the financial year ended 30 June 2015.

The Board has considered Mr Edwards's independence and considers that he is an independent Director due to his role as Non-Executive Director and as he has no shareholding in the Company.

The Directors, other than Mr Edwards, support the election of Mr Edwards and recommend that Shareholders vote in favour of Resolution 2.

GLOSSARY

$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means International Goldfields Limited (ACN 099 544 680).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Managing Director means the managing director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2014.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.