(Administrator Appointed)
ABN 65 112 714 397

Half Year Financial Report

31 December 2014

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Directors' Report

The Directors of UXA Resources Limited ("UXA") present their report together with the financial report for the six months ended 31 December 2014 and the review report thereon.

1. DIRECTORS

The Directors of UXA at any time during or since the end of the interim period are:

- Neill Arthur (Non-Executive Chairman) resigned 26 August 2014
- Scott McKay (Non-Executive Director) resigned 26 August 2014
- David Sutich (Non-Executive Director) resigned 26 August 2014
- David Walker (Managing Director) appointed 26 August 2014
- Peter Hunt (Non-Executive Director) appointed 26 August 2014
- John Santich (Non-Executive Director) appointed 26 August 2014

2. PRINCIPAL ACTIVITIES

UXA is a diversified exploration company searching for uranium, gold and precious metals. The Company is committed to further exploration and development of its flagship asset, the Nabarlek Uranium Project in the Northern Territory of Australia. No exploration activities were undertaken during the period under review as the company has remained in administration.

3. REVIEW OF OPERATIONS

During the period under review, UXA continued to hold its mineral exploration properties, but did not carry out any exploration activities.

UXA held two granted Exploration Licences and nine licence applications in the Northern Territory and two granted Exploration Licences in South Australia.



Figure 1. UXA Project Location Map

3. REVIEW OF OPERATIONS (cont)

Details of all Tenements held or which UXA has rights to at 31 December 2014:

		Exploration Licence			Date		Area
Number	State	Name	Status	Application	Granted	Expiry	km
EL 4971 EL 4927	South Australia South Australia	Commonwealth Hill Playford	Granted Granted	17/03/2011 18/08/2010	08/08/2012 19/06/2012	07/08/2015 17/06/2015	26! 28!
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	-	-	
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	19:
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			4
ELA 28244	Northern Territory	Nabarlek West "B"	Application	02/02/2005	-		8
ELA 24586	Northern Territory	Rum Jungle NE	Application	02/02/2005			35
Sub-Total							1,51
Grand Total							2,06

4. EVENTS SUBSEQUENT TO BALANCE DATE

The following significant events occurred subsequent to 31 December 2014:

- (a) The following resolutions were approved by shareholders at a shareholders meeting and transactions approved but not completed and therefore not recognised as at 31 December 2014 were:
 - i. Resolution 8 Issue of Shares Initial Placement

The issue of 6,000,000 Shares (on a post-consolidation basis) pursuant to a placement under the Reconstruction Deed of which 4,000,000 shares at 5 cents per share will be placed by 14 February 2015 to raise further funds of \$200,000. The company subsequently issued 2,500,000 shares at 5 cents per share to raise \$125,000.

ii. Resolution 10 - Further Placement

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 14 November 2014 at such price and otherwise on the terms and conditions detailed in the Explanatory Statement to raise a further \$450,000. The resolution lapsed due to the time restraint.

iii. Resolution 14 - Issue of Shares under the Prospectus

Approval received 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. A prospectus has been lodged with the ASX.

5. SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

On 22 November 2013 the Company's Administrator entered into a Deed of Company Arrangement (DOCA) with Palgrave Resources Limited. The implementation of the DOCA was approved at a meeting of shareholders held on 14 November 2014. The final payment of \$200,000 to the Administrator when paid to the Creditors Trust will result in the administration ceasing.

6. ROUNDING

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 condensed interim financial report and directors' report have been rounded off to the nearest thousand dollars, unless otherwise stated.

7. LEAD AUDITOR'S INDEPENDENCE DECLARATION

The lead auditor's independence declaration is set out on page 5 and forms part of the directors' report for the six months ended 31 December 2014.

Signed in accordance with a resolution of the directors:

Peter Hunt Chairman

Dated at Adelaide this 16th day of March 2015



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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 review of UXA Resources Limited for the half-year ended 31 December 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 review; and
- b no contraventions of any applicable code of professional conduct in relation to the review.

GRANT THORNTON AUDIT PTY LTD

Chartered Accountants

J L Humphrey

Partner – Audit & Assurance

Adelaide, 16 March 2015

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Condensed Statement of Profit or Loss and Other Comprehensive Income

For the half year ended 31 December 2014

In thousands of AUD	Note	2014	2013
Other income		<u>-</u>	797
Operating Costs			
Professional fees		(140)	(46)
ASX/Registry expenses		(46)	-
Audit fees		(10)	-
Impairment expense		-	(5)
Insurance		(12)	-
Legal/Meeting expenses		(127)	-
Travel		(27)	(5)
Office expenses		(6)	-
Exploration expenditure written off		(114)	(76)
Secretarial fees		(22)	-
Directors Fees		(49)	-
Other expenses from ordinary activities		-	(318)
Total expenses		(553)	(450)
Profit / (Loss) from operating activities		(553)	347
Interest income		-	23
Bank & finance costs		-	(3)
Net finance costs		-	20
Profit / (Loss) before income tax		(553)	367
Income tax expense		-	-
Profit / (loss) for the period		(553)	367
Other comprehensive income for the period, net of ta	x		
Foreign currency transaction differences – foreign ope	rations	-	_
Total comprehensive profit / loss for the period		(553)	367
		Cents	Cents*
Basic profit / (loss) per share		(0.0090)	0.0004
Diluted profit / (loss) per share		(0.0090)	0.0004

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Condensed Statement of Financial Position as at 31 December 2014

In thousands of AUD	Note	31 Dec 2014	30 June 2014
Assets			
Cash and cash equivalents		124	124
Trade and other receivables		60	42
Exploration and evaluation assets	6	1,132	1,132
TOTAL ASSETS	-	1,316	1,298
Liabilities			
Trade and other payables		1,694	1,471
Employee Entitlements		43	43
Loans and borrowings – Convertible Notes	8	-	1,152
Related party loans	8	201	453
TOTAL LIABILITIES	-	1,938	3,119
NET ASSETS	=	(622)	(1,821)
Equity			
Share capital	7	1,753	30,855
Reserves		-	1,268
Accumulated losses		(2,375)	(33,945)
TOTAL EQUITY	=	(622)	(1,821)

Condensed Statement of Cash Flows

For the half year ended 31 December 2014

In thousands of dollars	Note	31 Dec 2014	31 Dec 2013
Cash flows from operating activities			
Receipts from customers		-	-
Cash payments to suppliers and employees		(223)	(117)
Interest received		-	23
Interest paid		<u>-</u> _	(3)
Net cash used in operating activities	_	(223)	(97)
Cash flows from investing activities			
Payments for exploration and evaluation expenditure	!	-	-
Proceeds from sale of fixed assets		-	855
Net cash used in investing activities		-	855
Cash flows from financing activities			
Proceeds from issue of share capital		-	-
Proceeds from borrowings		-	262
Proceeds from related party loans		223	-
Proceeds from convertible notes		-	(150)
Repayment of borrowings			(852)
Net cash from financing activities		223	(740)
Net increase in cash and cash equivalents		-	18
Effect of exchange rate fluctuation on cash rate			-
Cash and cash equivalents at 1 July	_	124	101
Cash and cash equivalents at 31 December 2014	_	124	119

Condensed Statement of Changes in Equity

For the half year ended 31 December 2014

in thousands of dollars	Issued Capital	Accumulated Losses	Reserves	Total
	\$'000	\$'000	\$'000	\$'000
Balance at 1 July 2014	30,855	(33,945)	1,268	(1,821)
Total profit / (loss) for the period				
Capital reduction – Cancellation lost capital	(30,855)	30,855	-	-
Transfer share based payments reserve to retained earnings		1,268	(1,268)	-
Loss for the period	-	(553)	-	(553)
Other comprehensive income				
Total other comprehensive income	-	-	-	-
Total comprehensive profit or (loss) for the period	(30,855)	31,570	(1,268)	(2,374)
Transaction with owners, recorded directly in equity				
Contributions by and distributions to owners				
Shares issued				
- 15% Placement	1	-	-	1
- Issue to satisfy convertible notes	1,152	-	-	1,152
- Issues approved by shareholders	600	-	-	600
Total contributions by and distributions to owners	1,753	-	-	1,753
Balance as at 31 December 2014	1,753	(2,375)	-	(622)
Balance at 1 July 2013	30,855	(33,914)	1,268	(1,790)
Total profit / (loss) for the period				
Profit for the period	-	367	-	367
Other comprehensive income				
Total other comprehensive income	-	-	-	-
Total comprehensive profit or loss for the period	-	367	-	367
Transaction with owners, recorded directly in equity				
Contributions by and distributions to owners				
Shares issued	-	-		
Total contributions by and distributions to owners	-	-	-	
Balance as at 31 December 2013	30,855	(33,546)	1,268	(1,423)

Notes to the Condensed Interim Financial Statement for the Half Year Ended 31 December 2014

1. REPORTING ENTITY

UXA Resources Limited (UXA) is a company domiciled in Australia. The condensed interim financial report as at and for the six months ended 31 December 2014.

The annual financial report of the Company as at and for the year ended 30 June 2014 is available upon request from the Company Secretary, Graham Seppelt (see Company Directory).

2. STATEMENT OF COMPLIANCE

The condensed interim financial report is a general purpose financial report which has been prepared in accordance with AASB 134 *Interim Financial Reporting* and the Corporations Act 2001.

The condensed interim financial report does not include all of the information required for a full annual financial report, and should be read in conjunction with the consolidated annual financial report of the entity as at and for the year ended 30 June 2014.

This condensed interim financial report was approved by the Board of Directors on February 2015.

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 interim financial report have been rounded off to the nearest thousand dollars, unless otherwise stated.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied by the Group in the interim financial report are the same as those applied by the Company in its consolidated financial report as at and for the year ended 30 June 2014.

(a) Alternate basis of preparation

The company reported a loss after tax of \$0.553 million (2013: profit of \$0.367 million) for the half year ended 31 December 2014. At reporting date, the company had accumulated losses of \$2.375 million and net liabilities of \$0.622 million. The company has not traded since it was placed in administration on 26 July 2013. The company was suspended from listing on the Australian Securities Exchange on 23 August 2013.

Based on current forecasts there is significant uncertainty as to the Company's ability to meet its 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.

The Company's ability to resume operations as a going concern is contingent upon successfully raising additional capital and negotiating the settlement of its liabilities through a Deed of Company Arrangement (DOCA) which was executed between the Company and Palgrave Resources Limited on 22 November 2013. The Company expects to extinguish its liabilities at amounts different from those stated in the half year financial report, on the basis of the conditions outlined in the DOCA.

3. SIGNIFICANT ACCOUNTING POLICIES (cont)

Refer to note 9 for further details in connection with the Group's financial position and the DOCA.

(i) Realisation of 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.

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.

Given the uncertainties in valuing assets and liabilities, it is likely that the valuation of assets and liabilities included in these financial statements may differ from actual results.

(b) Estimates

The preparation of the half year 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 expense. Actual results may differ from these estimates.

In preparing this interim financial report, the significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the financial statements as at and for the year ended 30 June 2014.

4. OPERATING SEGMENTS

During the six months to 31 December 2014 the Company did not trade and has not traded since the appointment of an Administrator on 26 July 2013 but it was the intention of the proponents of the Deed of Company Arrangement (DOCA) to revert to a sole purpose exploration Company on completion of the DOCA and on the raising of sufficient funds pursuant to a prospectus lodged on 9 February 2015.

5. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The Group does not have any contingent assets or liabilities.

6. EXPLORATION AND EVALUATION EXPENDITURE

In thousands of dollars	31 Dec 2014	30 Jun 2014
Balance at beginning of period	1,132	1,208
Expenditure capitalised in the period	-	-
Amounts written off / adjusted in the period	-	(76)
Balance at end of period	1,132	1,132

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.

7. ISSUED CAPITAL

Issuance of ordinary shares

2014	No. Shares	\$'000	No. Options
Balance at 1 July 2014	886,744,784	30,855	6,500,000
Share placement	130,000,000	1	
Consolidation of share capital on 1 for 200	5,084,255	30,856	32,500
Options expired	-	-	(7,500)
Issue of shares pursuant to resolution passed by shareholders	56,040,000	1,753	-
Loss of capital & approved by shareholders	-	(30,856)	-
Issue of options – expired note holders	-	-	10,000,000
Issue of options - Directors	-	-	9,000,000
Balance at 31 December 2014	61,124,255	1,753	19,025,000
2013	No. Shares	\$'000	No. Options
Balance at 1 July 2013	886,744,784	30,855	6,500,000
Issue of ordinary shares	-	-	-
Balance at 31 December 2013	886,744,784	30,855	6,500,000

All issued shares are fully paid.

8. LOANS AND BORROWINGS

(a) Loans and borrowings summary

Current	31 Dec 14 \$'000	30 June 14 \$'000
Convertible note – La Jolla	-	802
Convertible note - ASOF		500
	-	1,302

In consideration for the convertible notes the note holders accepted 3,300,000 shares in the company which were approved by shareholder at an Annual General Meeting on 14 November 2014.

(b) Related party loans

Current	31 Dec 14 \$'000	30 June 13 \$'000
Palgrave Resources Ltd	9	100
Dalkeith Resources Pty Ltd	192	162
	201	262

Palgrave Resources is a director related entity of John Santich, David Walker and Peter Hunt. Dalkeith Resources is a director related entity of David Walker.

9. EVENTS SUBSEQUENT TO BALANCE DATE

The following significant events occurred subsequent to 31 December 2014:

Arrangement with UXA

On 22 November 2013 Palgrave Resources Ltd (Palgrave) signed agreements with UXA, its Administrator and its two convertible note holders 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 below:

Terms of DOCA Proposal

Under the agreements between Palgrave and UXA, the Administrator will continue in his role until UXA shareholders approve the Palgrave proposal (subsequently approved on 14 November 2014). 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.

All approvals by ASX, Shareholders and ASIC for the transactions contemplated by the DOCA and the Reconstruction Deed were approved by shareholders on 14 November 2014. Upon a \$200,000 distribution being made to Creditors under the Creditors' Trust in respect of admitted claims, all claims of creditors will be released and extinguished. The DOCA will terminate following achievement of the proposed capital restructure as contemplated by the Reconstruction Deed and establishment of the Creditors' Trust.

The Restructure Proposal

The following resolutions were approved by shareholders at a shareholders meeting and transactions approved but not completed and therefore not recognised as at 31 December 2014 were:

i. Resolution 8 - Issue of Shares - Initial Placement

The issue of 6,000,000Shares (on a post-consolidation basis) pursuant to a placement under the Reconstruction Deed of which 4,000,000 shares at 5 cents per share will be placed by 14 February 2015 to raise further funds of \$200,000. The company subsequently issued 2,500,000 shares at 5 cents per share to raise \$125,000. The balance of shares to be issued did not proceed because they were outside of the three month approval period.

ii. Resolution 10 - Further Placement

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 14 November 2014 at such price and otherwise on the terms and conditions detailed in the Explanatory Statement to raise a further \$450,000. The resolution lapsed due to the time restraint.

iii. Resolution 14 – Issue of Shares under the Prospectus

Approval received 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.

Shareholder's approved a UXA public offer to raise up to \$3.2 million at a price not less than 5 cents per post consolidation share. Completion of the transaction is subject to several conditions. UXA shareholders have approved the transactions, but at least \$1 million is still to 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.

Other than the matters discussed above there has not arisen in the interval between the end of the half year and of the date of this report any item, transaction or event of material and unusual nature requiring adjustment to, or disclosure in, the half year financial statements ended 31 December 2014.

10. CONTINGENT ASSETS AND LIABILITIES

The Company does not have any contingent assets or liabilities.

11. SHARE BASED PAYMENTS

During the half year ended 31 December 2014 the company issued the following equity instruments share based payments:

		Number of shares	Fair value \$'000	Number of Options	Fair value \$'000
1.	The issue of shares and options to Lind - ASOF in consideration for a convertible note liability.	2,300,000	450,000	5,000,000	-
	The options have an exercise price of \$0.10 per option and expiry of 22 October 2017.				
2.	The issue of shares and options to La Jolle Cove in consideration for a convertible note liability.	1,000,000	702,000	5,000,000	-
	The options have an exercise price of \$0.10 per option and expiry of 22 October 2017.				
3.	Shares issued in lieu of loan repayments.	3,000,000	3,000	-	-
4.	Shares issued in lieu of fees and expense reimbursement.	33,500,000	335,000	-	-
	Total	39,800,000	1,490,000	10,000,000	-

For the options granted during the period, the model valuation inputs used to determine the fair value at the grant date were as follows:

Expiry date	22-Oct-17
Share price at grant date	\$0.00001
Exercise price	\$0.10
Expected volatility	100%
Risk free rate	2.57%
Fair value	\$0.00

Directors' Declaration

DIRECTORS' DECLARATION

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

- 1. In the opinion of the Directors of UXA Resources Limited ("UXA"):
 - (a) the interim financial statements and notes set out on pages 6 to 14, are in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the Company's financial position as at 31 December 2014 and of its performance, for the half year ended on that date; and
 - (ii) complying with Australian Accounting Standard 134 Interim Financial Reporting and the Corporations Regulations 2001; and
 - (b) Due to the uncertainty outlined in note 3(a), the directors are unable to conclude that UXA will remain a going concern and will be able to pay its debts as and when they fall due for the next 12 months.
- 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 31 December 2014.

Dated at Adelaide this 16th day of March 2015.

Peter Hunt Chairman



Level 1, 67 Greenhill Rd Wayville SA 5034

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Independent Auditor's Review Report To the Members of UXA Resources Limited

We have reviewed the accompanying half-year financial report of UXA Resources Limited ("Entity"), which comprises the statement of financial position as at 31 December 2014, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, notes comprising a statement or description of accounting policies, other explanatory information and the directors' declaration.

Directors' responsibility for the half-year financial report

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

Auditor's responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with the Auditing Standard on Review Engagements ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the Corporations Act 2001 including: giving a true and fair view of the UXA Resources Limited financial position as at 31 December 2014 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001. As the auditor of UXA Resources Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we complied with the independence requirements of the Corporations Act 2001.

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of UXA Resources Limited is not in accordance with the Corporations Act 2001, including:

- a giving a true and fair view of the Entity's financial position as at 31 December 2014 and of its performance for the half-year ended on that date; and
- b complying with Accounting Standard AASB 134 Interim Financial Reporting and Corporations Regulations 2001.

Emphasis of matter - Realisation basis of accounting

Without modifying our conclusion, we draw attention to note 3(a) Alternate basis of preparation (realisation basis) in the notes to the interim report, which indicates the company's determination that they are no longer a going concern.

GRANT THORNTON AUDIT PTY LTD

grant Thornton

Chartered Accountants

J L Humphrey

Partner - Audit & Assurance

Adelaide, 16 March 2015

Company Directory

Company Directory

Directors	Peter Hunt (Chairman and Non-Executive Director))
	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 St
	Adelaide
	South Australia 5000 AUSTRALIA
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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
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	Sydney NSW 2000