UXA RESOURCES LTD

ACN 112 714 397

(Subject to Deed of Company Arrangement)

Annual Report 2014 including Audited Financial Statements
For the Year Ended 30 June 2014

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Review of Operations

Principal Activities

UXA Resources Limited (UXA) is a diversified explorer for uranium and precious metals. The company is committed to further development of its flagship Nabarlek Uranium Project in the Northern Territory and Commonwealth Hill Gold Project in South Australia.

UXA was placed in Administration on 26 July 2013. On 22 November 2013 Palgrave Resources Ltd entered into a Deed of Company Arrangement with the Administrator of UXA, and control was handed back to the Company's directors. During the year, UXA has remained in Administration and continued its program of asset sales and project divestment.

In mid 2013 UXA sold its Australian and USA wireline logging business, including the Prompt Fission Neutron technology and exited its Stuart Shelf Cu-Au exploration project in South Australia and its Mundi Plains – Junction Dam base metal joint venture project in South Australia and New South Wales.

At 30 June 2014 UXA held two granted Exploration Licences in the Northern Territory and two granted Exploration Licences in South Australia totalling approximately 1,701 km^2, and had a further eight Exploration Licence applications in the Northern Territory.

During the period under review, UXA continued to hold its exploration tenements pending completion of the DOCA process. No exploration activities were undertaken.

Fig 1. Location of UXA's current and past exploration projects

Review of Operations

Northern Territory Uranium Project

UXA's Northern Territory Uranium Project consists of two granted Exploration Licences and eight exploration license applications in two main areas, the Alligator River and the Westmoreland uranium provinces.

Nabarlek North EL 24868

The Nabarlek North tenement EL24868 is located in the Alligator River uranium province to the north of the Nabarlek Uranium mine, which operated from 1979-88 with a reported head grade of 1.86% U_3O_8. The tenement is highly prospective for unconformity style uranium-copper-gold-platinum deposits, similar to the Nabarlek deposit, and has only been lightly explored.

In the 2013 financial year, UXA completed a second RC percussion drilling program of 21 holes totalling 1,740m in three target areas identified from previous exploration results. Selected drill chip samples were submitted for assay, and holes were downhole logged.

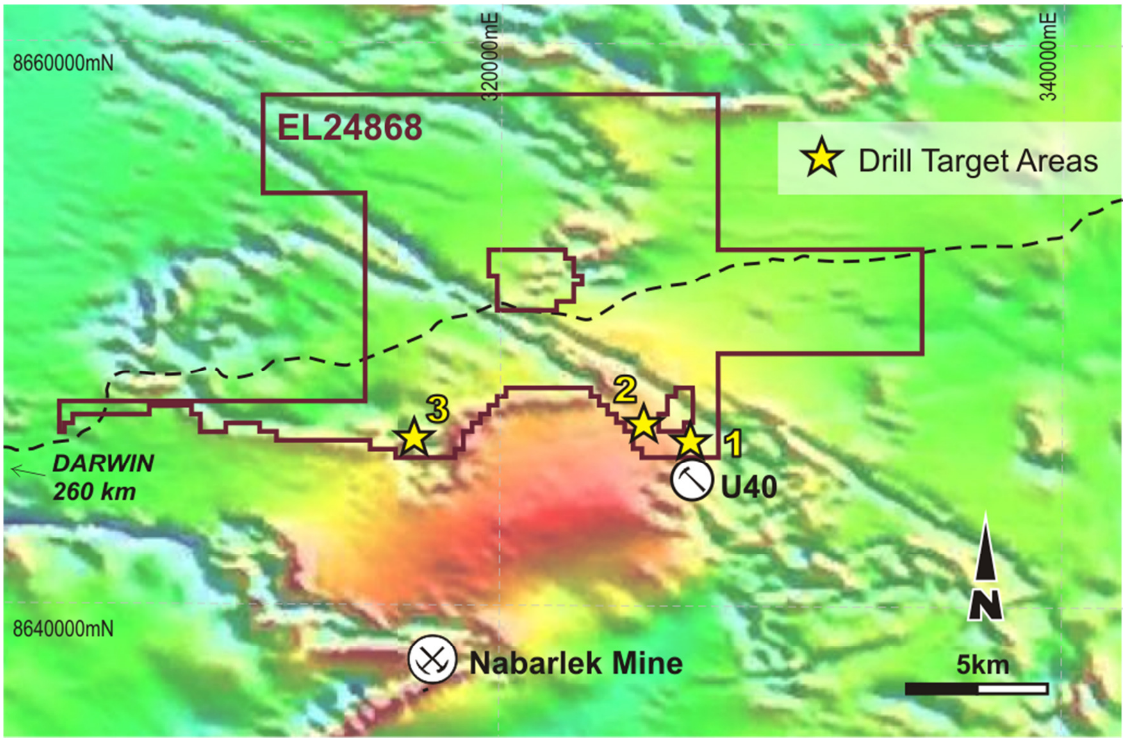

Fig 2. EL 24868 Nabarlek North showing exploration target areas.

Area 1

During the 2011 field season, UXA conducted a first phase RC percussion drilling program along three east-west lines at Area 1 adjacent to the U40 prospect, targeting the potential northerly strike extension of the U40 mineralisation. This drilling returned strongly anomalous results from gamma logging in 5 of the holes, with values of up to 1.3m @ 460ppm U_3O_8. Only minor geochemical assaying was undertaken.

Review of Operations

Area 1 is located only 280m north of a high-grade mineralisation discovery at the U40 prospect within the adjoining tenement to the south held by Cameco and Uranium Equities Ltd. Results from this prospect include 6.8m @ 6.71% U_3O_8, with 7.3m @ 1.68%Cu and 1.5m @ 0.54 g/t Pd and 0.24 g/t Pt from the same hole. Another hole at U40 intersected 4.8m @ 1.85% U_3O_8 with 8.3m at 2.12%Cu, 3.1m @ 6.89 g/t Au and 2.6m @ 1.57 g/t Pd and 0.96 g/t Pt all within the same mineralised envelope.

In the 2012 field season, a further 12 holes were drilled in Area 1 to further delineate the results from earlier programs. A number of shallow low-level U zones, and deeper U-Cu-Au-As mineralised zones were intersected, generally confirming previous results. Best drilling result was 2m @ 0.46% Cu with elevated U, Au and Pb in hole 12NNRC12. A number of strong sericite, chlorite and hematite zones were identified, and require further follow up.

Area 2

Four RC holes were drilled in Area 2 during the 2013 financial year to test a zone identified from anomalous soil geochemical sampling and radon cup results, conducted in the previous year. This area is located to the north of Area 1 along the Quarry Fault complex, as it approaches the regional Tor Fault. Drilling intersected a thick zone of clay above a schist-amphibolite basement containing abundant quartz with trace amounts of sulphides. A significant quartz vein zone was also located. The drilling confirmed that the area is underlain by mica schists and amphibolites of the Myra Falls Metamorphics, and not Nimbuwah Granites as previously interpreted. Low scintillometer readings resulted in no samples being submitted for assay, but further work is required to fully assess the results.

Area 3

Four RC holes were drilled in Area 3 during the 2012 season, to test zones of anomalous soil geochemistry and high radon cup counts obtained in the 2011 season, and from previous exploration over this area. The drilling program confirmed the presence of Oenpelli Dolerite and Myra Falls Metamorphic schists in the anomalous area, and two holes intersected significant fault zones comprising quartz breccia and hematitic alteration. Hole 12NNRC02 intersected 32m of fault material in two zones, although the orientation and true width of the zone is not known. Only a few intervals have been assayed, with only low level U and Cu values returned. Area 3 sits within the northern extension of the Nabarlek-Tip Fault Zones, which extends at least 7km south to the Nabarlek uranium mine (closed in 1988) which is regarded as a highly prospective structural corridor in the region.

Pandanus West (EL 24565)

The Pandanus West tenement is situated in the Murphy Uranium province in the Northern Territory, an extension of the Westmoreland Uranium province across the border in Queensland, and is prospective for Westmoreland or unconformity style uranium deposits. UXA holds one granted tenement (Pandanus West) of 960 sq km and three tenement applications in the area, all owned 100%.

Review of Operations

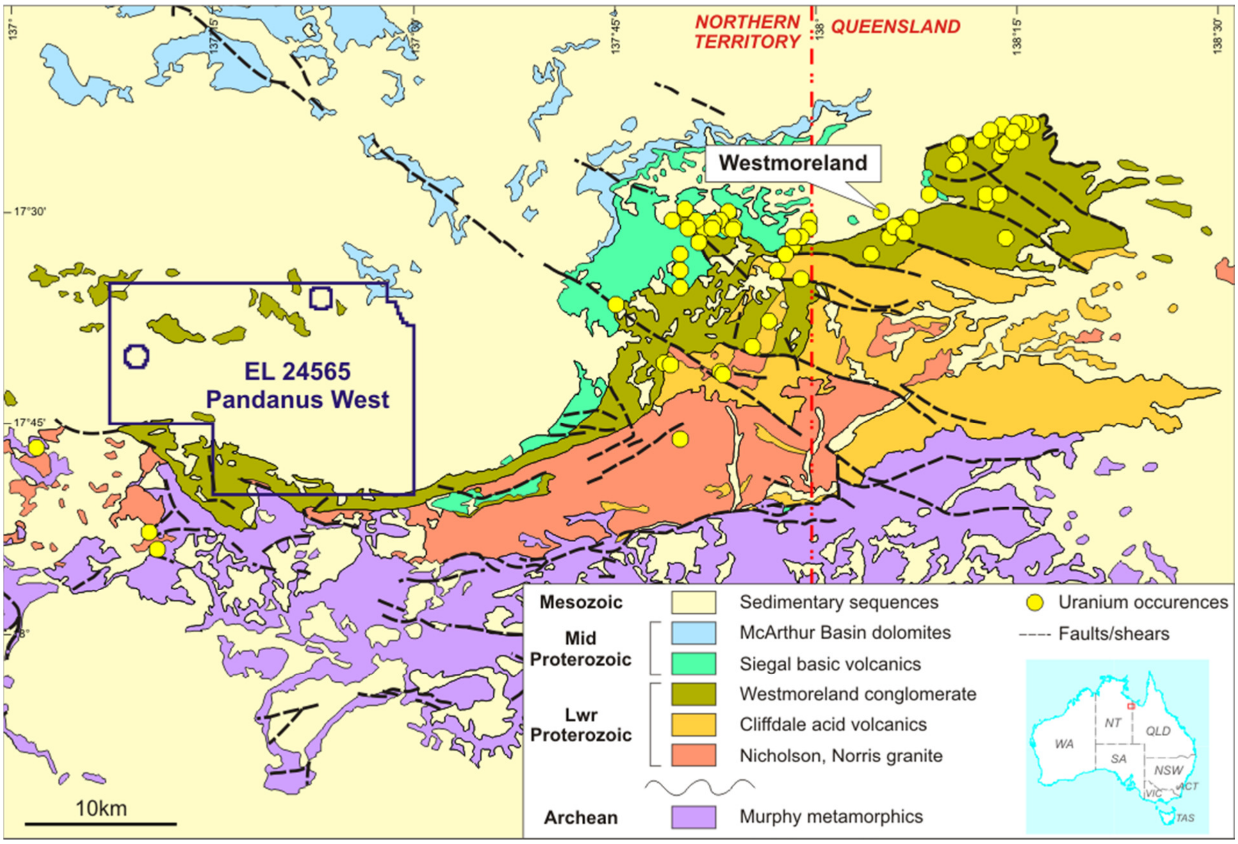

Fig 4. Location of EL 24565 Pandanus West showing regional mineralisation

UXA has previously flown a detailed 6,900 line km airborne magnetic and radiometric survey, and conducted reconnaissance ground mapping and sampling, and preliminary investigation of uranium anomaly sources. This work has identified extensive areas of mid-Proterozoic basement rocks, including Westmoreland Conglomerate and Seigal Volcanics, particularly in the south. This sequence hosts much of the uranium mineralisation in the Westmoreland area further to the east.

Katherine North (ELA 24577)

The Katherine North tenement area was first applied for in 2005, and was placed in moratorium following previous attempts to engage with traditional owners and locals. The tenement is prospective for Cu-Au-U mineralisation. UXA has recommenced negotiations with traditional owners to allow tenement grant. The application is held 100% by UXA.

Commonwealth Hill (EL 4971)

The Commonwealth Hill tenement (EL4971) lies in the Green Zone of the Woomera Prohibited Area (WPA) in South Australia approximately 10km north of the the operating Challenger Gold Mine. The property is prospective for lode gold deposits similar to that at the Challenger mine, and for sedimentary hosted uranium in the Garford palaeochannel which transects the northern part of the tenement. The tenement has only been lightly explored. The Company currently holds a native title mining agreement with the Antakirinja traditional owners and has signed an access agreement with the Commonwealth Department of Defence allowing 309 days annual access.

Review of Operations

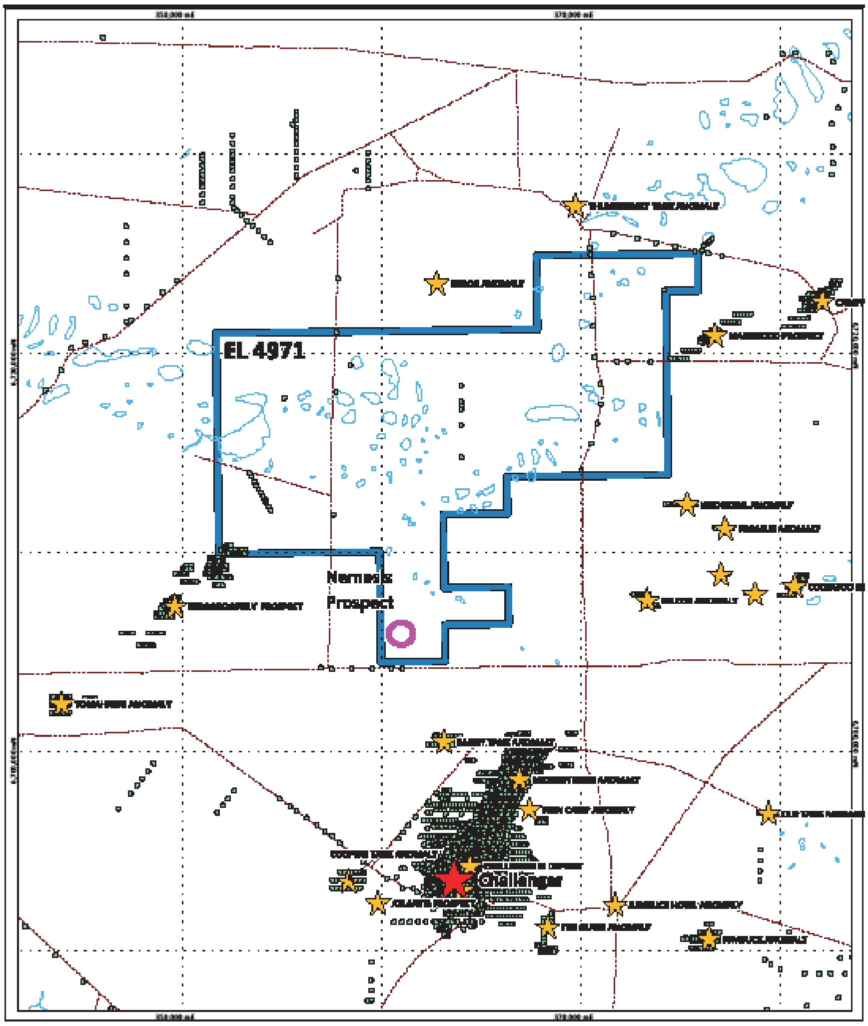

Fig 5. Location of EL 4971 Commonwealth Hill showing the location of the Nemesis prospect and the Challenger Gold Mine. Grid squares are 10 km.

Previous regional exploration over the tenement located a zone of near-surface gold mineralisation in the south of the tenement, termed the Nemesis prospect. At this location, regional calcrete sampling and follow-up 400m grid sampling identified a 1km long gold in calcrete anomaly, with peak value 42 ppb. Blue quartz float at surface went up to 0.79 g/t Au, and saprolite samples contain significantly elevated C-Pb-Zn-Ni-As. Elsewhere, calcrete sampling has identified other Au and Cu-Pb-Zn-As anomalous zones.

Shallow drilling on 200m centres at Nemesis to an average depth of 36m has identified zones of low-level gold and Cu-Pb-Zn-As mineralisation within the saprolite cover, and within the highly folded gneissic basement. Many of the mineralised zones occur at the bottom of the holes.

Stuart Shelf Cu-Au-U Project

UXA holds EL 4927 Playford in the Stuart Shelf region. No work was undertaken on the tenement during the year. The Company relinquished EL 4928 Playford South East during the year.

Review of Operations

Tenement Schedule

Details of all Tenements held or which UXA has rights to at 30 June 2014

Number	State	Exploration Licence Name	Status	Application	Date Granted	Expiry	Area km^2
EL 4971	South Australia	Commonwealth Hill	Granted	17/03/2011	08/08/2012	07/08/2015*	265
EL 4927	South Australia	Playford	Granted	18/08/2010	19/06/2012	17/06/2015*	285
Sub-Total							**550**
EL 24565	Northern Territory	Pandanus West	Granted	02/02/2005	18/05/2011	17/05/2017	960
ELA 28690	Northern Territory	Pandanus West "A"	Application	02/02/2005	-	-	7
ELA 28691	Northern Territory	Pandanus West "B"	Application	02/02/2005	-	-	7
ELA 28692	Northern Territory	Pandanus West "C"	Application	02/02/2005	-	-	14
ELA 24577	Northern Territory	Katherine North	Application	02/02/2005	-	-	223
EL 24868	Northern Territory	Nabarlek North	Granted	02/02/2005	27/09/2010	26/09/2016	191
ELA 28241	Northern Territory	Nabarlek North "A"	Application	19/08/2005	-	-	13
ELA 28242	Northern Territory	Nabarlek North "B"	Application	19/08/2005	-	-	12
ELA 28243	Northern Territory	Nabarlek West "A"	Application	02/02/2005			47
ELA 28244	Northern Territory	Nabarlek West "B"	Application	02/02/2005	-		8
Sub-Total							**1,482**
Grand Total							**2,032**

* currently subject to renewal

Competent Person Statement

Information presented in this report relating to Exploration Results was prepared and first disclosed by the Company under the JORC Code 2004. It has not been updated to comply with the JORC Code 2012 on the basis that the information has not materially changed since it was last reported. The Company confirms is it not aware of any new information or data that materially affects the information included in the previous market announcements.

The information in this report that relates to Exploration Results is compiled by Mr David Walker, who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Walker is the Managing Director of both UXA Resources Limited and Dalkeith Resources Pty Ltd and has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which he is undertaking 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. Mr Walker consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

Wireline Logging Business

During the previous year UXA decided to divest its wireline logging business in Australia and USA. The PFN technology was sold in early 2013, the assets of GAA were auctioned in June 2013, and the company placed in liquidation in July 2013. UXA sold its USA business to a group of GAA Wireline's managers including former CEO David Quinn and former Non-executive Director David Sutich, effective 17 April 2013.

Review of Operations

Loss of Control of Subsidiaries

Geoscience Associates Australia Pty Ltd into liquidation on 8 July 2013 and then proceeded to appoint administrators to the parent company, UXA Resources Limited, on 26 July 2013.

As at the date of appointment of the Liquidator and Administrator respectively, the directors lost control of the company and its subsidiaries.

Effect of the loss of control of the subsidiary companies on the financial position of the Company:

in thousands of dollars

Trade and Other Receivables	-
Trade and Other Payables	1,657,513
Employee Benefits	41,490
Net Liabilities	**1,699,003**
Estimated Receivable from Fund Raising (“Agreed Amount”)	(300,000)
Estimated Return to Employees	41,490
Estimated Return to Secured Creditor	-
Estimated Return to Unsecured Creditors	28,510
Payables - DOCA	230,000
Gain / (Loss) on Discharge of Debts upon Execution of DOCA	**1,699,003**

Summary of Arrangement between Palgrave Resources Limited and UXA Resources Limited (subject to Deed of Company Arrangement)

Arrangement with UXA

On 22 November 2013 Palgrave Resources Ltd signed agreements with UXA, its Administrator and its two convertible noteholders to restructure UXA and appoint Palgrave Directors as directors of UXA. The agreements also provide for the orderly progress of the restructuring of UXA, the holding of a shareholders meeting and relisting and capital raising by way of new issue to shareholders. The terms of the arrangement are set out in more detail in the following section.

Terms of DOCA Proposal

Under the agreements, the Administrator will continue in his role until a distribution is made to Creditors under the Creditors' Trust in respect of admitted claims, all claims of creditors shall be released and extinguished. The Deed of Company Arrangement (DOCA) will terminate following achievement of the proposed capital restructure as contemplated by the Reconstruction Deed and establishment of the Creditors' Trust. The DOCA provides for a moratorium period in which claims against UXA cannot be enforced while the capital restructure and relisting of the company's shares is being undertaken.

The Restructure Proposal

The shareholders at a meeting held on 14 November 2014 approved the capital restructure of UXA consisting of consolidation of the existing UXA shares, cancellation of lost capital, conversion of the convertible notes to equity together with the raising of capital by way of placement and public prospectus offer.

Shareholders have approved a UXA public offer to raise up to $3.2 million at a price not less than 5 cents per post consolidation share. A minimum of $1 million will be raised under the public offer.

UXA shareholders have approved all the restructure transactions, howeverat least $1 million must be raised under the public offer, and all outstanding lodgements required by ASIC are to be finalised. Outstanding payments to both ASX and ASIC are to be met and confirmation received from ASX that it will lift the suspension on trading and re-instate the securities to quotation.

Effectuation of DOCA

Upon satisfaction of all of the conditions precedent, completion of the transactions contemplated by the Reconstruction Deed and establishment of the Creditors' Trust, the DOCA will be effected and will extinguish all creditor claims against the Company enabling the Company to be recapitalized and re-listed on the ASX.

Directors' Report

The Directors of UXA Resources Ltd ("the Company") present their report together with the annual financial report of the Company, for the year ended 30 June 2014. In order to comply with the provisions of the Corporations Act the directors report as follows.

Directors

The Directors of the Company in office during or since the end of the year are:

Peter Hayden Hunt – appointed 26 August 2014
David Anthony Walker – appointed 26 August 2014
John Santich – appointed 26 August 2014
Neill Fleming Arthur – resigned 26 August 2014
Scott McKay – resigned 26 August 2014
David Sutich – resigned 26 August 2014

Information on Directors

Name and qualifications	Experience, special responsibilities and other director relationships
Peter Hayden Hunt Non-Executive Chairman FCA, MICD	Peter retired on 30 June 2011 as a partner of PKF Adelaide Chartered Accountants, and became a consultant to the firm which has since merged with BDO Australia. He is a member of the Institute of Chartered Accountants in Australia, and is an experienced company Director. He has been the Non-Executive Chairman of Intermin Resources Ltd for 20 years and is also a current Non-Executive Director of Metaliko Resources Limited (appointed 28 June 2012). Peter was previously a Director of Adelaide Energy Ltd (resigned December 2011) and MUI Corporation Ltd (resigned December 2011). Most recently, he was a director of Strzelecki Metals Ltd until its transformation into ASX listed Wolf Petroleum Ltd (resigned November 2012). He is also a member of the Audit Committee. Appointed 26 August 2014.

Directors' Report

Name and qualifications	Experience, special responsibilities and other director relationships
David Anthony Walker Managing Director BSc (Hons), MSc, MAusIMM	David gained a Master of Science degree from Oxford University and a Bachelor of Science (Hons) from the University of Melbourne, is a qualified Geologist and has worked in the Mining Industry as an Exploration Geologist, Mine Geologist, Mine Planning Engineer and Business Development Manager. Mr Walker has over 15 years professional experience in the stockbroking, corporate finance and resource banking areas, with specialist skills in resource technical and securities analysis. Mr Walker has been a rated equity analyst in the gold, diamonds, diversified resources and coal sectors. David was a founding Director of Regis Resources Ltd (a Perth based mineral explorer and producer), Auzeq Securities Ltd (an independent institutional resources research house), an Executive Director of ABN AMRO Australia Securities (the Australian arm of the global investment banking group), an Associate Director of CS First Boston Australia and a Manager with Rothschild Australia Ltd. In these capacities Mr Walker was involved with management of sales, trading and research, investment banking, proprietary trading activities, risk management and compliance. Mr Walker is a Member of the Australian Institute of Mining and Metallurgy and is the principal of Dalkeith Resources Pty Ltd and a Director of Tortuga Advisors Limited. Appointed 26 August 2014.
John Santich Non-Executive Director BE, M Engsc, PhD, Dip Law, M Soc Sc	John is an engineer and lawyer with over four decades' experience in mining geosciences and industry. His qualifications in engineering, including a PhD in rock mechanics, are from the University of NSW, in law from the University of Sydney and the NSW Barristers Admission Board (he was admitted in South Australia in 1983) and in social science from the University of South Australia. Dr Santich was raised in Broken Hill and has been an active participant in the minerals industry as a researcher and lecturer in Australia and overseas and as a promoter and executive director of ASX listed companies, most recently Marathon Resources (resigned June 2008) and Strzelecki Metals until its transformation into ASX listed Wolf Petroleum Ltd (resigned November 2012).

Directors' Report

Name and qualifications	Experience, special responsibilities and other director relationships
John Santich (cont)	As well as a founder and/or director of a number of successful listed exploration companies including Burmine Limited, Minotaur Gold, Marathon Resources and Strzelecki Mining (acquired by Strzelecki Metals), Dr Santich he has established listed and private companies in other technological areas, including bottled water, machine vibration analysis and renewable energy. He has worked on and assessed mining projects in Australia and overseas and specializes in company start ups, from concept through initiation and commercialization. He is also a member of the Audit Committee. Appointed 26 August 2014.
Neill Fleming Arthur Chairman *Eur Ing* BE Chem.(Hons), FAusIMM, C Eng, FIChE, FAICD	Neill was Chairman of Granite Power Limited until September 2013; Chairman of Metallum Resources PLC (UK) until 2012; and Chairman of Ambre CTL Ltd until March 2012. From January 2005 until December 2010 he was a Director of The Australasian Institute of Mining and Metallurgy (The AusIMM); until March 2006, Director of Superior Coal Limited; formerly CEO of ASX 200 listed and unlisted organisations in Australia and overseas; currently or formerly advisor on energy and infrastructure issues to a number of government bodies in Australia and overseas; and a professional mentor. Neill was appointed as a Director and Chairman of the Board on 17 February 2005/Resigned 26 August 2014. Other listed company Directorships held during past 3 years: Nil
Scott McKay Non-Executive Director *BA, CA*	Scott is a chartered accountant and has spent 33 years in Europe, China and Australia in Leadership and Consulting roles specializing in supply chain in a range of projects. His roles have included Finance Director, Chief Executive and General Manager Supply Chain roles and in delivery in brownfield and greenfield projects in Mining, Oil and Gas, Metals, Agriculture, Industrial and Consumer Good Sectors. Scott was an executive with the Resources Group in Aurecon until June 2013 and lead the Bulk Commodity Supply Chain group internationally as well as having a business development and client relationship management role with BHP Billiton and has been involved with the Olympic Dam project locally. He has also led mergers and acquisitions and held roles on remuneration and audit sub-committees. Appointed 29 March 2012/Resigned 26 August 2014.

Directors' Report

David Sutich Non-Executive Director *BEng*	David is an electrical engineer and wireline specialist with 18 years of business and operational management experience working with the major international oilfield services company Schlumberger across the Middle East, Asia and Australia. David has extensive global business development experience in the high technology resources services industry. Appointed 29 March 2012/Resigned 26 August 2014.

Company Secretary

Graham Seppelt

Mr Graham Seppelt was appointed as Company Secretary on 1 December 2009.

Mr Seppelt has had extensive experience as a contract accountant and in corporate advisory roles. He is currently company secretary for Legend Corporation Limited, BSA Limited and Australian Zircon NL.

Company Details

UXA is incorporated in Australia. The address of the registered office and principal place of business is:

Level 7, 420 King William Street,
Adelaide
SA 5000 Australia
Phone: 0419 035 297
Fax: +61 8 7324 6111
Email: seppelt@bold.net.au
Web: www.uxaresources.com.au

Principal Activities

UXA Resources Limited (ASX:UXA) is a diversified explorer that has exploration tenements in the Northern Territory and South Australia located in world class mining provinces.

Review and Result of Operations and State of Affairs

The loss after income tax amounted to $30,000 (2013: $4,483,500). During the year ended 30 June 2014 the Company had 886,744,785 shares on issue.

The securities of UXA have remained in suspension from trading on ASX (ASX: UXA) from 1 October 2012. The directors of UXA placed its wholly-owned subsidiary, Geoscience Associates Australia Pty Ltd into liquidation on 8 July 2013 and then proceeded to appoint administrators to the parent company, UXA Resources Limited, on 26 July 2013.

On 22 November 2013 UXA entered into a Deed of Company Arrangement with Palgrave Resources Ltd, and control of the Company was handed back to its Directors.

Dividends

No dividends were paid or declared by the Company since the end of the previous financial year and no dividend is recommended for the current year (2013: nil).

Directors' Report

Events Subsequent to Reporting Date

(a) The current directors Peter Hunt, David Walker and John Santich were appointed as directors on 26 August 2014 and re-affirmed as continuing directors at a shareholders meeting held on 14 November 2014. The retiring directors Neill Arthur, Scott McKay and David Sutich retired on 26 August 2014.

(b) On 11 September 2014 the Company placed 130,000,000 shares at $0.00001 per share to sophisticated and professional investors which raised funds of $1,330.

(c) The following resolutions were approved by shareholders at a shareholders meeting held on 14 November 2014:

i. Resolution 5 – Consolidation of Capital

That pursuant to section 254H of the Corporations Act and Article 47 of the Company's constitution and for all other purposes, the issued capital of the Company be consolidated on the basis that every 200 Shares be consolidated to 1 and where this consolidation results in a fraction of a Share the Directors are authorised to round that fraction up to the nearest whole Share, with consolidation to occur on a date announced to the ASX on the terms and conditions set out in in the Explanatory Statement accompanying this Notice of Meeting.

ii. Resolution 6 - Approval for Issue of Shares and Options to Lind-ASOF

That, subject to Resolutions 5 and 7 to 16 (inclusive) being passed, for the purpose of ASX Listing Rule 7.1 and for all other purposes, the issue of 2,300,000 Shares and 5,000,000 Options (on a post-consolidation basis) on the terms and conditions set out in the Explanatory Statement to The Lind Partners, LLC as General Partner of Australian Special Opportunity Fund LP (ASOF) by way of conversion of convertible notes under, and for the mutual termination of, the Security Purchase Agreement dated 12 April 2012 between the Company and ASOF, be and is hereby approved.

iii. Resolution 7 - Approval for Issue of Shares and Options to La Jolla Cove

That, subject to Resolutions 5 and 6 and 8 to 16 (inclusive) being passed, for the purpose of ASX Listing Rule 7.1 and for all other purposes, the issue of 1,000,000 Shares and 5,000,000 Options (on a post-consolidation basis) on the terms and conditions set out in the Explanatory Statement to La Jolla Cove Investors Inc (La Jolla) for the mutual termination of the UXA Resources Funding Agreement dated 26 September 2011 between the Company and La Jolla effective as at the close of this General Meeting be and is hereby approved.

iv. Resolution 8 - Issue of Shares - Initial Placement

That, subject to Resolutions 5 to 7 and 9 to 16 (inclusive) being passed, for the purposes of ASX Listing Rules 7.1 and 10.11, Chapter 2E of the Corporations Act and for all other purposes, approval is given for the issue of 6,000,000 Shares (on a post-consolidation basis) pursuant to a placement under the Reconstruction Deed within one month of this Meeting and otherwise on the terms and conditions detailed in the accompanying Explanatory Statement.

v. Resolution 9 - Issue of Shares in lieu of loan repayment

That, subject to Resolutions 5 to 8 and 10 to 16 (inclusive) being passed, for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act and for all other purposes, approval is given for the issue of 3,000,000 Shares (on a post-consolidation basis), in lieu of loan repayment within one month of this Meeting and otherwise on the terms and conditions detailed in the accompanying Explanatory Statement.

Directors' Report

vi. Resolution 10 - Further Placement

That, subject to Resolutions 5 to 9 and 11 to 16 (inclusive) being passed, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 9,000,000 Shares (on a post-consolidation basis) in the Company, to sophisticated investors, in lieu of loan repayments within three months of this Meeting at such price and otherwise on the terms and conditions detailed in the accompanying Explanatory Statement.

vii. Resolution 11 - Issue of Shares in lieu of fees and expense reimbursement

That, subject to Resolutions 5 to 10 and 12 to 16 (inclusive) being passed, for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act and for all other purposes, approval is given for the issue of up to 33,500,000 Shares (on a post-consolidation basis) to John Santich and David Walker (and his controlled entity) , in lieu of fees and expenses reimbursement within one month of this Meeting and otherwise on the terms and conditions detailed in the accompanying Explanatory Statement.

viii. Resolution 12 - Approval of Issue of Shares and Options to Directors

That subject to Resolutions 5 to 11 and 13 to 16 (inclusive) being passed, for the purpose of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, approval is given for the issue the following Shares and Options (on a post-consolidation basis) to:

Director*	No. of Shares	No. of 3 year Options	No. of 5 year Options
David Walker	3,000,000	1,000,000	2,000,000
Peter Hunt	3,000,000	1,000,000	2,000,000
John Santich	3,000,000	1,000,000	2,000,000

* Or their nominee

within one month of this Meeting and on the terms and conditions set out in the Explanatory Statement."

ix. Resolution 13 - Issue of Shares to strategic investors

That, subject to Resolutions 5 to 12 and 14 to 16 (inclusive) being passed, for the purposes of ASX Listing Rules 7.1 and for all other purposes, approval is given for the issue of 5,240,000 Shares (on a post-consolidation basis) in the Company, by way of private placement to strategic investors at such price and otherwise on the terms and conditions detailed in the accompanying Explanatory Statement.

x. Resolution 14 - Issue of Shares under the Prospectus

That, subject to Resolutions 5 to 13 (inclusive), and 15 and 16 being passed, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to raise up to $3,200,000 under the Prospectus through the issue of Shares (on a post-consolidation basis) at an issue price and otherwise on the terms and conditions set out in the Explanatory Statement.

Directors' Report

xi. Resolution 15 - Right of Directors to apply for Shares under the Prospectus

That, subject to Resolutions 5 to 14 (inclusive) and 16 being passed, for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 5,000,000 Shares (on a post-consolidation basis) to the Directors (other than Mr. David Walker) or their respective nominees under the Prospectus within three month of the date of this Meeting and generally on the terms and conditions set out in the Explanatory Statement.

xii. Resolution 16 – Approval under s 611, item 7

That, subject to Resolutions 5 to 15 (inclusive) being passed, pursuant to section 611 item 7 of the Corporations Act, that the Company approves the acquisition by David Walker, and Dalkeith Resources Pty Ltd (and consequently, as a matter of law, by each of them) of a relevant interest (within the meaning of the Corporations Act) in all Shares in the Company pursuant to each of the share issues referred to in Resolutions 8, 9, 11 and 12.'

xiii. Resolution 17 - Capital Reduction – Cancellation of Lost Capital

That, subject to Resolutions 5 to 16 (inclusive) being passed, pursuant to section 258F of the Corporations Act, the share capital of the Company be reduced by $30,855,715 with effect from the Completion and that such reduction be effected by cancelling capital which has been lost or is unrepresented by available assets.

Environmental Regulation

The Company's project areas are located on exploration licences ("ELs") issued by the Department of Primary Industries South Australia (SA) and Department of Mines and Energy (NT) and operate under environmental licences issued by the Environmental Protection Authority. These licences require the preparation of an annual Environmental Management report as well as periodic rehabilitation reports as exploration proceeds.

The Company has a statutory obligation to protect the environment in areas in which it was and is exploring. During the reporting period, the Company met its obligations pursuant to environmental legislation.

Corporate Governance Statement

The Company, through its Board and executives, recognises the need to establish and maintain corporate governance policies and practices, which reflect the requirements of the market regulators and participants, and the expectations of members and others who deal with the Company.

These policies and practices remain under constant review as the corporate governance environment and good practice evolve.

This statement outlines the Company's system of governance during the Financial Year and the extent of the Company's compliance, as at the end of the Financial Year, by reference to the second edition of the ASX Corporate Governance Principles and Recommendations with 2010 amendments and to the Corporations Act 2001.

As at the date of publication, the Company complies with the recommendations in all respects other than *Recommendation 3.3*.

Upon re-listing of the Company on ASX, the directors will review the Corporate Governance requirements which came into effect from 1 July 2014. It is expected that the company's Corporate Governance Principles and Recommendations will be reviewed in their entirety to bring them into line with best practice.

Directors' Report

1. *The Board and Executive Directors*

The Board is responsible for the appointment and contract with the Managing Director. The Managing Director leads the organisation and develops a business strategy and budget in collaboration with the Board and implements them, once approved by the Board. The Company did not have a Managing Director for 2014.

2. *Meetings of Directors*

The following table sets out the number of meetings of the Company's Directors during the year ended 30 June 2014 and the number of meetings attended by each Director.

	Board Meetings		Audit Committee Meetings		Remuneration & Nomination Committee Meetings	
	Eligible	**Attended**	**Eligible**	**Attended**	**Eligible**	**Attended**
Neill Arthur	1	1	-	-	-	-
Scott McKay	1	1	-	-	-	-
David Sutich	1	-	-	-	-	-

3. *Share options*

Options issued/exercised/expired in the current financial year

There were no unlisted options granted to directors or to employees under an approved Employee Share Option Plan (ESOP).

Total outstanding options at 30 June 2014 (Pre Consolidation):

Unlisted options	Exercisable at $0.20 on or before 28 November 2014	1,500,000
Unlisted options	Exercisable at $0.0089 on or before 12 April 2015	5,000,000
TOTAL UNLISTED OPTIONS		**6,500,000**

Total outstanding options at the date of this report (Post Consolidation):

Unlisted options	Exercisable at $1.798 cents on or before 12 April 2015	25,000
Unlisted options	Exercisable at 10 cents on or before 22 October 2017	13,000,000
Unlisted options	Exercisable at 15 cents on or before 22 October 2019	6,000,000
TOTAL UNLISTED OPTIONS		**19,025,000**

Directors' Report

4. Non-audit services

No non-audit services were provided by the Company's auditor during the current financial year.

Details of the amounts paid or payable to the auditor for audit services provided during the year are set out below.

Audit services	2014 *$*	2013 *$*
Remuneration for audit and review of financial reports under the Corporations Act 2001: - KPMG - Grant Thornton	 100,000 20,000	 78,500 -
Non Audit Services Research and Development tax related services	NIL	NIL

5. Remuneration report - Audited

5.1 Principles of compensation

The Chairman, Managing Director and the non-executive Directors together have the authority and responsibility for directing and controlling the activities of the Company and are therefore considered key management personnel. The Company Secretary is also considered key management personnel. The Company has not appointed any other key management personnel who participate in making decisions affecting the whole or a substantial part of the business of the Company or its financial standing.

Remuneration levels of the Board and Managing Director are approved by the Board. In doing so, the Board seeks to retain the professional services of Directors as it requires, at reasonable market rates, and seeks external advice and market comparisons where necessary. The Board has not engaged the services of any remuneration consultants for the year ended 30 June 2014.

The Board delegates the review and determination of appropriate remuneration levels of staff to the Managing Director. The Company did not have a Managing Director for 2014.

No fees, performance-based bonuses or option-based remuneration was made to Directors during 2014.

At the 2013 AGM 93.51% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2013. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

Directors' Report

5.2 Directors' and executive officers' remuneration

Directors

2014 ($)	Short-term			Post - employment			Share – based payments	TOTAL	*Value of options as proport-ion of remuner-ation (%)*
	Salary	Fees / comms	Total	Super-annuation benefits	Long Service Leave	Retire-ment Benefit	Options		
N Arthur*	-	-	-	-	-	-	-	-	-
S McKay**	-	-	-	-	-	-	-	-	-
D Sutich***	-	-	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

*Neill Arthur resigned on 26 August 2014
**Scott McKay resigned on 26 August 2014
***David Sutich resigned on 26 August 2014

Key Management Personnel

2014 ($)	Short-term			Post - employment		Share – based payments	TOTAL	*Value of options as proportion of remuner-ation (%)*
	Salary	Fees / Comms	Total	Super-annuation benefits	Long Service Leave	Options		
G Seppelt *Company Secretary*	-	12,526	12,526	-	-	-	12,526	-
Total		**12,526**	**12,526**	**-**	**-**	**-**	**12,526**	**-**

Directors' Report

Directors

2013 ($)	Short-term			Post - employment			Share – based payments	TOTAL	*Value of options as proport-ion of remuner-ation (%)*
	Salary	Fees / comms	Total	Super-annuation benefits	Long Servi ce Leave	Retire-ment Benefit	Options		
N Arthur	72,699	6,000	78,699	-	-	-	-	78,699	-
R Penney*	211,200	-	211,200	19,008	-	-	-	230,208	-
I Mutton**	13,333	-	13,333	1,200	-	-	-	14,533	-
S McKay	46,789	-	46,789	4,211	-	-	-	51,000	-
D Sutich	51,000	22,000	73,000	-	-	-	-	73,000	-
D Hawley***	33,333	-	33,333	-	-	-	-	33,333	-
Total	**428,354**	**28,000**	**456,354**	**24,419**	**-**	**-**	**-**	**480,773**	**-**

*Russell Penney retired on 14 June 2013
** Ian Mutton retired on 3 December 2012
*** D Hawley retired on 30 June 2012

Key Management Personnel

2013 ($)	Short-term			Post - employment		Share – based payments	TOTAL	*Value of options as proportion of remuner-ation (%)*
	Salary	Fees / Comms	Total	Super-annuation benefits	Long Service Leave	Options		
S Powell**** *General Manager*	185,964	37,133	223,097	15,748		-	238,845	-
A White***** *Chief Financial Officer*	122,926	-	122,926	11,063	-	-	133,989	-
D Quinn****** *CEO Geoscience*	145,833	-	145,833	13,125	-	-	158,958	-
G Seppelt *Company Secretary*	-	46,933	46,933	-	-	-	46,933	-
Total	**454,723**	**84,066**	**538,790**	**39,936**		**-**	**578,726**	**-**

**** Simon Powell resigned 28 March 2013
***** Andrew White resigned on 15 December 2012
****** David Quinn left on 15 April 2013

Directors' Report

5.3 Options granted as part of remuneration

There were no options granted to Directors during the year. There were no bonuses paid to the Directors during the year.

5.4 Performance income as a proportion of total remuneration

No performance-based bonuses have been paid to Directors or executives during the financial year. It is the intent of the Board to include performance bonuses as part of remuneration packages in the future.

5.5 Directors' Interests

Ordinary shares

	Held at 1 July 2013	Purchases	Received on exercise of options	Sales	Held at 30 June 2014
N Arthur	5,819,081	-	-	-	5,819,081
S McKay	2,369,863	-	-	-	2,369,863
D Sutich	2,369,863	-	-	-	2,369,863
Total	**16,489,861**	**-**	**-**	**-**	**16,489,861**

Options over ordinary shares

	Held at 1 July 2013	Granted as compen-sation	Exercised/ Lapsed/ Purchased	Held at 30 June 2014	Vested during the year	Vested and exercisable at 30 June 2014
N Arthur	1,500,000	-	-	1,500,000	-	1,500,000
Total	**1,500,000**	**-**	**-**	**1,500,000**	**-**	**1,500,000**

Consequences of performance on shareholder wealth

In considering the Company's performance and benefits for shareholder wealth, the remuneration committee has regard to the following indices in respect of the current financial year and the previous five financial years.

	2014 $'000	2013 $'000	2012 $'000	2011 $'000	2010 $'000	2009 $'000
Loss attributable to owners of the Company	30	4,583	8,221	3,608	6,173	5,928
Basic and diluted loss per share (cents)	0.00003	0.6	1.8	1	3	7

Directors' Report

6. Diversity

The board recognises that it is appropriate to have gender diversity throughout the company to assist in balancing overall priorities and skills for the company as a whole.

The Company values an inclusive culture where all people are able to succeed to the best of their ability. These principles also guide our employees' conduct in all their dealings with stakeholders of the Company. Diversity is regarded as a key factor in enabling the Company to attract the broadest range of talent in the market when positions become vacant.

Our commitment to diversity requires that we work to ensure an environment which is supportive of equality and access for all our staff to career opportunities, development, remuneration and benefits.

However, because of the very small size of the workforce within the company, UXA considers applicants for each vacant position on merit, skill and aptitude for the role required rather than being conscious of a target for various classes of diversity, including gender. As a result, the company has not set targets for any of the multiple opportunities for diversity.

Directors' and Officers' Indemnification

During the financial year, the Company paid premiums to insure the Directors and Officers of UXA. No indemnity or premium was paid in respect of the auditor.

UXA has agreed to indemnify and keep indemnified the Directors and Officers of UXA against all liabilities incurred by the Directors or Officers as a Director or Officer of UXA and all legal expenses incurred by the Directors or Officers as a Director or Officer of UXA.

The indemnity applies to the extent and in the amount that the Directors or Officers are not indemnified under any other indemnity, including an indemnity contained in any insurance policy taken out by UXA, under the general law or otherwise.

The indemnity does not extend to any liability:

- to UXA or a related body corporate of UXA; or
- arising out of conduct of the Directors or Officers involving a lack of good faith; or
- which was incurred prior to January 2005 and which is in respect of any negligence, default, breach of duty or breach of trust of which the Directors or Officers may be guilty in relation to UXA or related body corporate.

Proceedings on behalf of UXA

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

UXA was not a party to any such proceedings during the year.

Auditor's Independence Declaration

The auditor's independence declaration under Section 307C of the Corporations Act 2001 is set out on page 25 and forms part of the Directors' Report for the year ended 30 June 2014.

Directors' Report

Rounding Off

The Company is of a kind referred to in ASIC Class Order 98/100 dated 10 July 1998 and in accordance with that Class Order, amounts in the financial report and Directors' Report have been rounded off to the nearest thousand dollars, unless otherwise stated.

This Report is signed in accordance with a resolution of the Directors.

Peter Hunt
Chairman
19th December 2014

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AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF UXA RESOURCES LIMITED

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of UXA Resources Limited for the year ended 30 June 2014, I declare that, to the best of my knowledge and belief, there have been:

a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and

b no contraventions of any applicable code of professional conduct in relation to the audit.

Grant Thornton

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

J L Humphrey
Partner – Audit & Assurance

Adelaide, 19 December 2014

Grant Thornton Audit Pty Ltd ACN 130 913 594
a subsidiary or related entity of Grant Thornton Australia Ltd ABN 41 127 556 389

Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2014

In thousands of AUD	Note	2014 $'000	2013 $'000
Revenue			
Logging revenue		-	2,702
Total revenue		-	2,702
Other income	6	806	1,662
Operating Costs			
Professional fees		(161)	(539)
ASX/ registry expenses		(2)	(14)
Depreciation & amortisation expense		-	(453)
Impairment expense		(5)	(1,217)
Printing & communications		-	(99)
Insurance		-	(227)
Employee related expenses		-	(3,183)
Advertising/ promotions expenses		-	(14)
Travel		(12)	(278)
Office expenses		-	(249)
Exploration expenditure written off		(76)	(2,003)
Conversion option		-	608
Loss on sale of property, plant & equipment		-	(298)
Other expenses		(599)	(771)
Total expenses		(855)	(8,737)
Loss from operating activities		(49)	(4,373)
Interest revenue		22	9
Interest expense		(3)	(219)
Net finance costs		19	(210)
Profit (Loss) before income tax		(30)	(4,583)
Income tax benefit	10	-	-
Profit (Loss) for the year		(30)	(4,583)
Other comprehensive income		-	(184)
Total comprehensive loss		(30)	(4,767)
		Cents	Cents
Basic loss per share		0.0	(0.6)
Diluted loss per share		0.0	(0.6)

The statement of profit or loss and other comprehensive income should be read in conjunction with the notes to the financial statements.

Statement of Financial Position

As at 30 June 2014

In thousands of AUD	Note	2014 $'000	2013 $'000
Assets			
Cash and cash equivalents	11	124	101
Trade and other receivables	12	42	-
Intangible assets	14	-	-
Assets Held for Sale	13	-	855
Exploration and evaluation assets	15	1,132	1,208
TOTAL ASSETS		**1,298**	**2,164**
Liabilities			
Trade and other payables	16	1,471	1,436
Employee Entitlements	17	43	366
Loans and borrowings - Secured	23	-	852
Loans and borrowings – Convertible Notes	23	1,152	1,302
Related Party Loans	23	453	-
TOTAL LIABILITIES		**3,119**	**3,956**
NET ASSETS		**(1,821)**	**(1,792)**
Equity			
Share capital	18	30,855	30,855
Reserves	19	1,268	1,268
Accumulated losses		(33,945)	(33,915)
TOTAL EQUITY		**(1,821)**	**(1,792)**

The balance sheet is to be read in conjunction with the notes to the financial statements

Statement of Cash Flows

For the year ended 30 June 2014

	Note	2014 $'000	2013 $'000
Cash flows from operating activities			
Receipts from customers		(52)	3,924
Cash payments to suppliers and employees		(537)	(4,725)
Interest received		22	9
Interest paid		(3)	(219)
Net cash used in operating activities	21	**(570)**	**(1,011)**
Cash flows from investing activities			
Payments for exploration and evaluation expenditure		-	(434)
Payments for property, plant & equipment		-	(209)
Proceeds from sale of fixed assets		855	534
Proceeds from sale of tenements		-	375
Net cash from / (used in) investing activities		**855**	**266**
Cash flows from financing activities			
Proceeds from issue of share capital		-	79
Proceeds from borrowings		-	58
Proceeds from convertible notes		150	242
Repayment of borrowings		(412)	(465)
Net cash from / (used in) financing activities		**(262)**	**(86)**
Net decrease in cash and cash equivalents		**23**	**(831)**
Cash and cash equivalents at 1 July		**101**	**932**
Cash and cash equivalents at 30 June	11	**124**	**101**

The statement of cash flows is to be read in conjunction with the notes to the financial statements

Statement of Changes in Equity

For the year ended 30 June 2014

	Issued Capital $'000	Accumulated Losses $'000	Reserves $'000	Total $'000
Balance at 1 July 2013	30,855	(33,915)	1,268	(1,792)
Loss for the year	-	(30)	-	(30)
Other comprehensive income	-	-	-	-
Total comprehensive loss for the period	-	(30)	-	30
Transaction with owners, recorded directly in equity				
Contributions by and distributions to owners				
Fair value of equity issued – Convertible Notes	-	-	-	-
Fair value of equity issued – Placement	-	-	-	-
Share issue costs	-	-	-	-
Total contributions by and distributions to owners	-	-	-	-
Balance as at 30 June 2014	**30,855**	**(33,945)**	**1,268**	**1,822**
Balance at 1 July 2012	30,424	(29,332)	1,452	2,544
Total comprehensive loss for the period				
Loss	-	(4,583)	-	(4,583)
Other comprehensive income				
Total other comprehensive income	-	-	(184)	(184)
Total comprehensive loss for the period	-	(4,583)	(184)	(4,767)
Transaction with owners, recorded directly in equity				
Contributions by and distributions to owners				
Fair value of equity issued – Convertible Notes	360	-	-	360
Fair value of equity issued – Placement	79	-	-	79
Share issues costs	(8)	-	-	(8)
Total contributions by and distributions to owners	431	-	-	431
Balance as at 30 June 2013	**30,855**	**(33,915)**	**1,268**	**1,792**

The statement of changes in equity should be read in conjunction with the notes to the financial statements

Notes to the Financial Statements

1. *Reporting entity*

UXA Resources Limited (UXA) is a company domiciled in Australia. The address of UXA's registered office is 7th Floor, 420 King William Street, Adelaide SA 5000. The financial statements of the Company are as at and for the year ended 30 June 2014.

2. *Basis of preparation*

(a) *Realisation basis of preparation*

Based on current forecasts and existing financing arrangements, there is significant uncertainty as to the Company's ability to meet its ongoing operating and financing commitments over the foreseeable future. Consequently, the financial statements have not been prepared on a 'going concern' basis but rather have been prepared on an 'alternate' basis representing a planned orderly realisation of assets and settlement of liabilities.

As at 30 June 2014 the Company had accumulated losses of $33.945 million, and net liabilities of $1.821 million. In addition, the Company had operating cash outflows of $0.570m for the year with cash and cash equivalents of $0.1 million at 30 June 2014.

Subsequent to balance date, the Company has breached its loan covenants with all of its lenders and been suspended from trading on the Australian Stock Exchange (ASX). Arrangements have been negotiated with the financiers to enable the Company to progress its plans for asset sales, a rights issue and to have the ASX suspension lifted.

(i) *Realisation basis of accounting*

The 'realisation basis' of accounting adopted by the Company in the preparation of its financial statements continues to apply the requirements of Australian Accounting Standards taking into account that the Company is not expected to continue as a going concern in its present form in the foreseeable future.

As the non-current assets do not meet the requirements for held for sale or discontinued operations under AASB 5 *Non-current Assets Held for Sale and Discontinued Operations,* they continue to be recognised as non-current assets at cost, less impairment losses. However, the adoption of the alternative basis of accounting representing a planned orderly realisation of assets and settlement of liabilities has resulted in a change in the method of assessing the recoverable value of certain intangible and non-monetary assets which have required impairments in accordance with AASB 136 *Impairment of Assets*. The carrying value of assets at 30 June 2014 reflects the directors' assessment of recoverable value (or amortised cost if lower than recoverable value) based on fair value less costs to sell.

Loans and borrowings and Other Payables have been classified as current liabilities at 30 June 2014

No additional provisions or liabilities have been recognised as a result of adopting the alternate basis of accounting as the Directors have not incurred any additional legal or contractual obligations.

The valuation of assets and liabilities included in these financial statements have been shown to reflect the subsequent event transactions that are known.

Notes to the Financial Statements

2. *Basis of preparation (cont)*

(b) *Statement of compliance*

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

The financial statements were approved by the Board of Directors on 19 December 2014.

The Company is of a kind referred to in ASIC Class Order 98/100 dated 10 July 1998 and in accordance with that Class Order, amounts in the financial report and directors' report have been rounded off to the nearest thousand dollars, unless otherwise stated.

(c) *Basis of measurement*

The financial statements have been prepared on the historical cost basis.

(d) *Functional and presentation currency*

The financial report is presented in Australian dollars.

(e) *Use of estimates and judgement*

The preparation of a financial report requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

Note 2(a) – Alternate basis of accounting

Note 10 – Tax loss recoupment

Note 15 – Recoverability of exploration and evaluation assets

3. *Significant accounting policies*

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

(a) *Net finance costs*

Finance income comprises interest income on funds invested. Interest income is recognised as it accrues, using the effective interest method.

Finance expenses comprise interest expense on borrowings. All borrowing costs are recognised in profit or loss using the effective interest method.

Notes to the Financial Statements

3. *Significant accounting policies (cont)*

(b) Goods and services tax

Revenue, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO). 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 are stated with the amount of GST included.

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

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

(c) Taxation

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and associates and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognised for taxable temporary differences arising on the initial recognition of goodwill.

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

(d) Share capital

Ordinary shares

Incremental costs directly attributable to issue of ordinary shares and share options are recognised as a deduction from equity, net of any related income tax benefit.

Notes to the Financial Statements

3. Significant accounting policies (cont)

(e) Inventories

Inventories consist of spare parts and are measured at the lower of cost and net realisable value. The cost of inventories is based on the first-in first-out principle, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

(f) Property, plant and equipment

Items of property, plant and equipment are measured on the cost basis less accumulated depreciation and any impairment losses recognised.

Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of the item and are recognised within Other Income in profit and loss

Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to UXA and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Depreciation

All plant and equipment have limited useful lives and are depreciated using the straight line method over their estimated useful lives. Assets are depreciated from the date they are available for use.

Depreciation rates, residual values and methods are reviewed annually for appropriateness. When changes are made, adjustments are reflected prospectively in current and future periods only. Depreciation is expensed, except to the extent that it is included in the carrying amount of another asset as an allocation of production overheads. The estimated useful life used for plant and equipment (office furniture and equipment and computer hardware) is three years. The estimated useful life for vehicles and tools used by the borehole logging business is five years and ten years respectively.

Notes to the Financial Statements

3. *Significant accounting policies (cont)*

(g) Intangible assets

(i) Other intangible assets

Other intangible assets that are acquired by the Company and have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses. The average useful life applied to these other intangible assets is four years.

(ii) Subsequent expenditures

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

(h) Impairment

Financial assets

A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate. An impairment loss in respect of an available-for-sale financial asset is calculated by reference to its current fair value.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in Companys that share similar credit risk characteristics.

All impairment losses are recognised in profit or loss. Any cumulative loss in respect of an available-for-sale financial asset recognised previously in equity is transferred to profit or loss.

Non-financial assets

The carrying amounts of UXA's property, plant and equipment and intangible assets are reviewed at each balance date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

Exploration and evaluation assets are assessed for impairment if sufficient data exists to determine technical feasibility and commercial viability or facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. A cash generating unit is the smallest identifiable asset that generates cash flows that largely are independent from the other assets and Companies. Impairment losses are recognised in the profit or loss.

Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units (group of units) and then, to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

Notes to the Financial Statements

3. *Significant accounting policies (cont)*

Calculation of recoverable amount

The recoverable amount of assets is the greater of their fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

(i) Exploration and evaluation assets

Exploration and evaluation costs, including the costs of acquiring licences, initially are capitalised as either tangible or intangible exploration and evaluation assets on an area of interest basis. When a licence is relinquished the related costs are recognised in profit or loss immediately. Costs incurred before UXA has obtained the legal rights to explore an area are recognised in the profit or loss.

Exploration and evaluation assets are only recognised if:

i. the rights to tenure of the area of interest are current; and

ii. the expenditures are expected to be recouped through successful development and exploitation of the area of interest; or

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

General and administrative costs are allocated to, and included in, the cost of exploration and evaluation assets only to the extent that those costs can be related directly to the operational activities in the area of interest to which the exploration and evaluation assets relate. In all other instances, these costs are expensed as incurred.

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

The recoverability of the carrying amounts of exploration and evaluation assets is dependent on successful development and commercial exploitation or alternatively, sale of the respective area of interest.

(j) Employee benefits

Defined contribution superannuation funds

Obligations for contributions to superannuation funds under the Superannuation Guarantee are recognised as an expense in profit or loss when they are due.

Notes to the Financial Statements

3. *Significant accounting policies (cont)*

Short-term benefits

Liabilities for employee benefits for wages, salaries and annual leave represent present obligations resulting from employees' services provided to reporting date and are calculated at undiscounted amounts based on remuneration wage and salary rates that UXA expects to pay as at reporting date including related on-costs, such as workers compensation insurance and payroll tax. Non-accumulating non-monetary benefits, such as medical care, housing, cars and free or subsidised goods and services, are expensed based on the net marginal cost to UXA as the benefits are taken by the employees. A provision is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if UXA has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

The Company at 30 June 2014 had no employees and any employee entitlements were the responsibility of the Administrator.

Long-term benefits

The Company has nil provision for Long Service Leave on the basis that there were no employees that had more than three years employment service. The Company's net obligation in respect of no long-service leave is the amount of future benefit that employees have earned in return for their service in the current and prior periods plus related on-costs; that benefit is discounted to determine its present value.

The Company will reassess the need for such a provision on an annual basis.

(k) Share-based payments

The grant date fair value of options granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees become unconditionally entitled to the options. The amount recognised is adjusted to reflect the actual number of share options that vest, except for those that fail to vest due to market conditions not being met.

There were no share based payments transactions in the period ended 30 June 2014.

(l) Earnings per share

UXA presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary Shareholders of UXA by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary Shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise share options granted to employees.

3. *Significant accounting policies (cont)*

(m) Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components. All operating segments' operating results are regularly reviewed by the Company's Directors in the absence of a managing director to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Directors include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment, and intangible assets other than goodwill.

(n) Joint operations

The interests of the Company in unincorporated joint operations are brought to account by recognising in its financial statements its share of jointly controlled assets, jointly incurred liabilities and expenses and its share of income that it earns from the sale of goods or services by the joint venture.

(o) Revenue and income

Other Income

Gains and losses on disposal of an item of property, plant and equipment, and exploration and evaluation assets are determined by comparing the proceeds from disposal with the carrying amount of the item and are recognised within Other Income in profit and loss.

Other income also includes any gains made from the loss of control of former subsidiaries.

(p) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with maturities of three months or less. Cash assets are carried at face value of the amounts deposited or drawn.

(q) Trade and other receivables

Trade and other receivables are recognised at cost and carried at original invoice amount less allowances for impairment losses.

(r) Trade and other payables

Liabilities are recognised at their amortised cost for amounts to be paid in the future for goods or services received. Trade accounts payable are normally settled within 60 days.

Notes to the Financial Statements

3. *Significant accounting policies (cont)*

(s) Lease payments

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised as an integral part of the total lease expense, over the term of the lease.

Leases in terms of which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. On initial recognition the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments.

Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to the asset.

(t) Financial instruments

(i) Convertible notes

Convertible notes issued by the Company are financial instruments that will or may be settled in the Company's own equity instruments. The number of equity instruments varies, on conversion, so that the total fair value of the equity instruments delivered is equal to the amount of the contractual obligation.

The financial liability is recognised initially at fair value and subsequent to recognition, is measured at amortised cost.

The financial liability will be classified as current when the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after reporting period. Terms of a liability that could at the option of the holder, result in its settlement by issue of equity instruments do not affect its classification.

(ii) Non-derivative financial liabilities

The Company classifies non-derivative financial liabilities into the other financial liabilities category. Such financial liabilities are recognised initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest rate method.

Other financial liabilities comprise loans and borrowings, bank overdrafts, and trade and other payables.

(u) New, revised or amending Accounting Standards and Interpretations adopted

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

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

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

Notes to the Financial Statements

3. Significant accounting policies (cont)

(u) New, revised or amending Accounting Standards and Interpretations adopted (cont)

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

AASB 11 Joint Arrangements

The Consolidated Entity has applied AASB 11 from 1 July 2013. The standard defines which entities qualify as joint arrangements and removes the option to account for joint ventures using proportional consolidation. Joint ventures, where the parties to the agreement have the rights to the net assets are accounted for using the equity method. Joint operations, where the parties to the agreements have the rights to the assets and obligations for the liabilities, will account for its share of the assets, liabilities, revenues and expenses separately under the appropriate classifications.

The standard has not significantly impacted the Company’s financial statements.

AASB 12 Disclosure of Interests in Other Entities

The standard contains the entire disclosure requirement associated with other entities, being subsidiaries, associates, joint arrangements (joint operations and joint ventures) and unconsolidated structured entities. The disclosure requirements have been significantly enhanced when compared to the disclosures previously located in AASB 127 'Consolidated and Separate Financial Statements', AASB 128 'Investments in Associates', AASB 131 'Interests in Joint Ventures' and Interpretation 112

'Consolidation - Special Purpose Entities'.

The standard has not significantly impacted the Company’s financial statements.

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

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

The standards have not significantly impacted the amounts recognised in the Company’s financial statements.

AASB 119 Employee Benefits (September 2011) and AASB 2011-10 Amendments to Australian Accounting Standards arising from AASB 119 (September 2011)

The standard eliminates the corridor approach for the deferral of gains and losses; streamlines the presentation of changes in assets and liabilities arising from defined benefit plans, including requiring re-measurements to be presented in other comprehensive income; and enhances the disclosure requirements for defined benefit plans. The standard also changed the definition of short-term employee benefits, from 'due to' to 'expected to' be settled within 12 months. Annual leave that is not expected to be wholly settled within 12 months is now discounted allowing for expected salary levels in the future period when the leave is expected to be taken.

The Company does not have any defined benefit plans and thus changes to the standard are not relevant.

3. *Significant accounting policies (cont)*

(u) New, revised or amending Accounting Standards and Interpretations adopted (cont)

AASB 127 Separate Financial Statements (Revised), AASB 128 Investments in Associates and Joint Ventures (Reissued) and AASB 2011-7 Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangements Standards

AASB 127 and AASB 128 have been modified to remove specific guidance that is now contained in AASB 10, AASB 11 and AASB 12 and AASB 2011-7 makes numerous consequential changes to a range of Australian Accounting Standards and Interpretations. AASB 128 has also been amended to include the application of the equity method to investments in joint ventures.

The standards have not significantly impacted the Company's financial statements.

AASB 2012-2 Amendments to Australian Accounting Standards - Disclosures – Offsetting Financial

Assets and Financial Liabilities

The amendments enhance AASB 7 'Financial Instruments: Disclosures' and requires disclosure of information about rights of set-off and related arrangements, such as collateral agreements. The amendments apply to recognised financial instruments that are subject to an enforceable master netting arrangement or similar agreement.

The standard has not significantly impacted the Company's financial statements.

AASB 2012-5 Amendments to Australian Accounting Standards arising from Annual Improvements 2009-2011 Cycle

The amendments affect five Australian Accounting Standards as follows: Confirmation that repeat application of AASB 1 'First-time Adoption of Australian Accounting Standards' is permitted; Clarification of borrowing cost exemption in AASB 1; Clarification of the comparative information requirements when an entity provides an optional third column or is required to present a third statement of financial position in accordance with AASB 101 'Presentation of Financial Statements'; Clarification that servicing of equipment is covered by AASB 116 'Property, Plant and Equipment', if such equipment is used for more than one period; clarification that the tax effect of distributions to holders of equity instruments and equity transaction costs in AASB 132 'Financial Instruments: Presentation' should be accounted for in accordance with AASB 112 'Income Taxes'; and clarification of the financial reporting requirements in AASB 134 'Interim Financial Reporting' and the disclosure requirements of segment assets and liabilities.

The standard has not significantly impacted the Company's financial statements.

AASB 2012-10 Amendments to Australian Accounting Standards - Transition Guidance and Other Amendments

The standard amends AASB 10 and related standards for the transition guidance relevant to the initial application of those standards. The amendments clarify the circumstances in which adjustments to an entity's previous accounting for its involvement with other entities are required and the timing of such adjustments.

Notes to the Financial Statements

3. *Significant accounting policies (cont)*

(u) New, revised or amending Accounting Standards and Interpretations adopted (cont)

Interpretation 20 Stripping Costs in the Production Phase of a Surface Mine and AASB 2011-12 Amendments to Australian Accounting Standards arising from Interpretation 20

The Interpretation clarifies when production stripping costs should lead to the recognition of an asset and how that asset should be initially and subsequently measured. The Interpretation only deals with waste removal costs that are incurred in surface mining activities during the production phase of the mine.

The interpretation has not significantly impacted the Company's financial statements.

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

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

(v) New Accounting Standards and Interpretations not yet mandatory or early adopted

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

AASB 9 Financial Instruments and its consequential amendments

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

Notes to the Financial Statements

3. *Significant accounting policies (cont)*

(v) New Accounting Standards and Interpretations not yet mandatory or early adopted (cont)

AASB 2012-3 Amendments to Australian Accounting Standards - Offsetting Financial Assets and Financial Liabilities

The amendments are applicable to annual reporting periods beginning on or after 1 January 2014. The amendments add application guidance to address inconsistencies in the application of the offsetting criteria in AASB 132 'Financial Instruments: Presentation', by clarifying the meaning of 'currently has a legally enforceable right of set-off'; and clarifies that some gross settlement systems may be considered to be equivalent to net settlement. The adoption of the amendments from 1 July 2014 will not have a material impact on the Company.

AASB 2013-3 Amendments to AASB 136 - Recoverable Amount Disclosures for Non-Financial Assets

These amendments are applicable to annual reporting periods beginning on or after 1 January 2014. The disclosure requirements of AASB 136 'Impairment of Assets' have been enhanced to require additional information about the fair value measurement when the recoverable amount of impaired assets is based on fair value less costs of disposals. Additionally, if measured using a present value technique, the discount rate is required to be disclosed. The adoption of these amendments from 1 July 2014 may increase the disclosures by the Company.

AASB 2013-4 Amendments to Australian Accounting Standards - Novation of Derivatives and Continuation of Hedge Accounting

These amendments are applicable to annual reporting periods beginning on or after 1 January 2014 and amends AASB 139 'Financial Instruments: Recognition and Measurement' to permit continuation of hedge accounting in circumstances where a derivative (designated as hedging instrument) is novated from one counter party to a central counterparty as a consequence of laws or regulations. The adoption of these amendments from 1 July 2014 will not have a material impact on the Company.

Annual Improvements to IFRSs 2011-2013 Cycle

These amendments are applicable to annual reporting periods beginning on or after 1 July 2014 and affects four Accounting Standards as follows: Clarifies the 'meaning of effective IFRSs' in AASB 1 'First-time Adoption of Australian Accounting Standards'; Clarifies that AASB 3 'Business Combination' excludes from its scope the accounting for the formation of a joint arrangement in the financial statements of the joint arrangement itself; Clarifies that the scope of the portfolio exemption in AASB 13 'Fair Value Measurement' includes all contracts accounted for within the scope of AASB 139 'Financial Instruments: Recognition and Measurement' or AASB 9 'Financial Instruments', regardless of whether they meet the definitions of financial assets or financial liabilities as defined in AASB 132 'Financial Instruments: Presentation'; and Clarifies that determining whether a specific transaction meets the definition of both a business combination as defined in AASB 3 'Business Combinations' and investment property as defined in AASB 140 'Investment Property' requires the separate application of both standards independently of each other. The adoption of these amendments from 1 July 2014 will not have a material impact on the Company.

Notes to the Financial Statements

4. Financial risk management

Overview

The Company has exposure to the following risks from their use of financial instruments:

- credit risk
- liquidity risk
- market risk
- operational risk.

This note presents information about Company's exposure to each of the above risks, their objectives, policies and processes for measuring and managing risk, and their management of capital. Further quantitative disclosures are included throughout these financial statements.

Risk Management framework

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework.

Risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through their training and management standards and procedures, aim to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

Credit risk

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

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the demographics of the Company's customer base, including the default risk of the industry and country in which customers operate, as these factors may have an influence on credit risks. The credit risk is spread over several commodity types and several geographical locations. Commodity spread includes iron ore, uranium, and gold. Locations include South Australia and Northern Territory.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Notes to the Financial Statements

4. *Financial risk management (cont)*

Liquidity risk (cont)

Typically the Company ensures that it has sufficient cash on demand to meet expected operational expenses, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

Market risk

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

Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Company's processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behaviour. Operational risks arise from all of the Company's operations.

The Company's objective is to manage operational risk so as to balance the avoidance of financial losses and damage to the Company's reputation with overall cost effectiveness and to avoid control procedures that restrict initiative and creativity.

The primary responsibility for the development and implementation of controls to address operational risk is assigned to senior management. This responsibility is supported by the development of overall Company standards for the management of operational risk in the following areas:

- requirements for appropriate segregation of duties, including the independent authorisation of transactions
- requirements for the reconciliation and monitoring of transactions
- compliance with regulatory and other legal requirements, including occupational health and safety requirements and national and state radiation regulations
- documentation of controls and procedures, which includes ensuring those controls and procedures meet customer requirements
- requirements for the periodic assessment of operational risks faced, and the adequacy of controls and procedures to address the risks identified
- requirements for the reporting of operational losses and proposed remedial action, including re-forecasting at appropriate intervals
- training and professional development. ethical and business standards
- risk mitigation, including insurance where appropriate

Capital management

The Board's policy and objective is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business to attempt to meet their objective. The policy has not changed from the previous annual report.

Notes to the Financial Statements

5. *Contingent Liabilities and Contingent Assets*

The Company does not have any contingent assets or liabilities.

6. *Other Revenue*

	2014 $'000	2013 $'000
Gain (loss) on disposal of fixed assets	-	609
Gains recognised on loss of control of former subsidiaries	797	-
Management fees and realised income from RILA joint venture	-	1,015
Other income	9	38
	806	**1,662**

7. *Operating Segments*

During the 2014 financial year the Company reverted to a sole purpose exploration company. As a result the Company operated one reportable segment during the year ended 30 June 2014 for the exploration business.

8. *Joint operations*

On 14 April 2013, RILA elected to withdraw from the UXA-RILA Joint Venture and from that date, the assets of the Joint Venture reverted to the Company. At year end the following amounts have been brought to account in the financial statements.

	Note	2014 $'000	2013 $'000
Cash and cash equivalents		-	40
Property, plant and equipment		-	-
Exploration and evaluation assets		-	947
Trade and other payables		-	-

9. *Auditor's remuneration*

	2014	2013
Audit services		
Auditors of UXA – Grant Thornton:	20,000	-
*Auditors of UXA – KPMG:**	100,000	78,500
Other services		
Auditors of UXA – Grant Thornton:	-	-
Auditors of UXA – KPMG:	-	-
Non-audit services	-	-

*Payment to KPMG relates to amounts paid or accrued in relation to the 2013 audit.

Notes to the Financial Statements

10. Taxation

	2014 $'000	2013 $'000
Income tax expense:	-	
Current tax	-	-
Deferred tax	-	-
Under/(over) provision in prior years	-	-
	-	-
The prima facie tax payable on profit before income tax is reconciled to the income tax expense as follows:		
Prima facie income tax payable on profit before income tax at 30%	9	(1,375)
Add:		
Tax effect of:		
- other non-allowable items	-	-
- unused tax losses and tax offsets not recognised as deferred tax assets	(9)	1,375
Less:		
Tax effect of		
- R&D tax offset credit (prior year)	-	-
Income Tax benefit attributable to entity	-	-
Deferred tax assets not brought to account, the benefits of which will only be realised if the conditions for recoverability set out in the accounting policies note occur.		
- Tax losses	5,392	5,362
Deferred tax assets:		
The balance comprises of temporary differences attributable to:		
- Deferred income	-	-
- Employee benefits	43	110
- Acquisition costs	-	115
- Business related costs	-	-
- Non-deductible accruals	-	-
- Tax losses	1,187	1,178
- Set off of deferred tax balances	(1,230)	(1,403)
	-	-

Notes to the Financial Statements

10. Taxation (cont)

	2014	2013
	$'000	$'000
Deferred tax liabilities		
The balance comprises temporary differences attributable to:		
- Capitalised exploration costs	1,132	1,228
- Share issue costs	-	175
- Set off of deferred tax balances	(1,132)	(1,403)
	-	-
Balance after set off of deferred tax assets and liabilities	-	-

Deferred tax assets have not been recognised in respect of tax losses or temporary differences because it is not yet probable as defined in AASB 112 Income Taxes that future taxable profit will be available against which the Company can utilise benefits from the tax losses and that the Company continues to meet the continuity of ownership test and /or same business test.

11. Cash and cash equivalents

	$'000	$'000
Cash and cash equivalents	124	101

12. Trade and other receivables

Current		
GST receivable	42	-
	42	-

Notes to the Financial Statements

13. *Assets Held for Sale*

Property, plant and equipment

2014 $'000

Cost	**Note**	**Plant & Equipment**	**Furniture & Fittings**	**TOTAL**
Balance at 1 July 2013		2,100	-	2,100
Acquisitions		-	-	-
Impairment		(2,100)	-	(2,100)
Disposals		-	-	-
Balance at 30 June 2014		**-**	**-**	**-**
Accumulated depreciation				
Balance at 1 July 2013		1,245	-	1,245
Depreciation charge for the year		-	-	-
Impairment		(1,245)	-	(1,245)
Disposals		-	-	-
Balance at 30 June 2014		**-**	-	**-**
Carrying amounts				
At 1 July 2013		855	-	855
At 30 June 2014		**-**	**-**	**-**

Property, plant and equipment

2013 $'000

Cost	**Note**	**Plant & Equipment**	**Furniture & Fittings**	**TOTAL**
Balance at 1 July 2012		5,247	28	5,275
Acquisitions		209	-	209
Impairment		(2,387)	(28)	(2,415)
Disposals		(969)	-	(969)
Balance at 30 June 2013		**2,100**	**-**	**2,100**
Accumulated depreciation				
Balance at 1 July 2012		2,190	15	2,205
Depreciation charge for the year		453	-	453
Impairment		(1,183)	(15)	(1,198)
Disposals		(215)	-	(215)
Balance at 30 June 2013		**1,245**	-	**1,245**
Carrying amounts				
At 1 July 2012		3,057	13	3,070
At 30 June 2013		**855**	**-**	**855**

Notes to the Financial Statements

14. Intangible assets

Cost $'000	Note	2014	2013
Computer Software			
Balance at beginning of year		-	382
Accumulated amortisation & impairment		-	(382)
Balance at end of year		**-**	**-**
Accumulated Amortisation			
Balance at beginning of year		-	382
Amortisation charge for the year		-	-
Balance at end of year		**-**	**-**
Carrying amount of computer software at end of year		**-**	**-**

15. Exploration and evaluation

Cost $'000	2014	2013
Balance at beginning of year	1,208	2,777
Expenditure in the period	-	434
Amounts written off in the period	(76)	(2,003)
Balance at end of year	**1,132**	**1,208**

Estimates and assumptions

Determining the recoverability of exploration and evaluation capitalised in accordance with the Company's accounting policy (note 3(i)) requires estimates and assumptions as to future events and circumstances, in particular, whether successful development and commercial exploitation, or alternatively sale, of the respective areas of interest will be achieved. Critical to this assessment is estimates and assumptions as the mineralisation of the area of interest, the timing of expected cash flows, commodity prices and future capital requirements. Changes in these estimates and assumptions as new information about the presence or recoverability of a mineral reserve becomes available may impact the assessment of the recoverable amount of exploration and evaluation assets.

The recoverability of the carrying amount of $1,132,000 is dependent on the successful development and commercial exploitation or sale of the respective areas of interest.

16. Trade and other payables

	2014	2013
Trade payables	1,178	845
Other payables and accruals	293	590
	1,471	**1,435**

17. Employee entitlements

	2014	2013
Liability for annual leave	43	298
Liability for long service leave	-	68
	43	**366**

Notes to the Financial Statements

18. *Equity – issued capital*

2014	No. Shares	$'000	No. Options
Balance at 1 July 2013	886,744,785	30,855	6,500,000
Issue of fully paid ordinary shares	-	-	-
Balance at 30 June 2014	**886,744,785**	**30,855**	**6,500,000**

2013	No. Shares	$'000	No. Options
Balance at 1 July 2012	671,803,271	30,424	20,995,000
Issue of ordinary shares	214,941,514	431	-
Share options exercised	-	-	-
Share options expired	-	-	(14,495,000)
Balance at 30 June 2013	**886,744,785**	**30,855**	**6,500,000**

Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at Shareholder meetings. The issued ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

In the event of winding up of UXA, ordinary Shareholders rank after creditors and are fully entitled to any proceeds of liquidation.

19. *Equity - reserves*

	2014 $'000	2013 $'000
Equity Compensation Reserve (note below)		
Balance at beginning of year	1,268	1,228
Options expense for the year	-	-
Balance at end of year	**1,268**	**1,268**
Foreign Currency Translation Reserve		
Balance at beginning of year	-	184
Current year movements	-	(184)
Balance at end of year	**-**	**-**
Carrying amounts		
At beginning of year	1,268	1,452
At end of year	**1,268**	**1,268**

Note: Equity compensation reserve captures fair value of equity issues pursuant to share based payments.

Notes to the Financial Statements

20. *Operating leases*

Leases as lessee	**2014 $'000**	**2013 $'000**
Non-cancellable operating lease rentals are payable as		
Less than one year	-	-
Between one year and five years	-	-
	-	**-**

21. *Reconciliation of cash flows from operating activities*

	2014 $'000	**2013 $'000**
Profit (Loss) for the year	(30)	(4,583)
Adjustments for:		
Foreign currency translation loss / (gain)	-	(9)
Depreciation and amortisation	-	453
Non-cash items included in other expenses	(2)	-
Exploration expenditure written off	(76)	2,003
Gain on windup of subsidiaries	(797)	-
Asset write down	5	1,217
Net gains on disposal of plant and equipment	-	(311)
Convertible note option valuation	-	(608)
Commencement fee	-	-
Operating profit/(loss) before changes in working capital and provisions	(900)	(1,838)
Change in trade and other receivables	42	1,023
Change in deposits, prepayments and inventories	-	200
Change in deferred income	-	(848)
Change in trade and other payables / provisions	288	452
Net cash used in operating activities	**(570)**	**(1,011)**

22. *Financial instruments*

The Company has no financial risk arising from financial instruments, other than cash, term deposits, trade and other receivables, trade and other payables and borrowings. Exposure to credit and interest rate risks arise in the normal course of UXA's business. Trade payables are all payable within two months.

Notes to the Financial Statements

22. *Financial instruments (cont)*

(a) Interest rate risk

UXA has an exposure to future interest rates on cash and cash equivalents as a result of changes in market interest rates. A 1% movement in interest rates would have a $1,010 impact on profit and loss for the year, based on the closing level of cash held. UXA does not use derivatives to mitigate these exposures. The fixed rate loan facilities are not exposed to fluctuations in market interest rates.

2014	**$'000**
Variable rate instruments	
Cash and cash equivalents	124
Net financial assets	**124**
Fixed rate instruments	
Current financial liabilities	1,152
Net fixed rate instruments	**1,152**
2013	**$'000**
Variable rate instruments	
Cash and cash equivalents	101
Net financial assets	**101**
Fixed rate instruments	
Current financial liabilities	(2,154)
Net fixed rate instruments	**(2,154)**

(b) Credit risk

The maximum exposure to credit risk, excluding the value of any collateral or other security in respect of recognised trade and other receivables and cash and cash equivalents, is the carrying amount as disclosed in the statement of financial position and notes to the financial statements.

Notes to the Financial Statements

22. *Financial instruments (cont)*

(c) Liquidity risk

The following are the contractual maturities of financial liabilities, including estimated interest payments:

Non-derivative financial liabilities

2014 $'000	*Carrying Amount*	*Contract-ual cash flows*	*6 mths or less*	*6-12 months*	*1-2 years*	*2-5 years*
Secured bank loans	-	-	-	-	-	-
La Jolla & ASOF convertible notes	1,152	(1,152)	(1,152)	-	-	-
Related Party Loans (note below)	453	(453)	(453)	-	-	-
Trade and other payables	1,471	(1,471)	(1,471)	-	-	-
	3,076	**(3,076)**	**(3,076)**	**-**	**-**	**-**

Related Party Loans

As at 30 June 2014 the following entities related to David Walker, a director of the Company appointed as from 26 August 2014 had advanced loan monies at call to the Company as follows:

	$'000
David Walker	172
Palgrave Resources Ltd	100
Dalkeith Resources Pty Ltd	181
	453

Non-derivative financial liabilities

2013 $'000	*Carrying Amount*	*Contract-ual cash flows*	*6 mths or less*	*6-12 months*	*1-2 years*	*2-5 years*
Secured bank loans	852	(852)	(852)	-	-	-
La Jolla & ASOF convertible notes	1,302	(1,302)	(1,302)	-	-	-
Unsecured loan	-	-	-	-	-	-
Trade and other payables	1,435	(1,435)	(1,435)	-	-	-
	3,589	**(3,589)**	**(3,589)**	**-**	**-**	**-**

(d) Fair values

The fair values of the financial assets and financial liabilities approximate their carrying values.

No financial assets or financial liabilities are readily traded on organised markets. All financial liabilities (payables) are expected to be settled within two months of balance date.

Notes to the Financial Statements

23. *Loans and borrowings*

	2014 $'000	2013 $'000
Secured bank loans – NAB	-	852
Related Party Loans	453	-
Convertible notes – La Jolla	702	802
Convertible notes – ASOF	450	500
	1,605	**2,154**
TOTAL		
Secured bank loans	-	852
Convertible notes	1,152	1,302
Related Party Loans	453	-
	1,605	**2,154**

Loans and Borrowings reconciliation

In thousands of dollars	Currency	Interest rate nominal	Face value $'000	Carrying amount $'000	Year of maturity
Balance as at 1 July 2013					
Secured Bank Loan - NAB	AUD	8.18%	2,700	852	2014
Convertible Note – La Jolla	AUD	4.75%	2,500	802	2016
Convertible Note – ASOF	AUD	0.00%	500	500	2014
Related Party Loans	AUD	0.00%	453	453	2014
Repayments					
Secured bank loan – NAB				(852)	
Convertible notes – La Jolla				(100)	
Convertible notes – ASOF				(50)	
Balance as at 30 June 2014				**1,605**	

Convertible Note – La Jolla Cove Investors Inc

The key terms of the convertible note from La Jolla Cove Investors Inc. (La Jolla) include:

- Total facility of AU$2.5 million, funded over 10 monthly tranches;
- Interest rate of 4.75% p.a., paid quarterly in arrears via UXA shares or cash;
- Term of 4 years;
- Repayable in shares or cash at a 5% premium. The timing of the conversion is at the discretion of La Jolla Cove Investors Inc.;
- Conversion price is the lower of 25 cents or 80% of 3 lowest VWAP for the prior 21 days;
- The agreement terms were not met and due to the entity's suspension from trading on the ASX UXA defaulted. Subsequent to reporting date the note holder entered a new agreement and the convertible notes have been extinguished with an issue of share capital.

Notes to the Financial Statements

23. *Loans and borrowings (cont)*

Convertible Note – Australian Special Opportunity Fund

The key terms of the convertible note from Australian Special Opportunity Fund (ASOF) include:

- Total facility of AU$0.5 million, funded in one tranche;
- Interest rate of 0% p.a.;
- Term of 2 years;
- Repayable in shares. The timing of the conversion is at the discretion of ASOF and must be a minimum of $50,000 conversions;
- Conversion price is 91.5% of the 3 lowest consecutive VWAP for the prior 20 trading days.

The agreement terms were not met and due to the entity's suspension from trading on the ASX UXA defaulted. Subsequent to reporting date the note holder entered a new agreement and the convertible notes have been extinguished with an issue of share capital.

24. Related party transactions

Key management personnel

The following were key management personnel of the Group during the year:

Directors	
N Arthur	Chairman – Non Executive
S McKay	Director – Non-Executive
D Sutich	Director – Non-Executive

Other Key Management Personnel	
G Seppelt	Company Secretary

Summary of compensation

	2014	**2013**
Short-term employee benefits	12,526	962,552
Other long term benefits	-	-
Post-employment benefits	-	96,832
Termination benefits	-	-
Share-based payments	-	-
Total	**12,526**	**1,059,384**

No loans were made to any key management personnel during the period. Details of the nature and amount of the remuneration of each Director and other key management personnel are set out in the Remuneration Report.

Notes to the Financial Statements

24. *Related party transactions (cont)*

Short term benefits in the table above includes the following payments made for consulting and other services to related entities of the following Directors:

Summary of compensation

Director	**Transaction**	**2014 $'000**	**2013 $'000**
N Arthur	Professional services	-	6
D Sutich	Consulting fees	-	42
Total		**-**	**48**

All transactions were on normal commercial terms. No other Key Management Personnel transactions occurred during the year.

Related party loans (refer note 22 (c))

25. *Subsequent Events*

A shareholders meeting was held on 14 November 2014 at which time a number of resolutions were approved (refer to page 15 – 17).

Conditions Precedent to the completion of the Reconstruction Deed are:

- Confirmation by ASX that the Company is able to satisfy the ASX Listing Rules so as to not have to re-comply with Chapters 1 and 2 of the Listing Rules;
- Shareholder approval being obtained in relation to the recapitalisation of the Company; and
- The Company receiving written conditional approval from ASX to the Company being reinstated to the official list of ASX.

A Prospectus and a 2014 Notice of Annual General Meeting will be forthcoming as soon as practical having satisfied the Conditions Precedent.

26. *Going Concern*

The financial report which has been prepared on the basis of the alternate basis of accounting representing a planned orderly realisation of assets and settlement of liabilities has resulted in the recoverable value of certain intangible and non-monetary assets being determined based on the Directors' assessment of fair value less cost to sell required impairments in accordance with AASB 136 Impairment of Assets. The Company reported a loss after tax of $30 thousand (2013: loss of $4.6 million) for the year ended 30 June 2014 following recognition of a once off gain relating to the loss of control of its former subsidiaries.

The Company's ability to continue as a going concern is contingent upon successfully raising additional capital and completion of the DOCA. If additional funds are not raised, the going concern basis may not be appropriate, with the result that the Company may have to realise its assets and extinguish its liabilities, other than in the ordinary course of business and at amounts different from those stated in the financial report. No allowance for such circumstances has been made in the financial report.

Notes to the Financial

27. Parent Entity Information

As at and throughout the year ended 30 June 2014 the parent entity of the Company was UXA Resources Limited.

	Parent	
	2014 $'000	**2013 $'000**
Statement of Profit or Loss and Other Comprehensive Income		
Loss after tax	(30)	(1,852)
Total comprehensive income	806	(1,852)
Statement of Financial Position		
Total Assets	1,298	1,956
Total Liabilities	3,119	2,941
Parent entity equity comprising of:		
Share Capital	30,855	30,855
Reserves	1,268	1,268
Accumulated losses	(33,945)	(33,108)
Total Equity	(1,821)	(985)

The parent entity had no contingent liabilities or capital commitments as at 30 June 2014 and 30 June 2013.

28. Earnings per Share

	2014 cents	**2013 cents**
Basic earnings (loss) per share	(0.00003)	(0.003)
Diluted earnings (loss) per share	(0.00003)	(0.003)
Weighted average number of shares used as the denominator in calculating basic and diluted earnings per share	819,494,430	819,494,430

The calculation of basic and diluted earnings per share at 30 June 2014 was based on the profit for the year according to the Statement of Profit or Loss and Other Comprehensive Income. Options on issue were not considered to be dilutive so the calculation of diluted earnings per share was based on the weighted average of ordinary shares issued.

Directors' Declaration

In the opinion of the Directors of UXA Resources Ltd ("the Company"):

1. In the opinion of the Directors of UXA Resources Limited ("UXA"):

    (a) the financial statements and notes set out on pages 30 to 57, are in accordance with the Corporations Act 2001, including:

        (i) giving a true and fair view of the Company's financial position as at 30 June 2014 and of its performance, for the year ended on that date; and

        (ii) complying with Accounting Standards in Australia (including Australian Accounting Interpretations) and the Corporations Regulations 2001; and

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

    (c) since the year ended 30 June 2013, the Company was not able to sustain its existence as a going concern. The directors placed the subsidiary company, Geoscience Associates Australia Pty Ltd into liquidation on 8 July 2013 and then proceeded to appoint administrators to the parent company, UXA Limited, on 26 July 2013. The administrator took control of the company on 26 July 2013 and so it is the view of directors that while the basis of accounting enabled the presentation of a true and fair view of the Company's financial position as at 30 June 2014, the subsequent action of directors which culminated in the appointment of administrators in July 2013 became appropriate.

2. As a consequence of subsequent events, the Directors have not been given the declarations required by section 295A of the Corporations Act 2001 from the Chief Executive Officer and the Chief Financial Officer for the period ended 30 June 2014.

Without further qualifying the above statements, the Directors draw attention to Note 2(a) "alternate basis of preparation" of the financial statements which applied at 30 June 2013 and the subsequent appointment of the administrator to the Company on 26 July 2013.

Dated at Adelaide this 19th day of December 2014.

Peter Hunt
Chairman

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF UXA RESOURCES LIMITED

Report on the financial report

We have audited the accompanying financial report of UXA Resources Limited (the "Company"), which comprises the statement of financial position as at 30 June 2014, the statement of profit or loss and other comprehensive income, statement of changes in equity and 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, 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. The Directors' responsibility also includes such internal control as the Directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. The Directors also state, in the notes to the financial report, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, 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 our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require us to comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial report.

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

Independence
In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001.

Auditor's opinion
In our opinion:

a the financial report of UXA Resources Limited is in accordance with the Corporations Act 2001, including:

 i giving a true and fair view of the Company's and consolidated entity's financial position as at 30 June 2014 and of statement performance for the year ended on that date; and

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

b the financial report also complies with International Financial Reporting Standards as disclosed in the notes to the financial statements.

Emphasis of matter – Realisation basis of accounting
Without modifying our opinion, we draw attention to the Basis of Preparation (realisation basis) in the notes to the financial report, which indicates the company's determination that they are no longer a going concern.

Report on the remuneration report

We have audited the remuneration report included in the directors' report for the year ended 30 June 2014. The Directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's opinion on the remuneration report

In our opinion, the remuneration report of UXA Resources Limited for the year ended 30 June 2014, complies with section 300A of the Corporations Act 2001.

Grant Thornton

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

J L Humphrey
Partner – Audit & Assurance

Adelaide, 19 December 2014

Corporate Governance Statement

Statement

Being suspended from trading on ASX and subject to a Deed of Company Arrangement has meant that the directors have not reviewed the company's Corporate Governance Principles and Recommendations to be in compliance with the ASX Corporate Governance Guidelines which came into effect on 1 July 2014. The statements below therefore reflect the principle adopted by the company as at the date it was placed in administration on 26 July 2013. Upon re-listing of the Company on ASX, the directors will review the Corporate Governance requirements which came into effect from 1 July 2014. It is expected that the company's Corporate Governance Principles and Recommendations will be reviewed in their entirety to bring them into line with best practice.

UXA Resources Limited ("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.

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 2.1		✓	Recommendation 5.1	✓	
Recommendation 2.2	✓		Recommendation 5.2[3]	n/a	n/a
Recommendation 2.3	✓		Recommendation 6.1	✓	
Recommendation 2.4		✓	Recommendation 6.2[3]	n/a	n/a
Recommendation 2.5	✓		Recommendation 7.1	✓	
Recommendation 2.6[3]	n/a	n/a	Recommendation 7.2	✓	
Recommendation 3.1	✓		Recommendation 7.3	✓	
Recommendation 3.2	✓		Recommendation 7.4[3]	n/a	n/a
Recommendation 3.3[3]	n/a	n/a	Recommendation 8.1		✓
Recommendation 4.1		✓	Recommendation 8.2	✓	
			Recommendation 8.3[3]	n/a	n/a

Corporate Governance Statement

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 – information required is either provided or it is not.*

Website Disclosures

Further information about the Company's charters, policies and procedures may be found at the Company's website at www.uxa.com.au under the section marked Corporate Governance. A list of the 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
Nomination Committee	2.6
Remuneration Committee	8.3

Policies and Procedures	*Recommendation(s)*
Policy and Procedure for Selection and (Re)Appointment of Directors	2.6
Process for Performance Evaluation	1.2, 2.5
Policy on Assessing the Independence of Directors	2.6
Policy for Trading in Company Securities (summary)	3.2, 3.3
Code of Conduct (summary)	3.1, 3.3
Policy on Continuous Disclosure (summary)	5.1, 5.2
Procedure for Selection, Appointment and Rotation of External Auditor	4.4
Shareholder Communication Policy	6.1, 6.2
Risk Management Policy (summary)	7.1, 7.4

Disclosure – Principles & Recommendations

The Company reports below on how it has followed (or otherwise departed from) each of the Principles & Recommendations during the 2012/2013 financial year ("Reporting Period").

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 Company has established the functions reserved to the Board and has set out these functions in its Board Charter.

Corporate Governance Statement

The Board is collectively responsible for promoting the success of the Company by:

(a) overseeing the Company, including its control and accountability systems;

(b) appointing the chief executive officer, or equivalent, for a period and on terms as the directors see fit and, where appropriate, removing the chief executive officer, or equivalent;

(c) ratifying the appointment and, where appropriate, the removal of senior executives, including the chief financial officer and the company secretary;

(d) evaluating the performance of senior executives;

(e) ensuring the Company's Policy and Procedure for Selection and (Re)Appointment of Directors is reviewed in accordance with the Company's Nomination Committee Charter;

(f) approving the Company's policies on risk oversight and management, internal compliance and control, Code of Conduct, and legal compliance;

(g) satisfying itself that senior management has developed and implemented a sound system of risk management and internal control in relation to financial reporting risks and reviewed the effectiveness of the operation of that system;

(h) assessing the effectiveness of senior management's implementation of systems for managing material business risk including the making of additional enquiries and to request assurances regarding the management of material business risk, as appropriate;

(i) monitoring, reviewing and challenging senior management's performance and implementation of strategy;

(j) ensuring appropriate resources are available to senior management;

(k) approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures;

(l) approving the annual budget of the Company;

(m) monitoring the financial performance of the Company;

(n) ensuring the integrity of the Company's financial (with the assistance of the Audit Committee, if applicable) and other reporting through approval and monitoring;

(o) providing overall corporate governance of the Company, including conducting regular reviews of the balance of responsibilities within the Company to ensure division of functions remain appropriate to the needs of the Company;

(p) appointing the external auditor (where applicable, based on recommendations of the Audit Committee) and the appointment of a new external auditor when any vacancy arises, provided that any appointment made by the Board must be ratified by shareholders at the next annual general meeting of the Company;

(q) engaging with the Company's external auditors and Audit Committee (where there is a separate Audit Committee);

(r) monitoring compliance with all of the Company's legal obligations, such as those obligations relating to the environment, native title, cultural heritage and occupational health and safety; and

(s) make regular assessment of whether each non-executive director is independent in accordance with the Company's Policy on Assessing the Independence of Directors.

The Board may not delegate its overall responsibility for the matters listed above. However, it may delegate to senior management the responsibility of the day-to-day activities in fulfilling the Board's responsibility provided those matters do not exceed the Materiality Threshold as defined below.

Corporate Governance Statement

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 Managing Director and to assist the Managing Director in implementing the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board.

Senior executives are responsible for reporting all matters which fall within the Company's materiality thresholds at first instance to the Managing Director or, if the matter concerns the Managing Director, then directly to the Chair or the lead independent director, as appropriate.

Recommendation 1.2:

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

Disclosure:

The Board is responsible for evaluating the senior executives. The Board reviews the senior executives on an ongoing informal basis.

Recommendation 1.3:

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

Disclosure:

During the Reporting Period the performance evaluation of senior executives took place in accordance with the process disclosed at Recommendation 1.2.

Principle 2.

Structure the board to add value

Recommendation 2.1:

A majority of the Board should be independent directors.

Disclosure:

The independent directors of the Board are Neill Arthur, Scott McKay and David Sutich.

Disclosure:

During the Reporting Period the majority of directors were independent in accordance with the Recommendation 1.2.

Recommendation 2.2:

The Chair should be an independent director.

Disclosure:

The independent Chair of the Board is Neill Arthur.

Recommendation 2.3:

The roles of the Chair and Chief Executive Officer should not be exercised by the same individual.

Recommendation 2.4:

The Board should establish a Nomination Committee.

Notification of Departure:

The Company has established a separate Nomination Committee.

Corporate Governance Statement

Explanation for Departure:

Given the current size and composition of the Company, the Board believes that there would be no efficiencies gained by conducting a separate Nomination Committee Meetings. Accordingly, the Board performed the role of Nomination Committee. Items that are usually required to be discussed by a Nomination Committee are marked as separate agenda items at Board meetings when required. When the Board convenes as the Nomination Committee it carries out those functions which are delegated in the Company's Nomination Committee Charter. 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 Chair is responsible for evaluation of the Board and when deemed appropriate, Board Committees and individual directors. The Board, in its capacity as the Nomination Committee, is responsible for evaluating the Managing Director.

These evaluations are performed on an ongoing informal basis.

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

A profile of each director containing their skills, experience, expertise and term of office is set out in the Directors' Report.

Identification of Independent Directors

The independent directors of the Company are Neill Arthur, Scott McKay and David Sutich. These directors are independent as they are non-executive directors who are not members of management and who are free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgment.

Independence is measured having regard to the relationships listed in Box 2.1 of the Principles & Recommendations and the Company's materiality thresholds. The materiality thresholds are set out below.

Company's Materiality Thresholds

The Board has agreed on the following guidelines for assessing the materiality of matters, as set out in the Company's Board Charter:

Materiality – Quantitative

Balance sheet items

Balance sheet items are material if they have a value of more than 10% of pro-forma net asset.

Profit and loss items

Profit and loss items are material if they will have an impact on the current year operating result of 10% or more.

Corporate Governance Statement

Materiality – Qualitative

Items are also material if:

(a) they impact on the reputation of the Company;

(b) they involve a breach of legislation or may potentially breach legislation;

(c) they are outside the ordinary course of business;

(d) they could affect the Company's rights to its assets;

(e) if accumulated they would trigger the quantitative tests;

(f) they involve a contingent liability that would have a probable effect of 10% or more on balance sheet or profit and loss items; or

(g) they will have an effect on operations which is likely to result in an increase or decrease in net income or dividend distribution of more than 10%.

Material Contracts

Contracts will be considered material if:

(a) they are outside the ordinary course of business;

(b) they contain exceptionally onerous provisions in the opinion of the Board;

(c) they impact on income or distribution in excess of the quantitative tests;

(d) any default, should it occur may trigger any of the quantitative or qualitative tests;

(e) they are essential to the activities of the Company and cannot be replaced, or cannot be replaced without an increase in cost of such a quantum, triggering any of the quantitative tests;

(f) they contain or trigger change of control provisions;

(g) they are between or for the benefit of related parties; or

(h) they otherwise trigger the quantitative tests.

Any matter which falls within the above guidelines is a matter which triggers the materiality threshold ("Materiality Threshold").

Statement concerning availability of Independent Professional Advice

The Board acknowledges the need for independent judgement on all Board decisions, irrespective of each individual director's independence.

To assist directors with independent judgement, it is the Board's Policy that if a director considers it necessary to obtain independent professional advice to properly discharge the responsibility of their office as a director then, provided the director first obtains approval for incurring such expense from the Chair, the Company will pay the reasonable expenses associated with obtaining such advice.

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 nomination related discussions occurred from time to time during the year as required. To assist the Board to fulfil its function as the Nomination Committee, it has adopted a Nomination Committee Charter.

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 an evaluation of the Board, Board committees and individual directors did not occur in accordance with the disclosed process at Recommendation 2.5. because of the need to concentrate on determining the company's financial future as the most imperative action.

Corporate Governance Statement

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.

Disclosure:

The Board recognises that Board renewal is critical to performance and the impact of Board tenure on succession planning. One third of the Board of Directors retire in each year in accordance with the Company's Constitution. Re-appointment of directors is not automatic.

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 established a Code of Conduct as to the practices necessary to maintain confidence in the Company's integrity, practices necessary to take into account their legal obligations and the expectations of their stakeholders and responsibility and accountability of individuals for reporting and investigating reports of unethical practices.

Recommendation 3.2:

Companies should establish a policy concerning trading in company securities by directors, senior executives and employees, and disclose the policy or a summary of that policy.

Disclosure:

The Company has established a policy concerning trading in the Company's securities by directors, senior executives and employees.

Recommendation 3.3:

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

Disclosure:

Please refer to the section above marked Website Disclosures.

Principle 4.

Safeguard integrity in financial reporting

Recommendation 4.1 and 4.2:

The Board should establish an Audit Committee and the Audit Committee should be structured so that it:

(a) consists only of non-executive directors;

(b) consists of a majority of independent directors;

(c) is chaired by an independent Chair, who is not Chair of the Board; and

(d) has at least three members.

Corporate Governance Statement

Disclosure:

The Audit Committee consists of two directors which does not include the Company Chairman. As a result, the Committee does not comply with the recommendation for three members due to the size of the board.

Recommendation 4.3:

The Audit Committee should have a formal charter.

Disclosure:

The Company has adopted an Audit Committee Charter.

Recommendation 4.4:

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

Disclosure:

The Audit Committee, did not hold any meetings during the Reporting Period.

Details of each of the director's qualifications are set out in the Directors' Report. All members of the Board consider themselves to be financially literate and have industry knowledge.

The Company has established procedures for the selection, appointment and rotation of its external auditor. The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises, as recommended by the Audit Committee (or its equivalent). Candidates for the position of external auditor must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the Audit Committee (or its equivalent) and any recommendations are made to the Board.

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 established written policies designed to ensure compliance with ASX Listing Rule disclosure and accountability at a senior executive level for that compliance.

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.

Corporate Governance Statement

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 designed a communications policy for promoting effective communication with shareholders and encouraging shareholder participation at general meetings.

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.

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 Board has adopted a Risk Management Policy, which sets out the Company's risk profile. Under the Policy, the Board is responsible for approving the Company's policies on risk oversight and management and satisfying itself that management has developed and implemented a sound system of risk management and internal control.

Under the Policy, the Board delegates day-to-day management of risk to the Chief Executive Officer, who is responsible for identifying, assessing, monitoring and managing risks. The Chief Executive Officer is also responsible for updating the Company's material business risks to reflect any material changes, with the approval of the Board. As part of the Company's risk management system, the Managing Director is required to report on the progress of, and on all matters associated with, risk management on a regular basis. The Managing Director is to report to the Board as to the effectiveness of the Company's management of its material business risks, at least annually.

In fulfilling the duties of risk management, the Chief Executive Officer/Managing Director may have unrestricted access to Company employees, contractors and records and may obtain independent expert advice on any matter they believe appropriate, with the prior approval of the Board.

In addition, the following risk management measures have been adopted by the Board to manage the Company's material business risks:

(a) the Board has established authority limits for management which, if exceeded, will require prior Board approval;

(b) the Board has adopted a compliance procedure for the purpose of ensuring compliance with the Company's continuous disclosure obligations; and

(c) the Board has adopted a corporate governance manual which contains other policies to assist the Company to establish and maintain its governance practices.

Corporate Governance Statement

This system includes 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 reviewed quarterly 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 materials 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 Company is currently under external Administration. As a consequence, the Managing Director and the Chief Financial Officer have been unable to provide a declaration to the Board in accordance with section 295A of the Corporations Act. Prior to the date of Administration, the day to day activities of the company were being undertaken by the board which operated under the system of risk management and internal control which was operating effectively in all material respects in relation to financial risk.

Recommendation 7.4:

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

Disclosure:

Prior to the appointment of external Administrators, the Board received the report from management under Recommendation 7.2.

However, the Board is unable to receive the assurance from the Managing Director and the Chief Financial Officer under Recommendation 7.3. because those positions do not exist at the date of this report.

Principle 8.

Remunerate fairly and responsibly

Recommendation 8.1:

The Board should establish a Remuneration Committee.

Disclosure:

The Board has established a remuneration Committee, the majority of whom are independent directors.

Corporate Governance Statement

Recommendation 8.2:

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 individual performance.

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 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 full Board, in its capacity as the Remuneration Committee, met during the Reporting Period. To assist the Board to fulfil its function as the Remuneration Committee, it has adopted a Remuneration Committee Charter.

The explanation for departure set out under Recommendation 8.1 above explains how the functions of the Remuneration Committee are performed.

There are no termination or retirement benefits for non-executive directors (other than for superannuation).

The Company's Remuneration Policy 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.

Shareholder Information

Additional Information required by the Australian Securities Exchange Limited Listing Rules and not disclosed elsewhere in this report is set out below.

Shareholdings as at 12 December 2014

Substantial shareholders

The following were substantial shareholders as at 12 December 2014:

Name	Number of fully paid ordinary shares held	% held
Dalkeith Resources Pty Ltd	20,000,000	35.78
Mr David Anthony Walker	18,000,000	32.20
Dr John Reginald Santich	3,500,000	6.26
Hunt Corporate Investments Pty Ltd	3,000,000	5.37
Sheoak Runner Pty Ltd	3,000,000	5.37

Voting Rights

Fully paid ordinary shares
Subject to any rights or restrictions attached to any class of shares, at a meeting of members, each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

Distribution of Shareholders

Category	Holders of Ordinary Shares	% of Issued Capital
1 – 1000	1965	0.72
1,001 – 5,000	445	1.95
5,001 – 10,000	67	0.90
10,001 – 50,000	71	2.56
50,001 – 100,000	8	1.27
100,001 – 500,000	3	1.37
500,001 – 1,000,000	1	2.14
1,000,001 – and over	6	89.09
Total number of security holders	2,566	100.00

Unmarketable Parcels

	Minimum Parcel Size	Number of Holders	Units
Ordinary Shares	$500.00 at $0.002/unit	2,530	2,960,613

On market buy-back

There is no current on-market buy back.

Shareholder Information

Twenty largest shareholders

The names of the 20 largest holders of fully paid ordinary shares constituting a class of quoted equity securities on the Australian Securities Exchange Limited including the number and percentage held by those at 12 December are as follows:

Name	Number of fully paid ordinary shares held	% held
Dalkeith Resources Pty Ltd	20,000,000	35.78
Mr David Anthony Walker	18,000,000	32.20
Dr John Reginald Santich	3,500,000	6.26
Hunt Corporate Investments Pty Ltd	3,000,000	5.37
Sheoak Runner Pty Ltd	3,000,000	5.37
Australian Special Opportunity Fund	2,300,000	4.11
La Jolla Cove Investors Inc	1,194,458	2.14
Dr John Henry Addisom McMahon	415,916	0.74
Express Discovery Pty Ltd	200,000	0.35
Mr Paul Jackson	150,000	0.27
Henry Charles Roy Bourne	100,000	0.19
Mr Anthony Burge and Mrs Jane Burge	100,000	0.19
CBD Plaza (Aust) Pty Ltd	100,000	0.19
Firemat Pty Ltd	100,000	0.19
John McMahon	100,000	0.19
Mr Brian Willcocks & Mrs Shona Willcocks	82,025	0.15
JP Morgan Nominees Australia Limited	74,376	0.13
HSBC Custody Nominees (Australia) Limited	54,062	0.10
Bernard H Booth & Sharyn Elizabeth Booth	50,000	0.10
Mr Mehmet Tavsancioglu	44,916	0.09
TOTAL	**52,565,753**	**94.11**

Unquoted Securities

Options over Unissued Shares

A total of 19,025,000 share options are on issue as at 12 December 2014.

Name	Number of Options Held	% Held
Australian Special opportunity Fund, LP	5,025,000	26.41
La Jolla Cove Investors Inc	5,000,000	26.28
Dalkeith Resources Pty Ltd	3,000,000	15.77
Natjo Nominees Pty Ltd	3,000,000	15.77
John Reginald Santich	3,000,000	15.77
TOTAL	**19,025,000**	**100.00**

Shareholder Information

Voting Rights

Options

Option holders will be entitled on the payment of the exercise price to be allotted one ordinary fully paid share in the company for each Option exercised. Any Options not exercised before expiry will lapse.

Company Directory

Directors	Peter Hunt (Chairman) David Walker (Managing Director) John Santich (Non-Executive Director)
Secretary	Graham Seppelt
Australian Business No.	65 112 714 397
Registered Office	Level 7 / 420 King William Street Adelaide South Australia 5001 AUSTRALIA Mobile Phone: 0419 035 297 Fax: +61 8 7324 6111 Email: seppelt@bold.net.au
Website	Web: www.uxaresources.com.au
Auditor	Grant Thornton Audit Pty Ltd 67 Greenhill Road Parkside SA 5067
Tax Advisors	PricewaterhouseCoopers 91 King William Street Adelaide SA 5000
Company's Solicitors	Minter Ellison Lawyers Level 21 25 Grenfell Street Adelaide SA 5000
Share Registry	Computershare Investor Services Pty Ltd Level 3 60 Carrington Street Sydney NSW 2000