TIMPETRA RESOURCES LIMITED

FINANCIAL REPORT
FOR YEAR ENDED
30 JUNE 2015

CORPORATE DIRECTORY

ABN 74 143 928 625

Directors

Martin Priestley
Douglas O'Neill
Dimitri Burshtein

Company Secretary

Nicholas Geddes

Registered office

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Sydney
NSW 2001

Solicitors

Johnson Winter Slattery
Level 25
20 Bond Street
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Bankers

Commonwealth Bank of Australia
10 Bridge Street
Sydney, NSW, 2000

Auditors

Ernst & Young
680 George Street
Sydney, NSW, 2000

CONTENTS

DIRECTORS' REPORT

The Directors present their report on the results of the Company's operation for the year ended 30 June 2015.

Directors

The names of the Company's Directors in office during the financial period and up until the date of this report are:

Name	Current Position	Date of appointment	Date of resignation
Martin Priestley	Non-Executive Chairman	9-Oct-12	Not applicable
Douglas O'Neill	Non-Executive Director	13-May-13	Not applicable
Dimitri Burshtein	Non-Executive Director	27-Mar-14	Not applicable

Principal Activities

The principal activity of the Company is to identify, assess and invest in strategic gold opportunities.

Review and Results of Operations

Set out below is a review of significant activity of the Company for the year ended 30 June 2015.

Financial Review

(I) Investments in ASX-listed companies with gold operations

During the years ended 30 June 2014 and 30 June 2013 the Company acquired 35,454,545 shares at a weighted average price of $0.1821 per share in Saracen Mineral Holdings Limited ("Saracen"), an ASX listed gold producing company. That is, the total cost of the investment was $6,457,804. As at 30 June 2014 the investment was valued at $14,536,363 and the unrealized gain on the revaluation of the shares was $9,202,733.

The Saracen shares were sold in the financial year ended 30 June 2015. The total net sales proceeds received (i.e. after transaction costs including GST and brokerage) was $16,044,711. The total realized gain in FY15 (after transaction costs) relating to the Saracen shares was $1,597,859.

The Company repaid the margin loan of $930,378, through the sale of the Saracen shares.

During the year, the Company invested $330,409 in KalNorth Goldmines (ASX: KGM) shares. The value of KGM shares as at 30 June 2015 were $118,091. The total unrealized loss for the year was therefore $212,318.

(II) Private tax ruling

The Company applied to the Australian Taxation Office ('ATO') for a Private Tax Ruling relating to deducting part of a tax loss made during a part of a loss year. In general, the Company sought tax advice on whether the substantial tax losses incurred between 30 March 2011 and 30 June 2014 could be offset against the taxable capital gain made on the sale of the Saracen investment during the financial year ended 30 June 2015. In an announcement made to the ASX on 6 February 2015, the Board of Director's stated payment of the special dividend and return of capital made post 31 December 2014 was contingent upon quantifying the Company's tax liabilities.

On 11 March 2015 the Company received a Private Tax Ruling from the Australian Taxation Office ('ATO'). The Private Tax Ruling was favorable to Timpetra and hence the Company proceeded with the payment of the special dividend and return of capital.

DIRECTORS' REPORT (continued)

(III) Return of capital to shareholders

The Company also adopted a strategy of returning capital to shareholders:

Prior to 31 December 2014

- It paid $0.124 to each registered holder of fully paid ordinary shares in the Company as at 7pm on 23rd December 2014. The total capital return was $7,793,024.
- It paid an un-franked special dividend of $0.036 per share to each registered holder of fully paid ordinary shares as at 7pm on 23rd December 2014. The dividend was paid on 29th of December 2014. The total dividend was $2,262,490.
- It engaged in a share buy-back during the period. It bought back $930,130 worth of shares.

Post 31 December 2014

- The Company paid a dividend of $0.007 per ordinary share, amounting to a total dividend of $438,760.
- It paid $0.023 per ordinary share, amounting to a total capital return of $1,445,319.

(IV) Suspension from quotation

On 17th February 2015 the securities of the Company were suspended from quotation on the ASX. This is because the Company had failed to comply with Listing Rule 12.1, which requires the entity to maintain a level of operations sufficient, in the ASX's opinion, to warrant the continued quotation of securities.

Significant events after the balance date

On 8 September 2015 the Board of Directors announced the Company signed a binding term sheet with Zebina Minerals Pty Ltd ('Zebina') to explore three tenements within the Meekatharra Mineral Field in the Murchison Province of Western Australia. The Company may earn up to an 80% interest in tenements owned by Zebina known as the Jillewarra Project. Commencement of the earn-in is subject to a 14 day due diligence period.

On 15 September 2015 the Board of Directors announced the Company would proceed with the earn-in on the Jillewarra Project. The Company paid $10,000 in cash and issued 1,100,000 fully paid shares (subject to a six month voluntary escrow period) to Zebina. The Company has engaged the services of a consulting geologist to propose and manage an initial 12 month exploration program for the Jillewarra Project.

The Company is required to spend a minimum $600,000 on exploration across the Tenements within three years, with a minimum commitment in the first year of $75,000.

The Jillewarra Project area is located between 50km and 70km west-northwest of Meekatharra Mineral Field in the Murchison Province of Western Australia. The project comprises of two granted exploration licenses, E51/1616 and E51/1617, and one granted prospecting license P51/2868, which covers a large part of the highly prospective Mingah Hills greenstone belt. The project area is prospective for gold, nickel and base metals.

On 16 September 2015 the suspension of trading in the securities of Timpetra Resources Limited was lifted.

Significant Changes in the State of Affairs

Other than the activities described in the Directors' report above, there were no other significant changes in the state of affairs of the Company for the year ended 30 June 2015.

Dividends

An un-franked special dividend of $0.036 per ordinary share was paid during December 2014, followed by an un-franked dividend of $0.007 per ordinary share paid in March 2015.

DIRECTORS' REPORT (continued)

Likely Developments of Operations

Other than as referred to in this report, further information as to likely developments in the operations of the Company would, in the opinion of the directors, be speculative.

Non-audit Services

Ernst & Young is the auditor of the Company. In addition to audit services, Ernst & Young also provided $60,199 worth of taxation services during the year for the preparation of the 2011, 2012, 2013 and 2014 tax returns as well as assistance in relation to the binding ruling application.

Directors' Qualifications, Experience and special responsibilities

Martin Priestley
Chairman

Martin Priestley began his career with NatWest Bank in the UK specialising in Mining and Project Finance with responsibility for assets in the US, Europe, Asia and Australia. From there he joined BankWest in Australia, specialising in mining, property and securitisation and rising to become Chief Manager, Eastern Banking, responsible for the Bank's east coast operations. In 2001 he was appointed CEO and Managing Director of Ashe Morgan Winthrop, an independent corporate advisory and capital raising firm. Between 2006 and 2012 he ran Bamford Partners which was merged into Moss Capital in 2012. In February 2014 Martin assumed the position as Senior Director, Debt and Structured Finance, Asia Pacific with CBRE. He currently Chairs and sits on the boards of a number of private companies and is a member of the Compliance Committee of Ord Minnett Management Limited.

Douglas O'Neill
Director

Douglas O'Neill holds a master's degree in commerce from UNSW and is an associate of FINSIA. He is a corporate finance specialist with 40 years industry experience and has been involved in over 150 stock market takeovers as well as funding and structured finance transactions. He has acted as a consultant to KPMG Corporate Finance and uses his extensive industry experience to provide guidance on transactions. His previous roles included senior corporate finance positions at HSBC Investment Banking Group and Morgan Grenfell.

Dimitri Burshtein
Director

Dimitri Burshtein is the Group Executive, Corporate and Business Development for the Financial & Energy Exchange (FEX) Group. He is also a non-executive director of Envex and a non-executive director of Next Generation Energy Solutions. Dimitri holds a Bachelor of Economics, a Master of Commerce and a Master of Business Administration and is a Fellow of the Australian Institute of Company Directors. Prior to FEX, Dimitri was the General Manager, Corporate Finance and Investor Relations for ASX Limited.

Meetings of Directors

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

Directors	Board Meetings Held While A Director	Board Meetings Attended
Martin Priestley	15	14
Douglas O'Neill	15	15
Dimitri Burshtein	15	14

DIRECTORS' REPORT (continued)

The Company does not have a Nomination Committee. The full Board carries out the functions that would otherwise be dealt with by such a committee.

Shares issued as a result of the exercise of options

No shares were issued as a result of the exercise of options as at the date of this report.

Directors' Interests and Benefits

The relevant interest of each director (during 2015) in the shares issued by the Company, as at the date of the Directors' Report is as follows:

Directors	Shares
Martin Priestley	2,000,000
Dimitri Burshtein	440,000
Douglas O'Neill	nil

REMUNERATION REPORT (AUDITED)

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

A. Principles used to determine the nature and amount of remuneration
B. Details of remuneration
C. Service agreements
D. Share-based compensation

A. PRINCIPLES USED TO DETERMINE THE NATURE AND AMOUNT OF REMUNERATION

The objective of the Company's remuneration policy for executive directors is designed to promote superior performance and long term commitment to the Company. Executives currently receive a fixed base remuneration.

DIRECTORS' REPORT (continued)

REMUNERATION REPORT (AUDITED) (continued)

Overall remuneration policies are subject to the discretion of the Board and can be changed to reflect competitive market and business conditions where it is in the interests of the Company and shareholders to do so.

The Remuneration policy reflects the Company's obligation to align executives' remuneration with interests and to retain appropriately qualified executive talent for the benefit of the Company.

The main principles of the policy are:

(a) reward reflects the competitive market in which the Company operates;
(b) individual reward should be linked to performance criteria; and
(c) executives should be rewarded for both financial and non-financial performance.

Executive Directors and Senior Management

Executive remuneration and other terms of employment are reviewed annually by the Board having regard to performance, relevant comparative information and expert advice. The total remuneration of executives and other senior managers during the year consisted of the following:

(a) Salary: Executive directors and Management receive a fixed sum payable monthly in cash;

(b) Bonus: Executive directors and nominated senior managers are eligible to participate in a discretionary profit participation plan, if deemed appropriate. As long term incentives, executive directors may participate in share option schemes with the prior approval of shareholders. The Board however, considers it appropriate to retain the flexibility to issue options to executive directors outside of approved employee option plans in exceptional circumstances; and

(c) Other benefits: Executive directors and Management are eligible to participate in superannuation schemes.

Non-Executive Directors

Shareholders approve the maximum aggregate remuneration for Non-Executive Directors. The Board decides the actual payments to directors and is also responsible for ratifying any recommendations, if appropriate. Non-Executive Directors are entitled to participate in equity based remuneration schemes. No director is present when his own remuneration is being discussed.

Short term incentives

The Board is responsible for assessing short term incentives for key management personnel. Service agreements may establish short-term incentives against key performance indicators which are assessed by the Board.

There were no current short-term incentives in place at 30 June 2015 and 30 June 2014.

Share trading and margin loans by Directors and Executives

Directors and Executives are prohibited from:

a) Short term trading: trading in securities (or an interest in securities) on a short-term trading basis other than when a director, employee or executive exercises employee options or performance rights to acquire shares at the specified exercise price. Short-term trading includes buying and selling securities within a 3 month period, and entering into other short-term dealings (e.g. forward contracts);

b) Hedging unvested awards: trading in securities which operate to limit the economic risk of an employee's holdings of unvested securities granted under an employee incentive plan; or

c) Short positions: trading in securities which enable an employee to profit from or limit the economic risk of a decrease in the market price of shares.

DIRECTORS' REPORT (continued)

REMUNERATION REPORT (AUDITED) (continued)

Directors of the Company and senior executives may not include their securities in a margin loan portfolio or otherwise trade in securities pursuant to a margin lending arrangement without first obtaining the consent of the Chairman. Such dealing would include:

a) entering into a margin lending arrangement in respect of securities;
b) transferring securities into an existing margin loan account; and
c) selling securities to satisfy a call pursuant to a margin loan except where they have no control over such sale.

The Company may, at its discretion, make any consent granted in accordance with the above paragraph conditional upon such terms and conditions as the Company sees fit (for example, in regards to the circumstances in which the securities may be sold to satisfy a margin call).

B. DETAILS OF REMUNERATION

Details of remuneration of the directors of the Company (as defined by *AASB 124 Related Party Disclosures*) and specified executives are set out in the following tables. No options or rights have been granted or vested during the period. The key management personnel ("KMP") of the Company are also its Directors.

For the year ended 30 June 2015:

Director	Date	Director's fees or salary	Other fees	Leave accrued	Post-employment benefits (Super-annuationn)	Termination Pay	Share-based payments Value of options	Total remuneration	Value of options as proportion of Total
Non-Executive Directors		$	$	$	$		$	$	%
Martin Priestley (Chairman)	2015	120,000						120,000	0%
Douglas O'Neill	2015	50,000						50,000	0%
Dimitri Burshtein	2015	50,000						50,000	0%
Total Directors	**2015**	**220,000**		**-**				**220,000**	**0%**

For the year ended 30 June 2014:

Director	Date	Director's fees or salary	Other fees	Leave accrued	Post-employment benefits (Super-annuation)	Termination Pay	Share-based payments Value of options	Total remuneration	Value of options as proportion of Total
Non-Executive Directors		$	$	$	$		$	$	%
Martin Priestley[1] (Chairman)	2014	39,997						39,997	0%
Hamish Collins[4]	2014	29,997	2,500					32,497	
Douglas O'Neill[2]	2014	39,997						39,997	0%
Dimitri Burshtein[3]	2014	11,218						11,218	0%
Total Directors	**2014**	**121,209**		**-**				**123,709**	**0%**

1. M Priestley appointed 9th October 2012
2. D O'Neill appointed 13th May 2013
3. D Burshtein appointed 27th March 2014
4. H Collins appointed 9th October 2012 and resigned 30th March 2014

DIRECTORS' REPORT (continued)

REMUNERATION REPORT (AUDITED) (continued)

C. SERVICE AGREEMENTS

Mr. Martin Priestley
Chairman

The Company entered into a service agreement with Martin Priestley on 9 October 2012 and remuneration was increased effective from 1 July 2014. Under the terms of the present contract:

- Mr. Priestley is paid a service fee, for the services provided in his current role as Director, of $120,000 per annum.
- Mr. Priestley will provide his services as director for one day per month.
- Mr. Priestley was not granted any share options during the year ended 30 June 2015.

The service agreement may be terminated at any time by Mr. Priestley. In the event of a material breach of any of the terms of the agreement or serious misconduct, the Company can terminate Priestley's employment at any time without any compensation payable.

Mr. Douglas O'Neill *Director*

The Company entered into a service agreement with Douglas O'Neill on 13 May 2013 and remuneration was increased effective from 1 July 2014. Under the terms of the present contract:

- Mr. O'Neill is paid a service fee, for the services provided in his current role as Director, of $50,000 per annum.
- Mr. O'Neill will provide his services as director for one day per month.
- Mr. O'Neill was not granted any share options during the year ended 30 June 2015.

The service agreement may be terminated at any time by Mr. O'Neill. In the event of a material breach of any of the terms of the agreement or serious misconduct, the Company can terminate Mr. O'Neill's employment at any time without any compensation payable.

Mr. Dimitri Burshtein
Director

The Company entered into a service agreement with Dimitri Burshtein on 27 March 2014 and remuneration was increased effective from 1 July 2014. Under the terms of the present contract:

- Mr. Burshtein is paid a service fee, for the services provided in his current role as Director, of $50,000 per annum.
- Mr. Burshtein will provide his services as director for one day per month.
- Mr. Burshtein was not granted any share options during the year ended 30 June 2015.

The service agreement may be terminated at any time by Mr. Burshtein. In the event of a material breach of any of the terms of the agreement or serious misconduct, the Company can terminate Mr. Burshtein's employment at any time without any compensation payable.

[End of Remuneration Report]

DIRECTORS' REPORT (continued)

Insurance of Officers

During the financial year, a premium of $5,115 was paid to insure the directors, officers and secretary of the Company. The insurance covers the period from 3 June 2015 to 3 June 2016.

Indemnification of auditors

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

Environmental Regulations

The Company's activities are subject to environmental regulations under both Commonwealth and State legislation. The Board monitors compliance with environmental regulations and the Directors are not aware of any significant breaches of these regulations during the period covered by this report.

Going Concern

The directors believe the Company has adequate cash reserves to pay its debts as and when they fall due and payable over the next 12 months. For this reason, we continue to adopt the going concern basis in preparing the accounts.

Auditor's Independence Declaration

An Auditor's Independence Declaration has been received from our auditors, Ernst & Young, which immediately follows this Directors' report.

Rounding

The Company has applied the relief available to it in ASIC Class Order 98/100 and accordingly certain amounts in the financial report and the Directors' report have been rounded off to the nearest $1.

Signed in accordance with a resolution of the Directors.

Dimitri Burshtein
Director
Sydney, 22nd September 2015

Building a better working world

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Auditor's Independence Declaration to the Directors of Timpetra Resources Limited

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

Ernst & Young

Scott Jarrett
Partner
Sydney

22 September 2015

TIMPETRA RESOURCES LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2015

	Note	30 June 2015 $	30 June 2014 $
Realised gain on sale of Saracen shares	12	1,597,859	-
Unrealised gain on revaluation of shares in Saracen	12	-	9,202,733
Other income	3	153,010	27,782
Total revenue		1,750,869	9,230,515
Interest expense		-	(19,521)
Occupancy expenses		-	(18,458)
Administrative and other expenses	4	(535,296)	(313,565)
Unrealised loss on revaluation of shares in listed entities	12	(212,318)	-
Transaction costs on sale of Saracen shares		(61,153)	-
Transaction costs on purchase of KGM shares		(1,048)	-
Profit before tax		941,054	8,878,971
Less Income tax expense	5	(305,085)	662,503
Profit after tax attributable to the members of the Company		635,969	8,216,468
Other comprehensive income		-	-
Total comprehensive profit attributable to the members of the Company		635,969	8,216,468

Earnings per share (cents per share)			
- basic earnings per share	6	0.987	11.95
- diluted earnings per share		0.987	11.95

These financial statements should be read in conjunction with the accompanying notes.

TIMPETRA RESOURCES LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2015

	Note	30 June 2015 $	30 June 2014 $
Assets			
Current Assets			
Cash and cash equivalents	10	1,864,536	218,111
Prepayments & receivables	11	37,195	52,702
Investments - listed shares	12	118,091	14,536,363
Total current assets		2,019,822	14,807,176
Non-current assets			
Deferred tax asset	5	-	-
Total Assets		2,019,822	14,807,176
Current liabilities			
Trade and other payables	13	(19,209)	(16,667)
Margin loan	13	-	(930,378)
Provision for income tax	5	(967,589)	-
Dividend withholding tax	13	(69,150)	-
Total current liabilities		(1,055,948)	(947,045)
Non-current liabilities			
Deferred tax liability		-	(662,503)
Total non-current liabilities		-	(662,503)
Net Assets		963,874	13,197,628
Shareholders' equity			
Contributed equity	14	1,329,008	11,497,481
Share base payment reserve	14	89,432	89,432
Retained earnings	15	(454,566)	1,610,715
Total Shareholders' Equity		963,874	13,197,628

These financial statements should be read in conjunction with the accompanying notes.

TIMPETRA RESOURCES LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2015

	Contributed equity	Share Based Payment Reserve	Accumulated Gains/(losses)	Total Equity
At 1 July 2013	11,497,481	89,431	(6,605,752)	4,981,160
Comprehensive income attributable to shareholders			8,216,468	8,216,468
Total comprehensive income for the year	-	-	8,216,468	8,216,468
At 30 June 2014	**11,497,481**	**89,432**	**1,610,715**	**13,197,628**
At 1 July 2014	11,497,481	89,432	1,610,715	13,197,628
Comprehensive income attributable to shareholders	-	-	635,969	635,969
Total comprehensive income for the year	-	-	635,969	635,969
Equity transactions with owners:				
Capital return (refer to *Note 9*)	(9,238,343)	-	-	(9,238,343)
Share buy-back (refer to *Note 9*)	(930,130)	-	-	(930,130)
Dividend (refer to *Note 9*)	-	-	(2,701,250)	(2,701,250)
At 30 June 2015	**1,329,008**	**89,432**	**(454,566)**	**963,874**

These financial statements should be read in conjunction with the accompanying notes.

TIMPETRA RESOURCES LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2015

	Note	30 June 2015 $	30 June 2014 $
Cash flows from operating activities			
Payments and advances to suppliers and employees		(414,701)	(370,507)
Interest received	3	153,010	12,782
GST received (paid)		(5,037)	38,705
Net cash used in operating activities		**(266,728)**	**(319,020)**
Cash flows from investing activities			
Purchase of shares in Saracen		-	(2,458,629)
Proceeds from Saracen share sale (net of transaction costs)	12	16,044,711	-
Purchase of shares in KGM (including transaction costs)	12	(331,457)	-
Net cash from/ (used in) investing activities		**15,713,254**	**(2,458,629)**
Cash flows from financing activities			
Margin Loan SAR repaid (including accrued interest)	13	(930,378)	910,857
Dividend paid	9	(2,701,250)	-
Share buy back	9	(930,130)	-
Capital return	9	(9,238,343)	-
Net cash from/ (used in) financing activities		**(13,800,101)**	**910,857**
Net increase (reduction) in cash held		1,646,425	(1,866,792)
Cash at the beginning of the financial period		218,111	2,084,903
Cash and cash equivalents at the end of the year		**1,864,536**	**218,111**

These financial statements should be read in conjunction with the accompanying notes.

TIMPETRA RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2015

1. CORPORATE INFORMATION

This annual report covers Timpetra Resources Limited ("the Company") for the year ended 30 June 2015. The presentation and functional currency of the Company is Australian Dollars ("$").

A description of the Company's operations and of its principal activities is included in the review of operations and activities in the Directors' report. The Directors' report is not part of the financial statements.

The Company was incorporated and is domiciled in Australia.

2. ACCOUNTING POLICIES

(a) Basis of preparation

The financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. The financial report has also been prepared on a historical cost basis.

The financial report is presented in Australian Dollars and all values are rounded to the nearest dollar unless otherwise stated.

(b) Significant accounting policies

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

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

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

Any significant impact on the accounting policies of the Company from the adoption of these Accounting Standards and Interpretations are disclosed in the relevant accounting policy. 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 (continued)
FOR THE YEAR ENDED 30 JUNE 2015

2. ACCOUNTING POLICIES (continued)

(c) Compliance with IFRS

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

(d) Operating segments

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources allocated to the segment and assess its performance and for which discrete financial information is available.

The Company operates as one operating segment.

(e) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at bank and in hand and short-term deposits with a maturity of three months or less.

(f) Trade and other receivables

Trade receivables, which are due for settlement no more than 30 days from the date of the final invoice, are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for impairment.

(g) Exploration, evaluation and development costs

Exploration and evaluation costs

Costs arising from exploration and evaluation activities are carried forward provided such costs are expected to be recouped through successful development, or by sale, or where exploration and evaluation activities have not at financial year end reached a stage to allow a reasonable assessment regarding the existence of economically recoverable reserves. Grants and subsidies are offset against costs as incurred.

Development costs

Costs arising from development activities are capitalised as incurred to the extent that such costs, together with any costs arising from acquisition, exploration and evaluation carried forward in respect of the area of interest, are expected to be recouped through future exploitation or sale of the area of interest.

Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest. Where uncertainty exists as to the future viability of certain areas; the value of the area of interest is written off to the income statement or provided against.

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2015

(h) Financial assets – initial recognition and subsequent measurement

Initial recognition and measurement

Investments and financial assets in the scope of AASB *139 Financial Instruments: Recognition and Measurement* are categorised as either financial assets at fair value through profit and loss, loans and receivables, held-to-maturity investments, available for sale financial assets or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The classification depends on the purpose for which the investments are acquired. The Company determines the categorisation of its financial assets at initial recognition. Categorisation is re-evaluated at each financial year end. When financial assets are recognised initially, they are measured at fair value plus transaction costs, except where the instrument is classified as “at fair value through profit or loss”, in which case transaction costs are expensed to profit and loss immediately.

Subsequent measurement

Loans and Receivables

Loans and receivables, including loan notes and loans to key management personnel, are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest rate method. Gains and losses are recognised in profit and loss when the loans and receivables are derecognised or impaired.

Loans and receivables are included in current assets, except for those which are not expected to mature in twelve months after the end of the period, which are classified as non-current.

Derecognition of financial assets

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a ‘pass-through’ arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset and not transferred control of the asset, a new asset is recognized to the extent of the Company’s continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

When continuing involvement takes the form of a written and/or purchased option (including a cash settled option or similar provision) on the transferred asset, the extent of the Company’s continuing involvement is the amount of the transferred asset that the Company may repurchase, except that in the case of a written put option (including a cash settled option or similar provision) on an asset measured at the year ended 30 June 2015.

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2015

(h) Financial assets – initial recognition and subsequent measurement (continued)

Impairment of financial assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Company first assesses individually whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Company determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment.

Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment. If there is objective evidence that an impairment loss has incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows excluding assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment. If there is objective evidence that an impairment loss has incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred).

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income in the income statement. Loans together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Company. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited to finance costs in the income statement.

The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2015

(i) Financial liabilities

Initial recognition

Financial liabilities within the scope of AASB 139 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial liabilities at initial recognition.

Financial liabilities are recognised initially at fair value and in the case of loans and borrowings, directly attributable transaction costs. The Company's financial liabilities include trade and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

i) At fair value through profit & loss

Financial liabilities at fair value through profit or loss includes financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by AASB 139. Separate embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the income statement.

The Company has not designated any financial liabilities upon initial recognition as at fair value through profit or loss.

Options granted that are not part of a continuing share based payment relationship (i.e. there is no ongoing provision of goods and/or services and are denominated in a currency other than the entity's functional currency) are accounted for as derivative liabilities in accordance with AASB 139: "*Financial Instruments: Recognition and Measurement*" and IFRIC guidelines. Such options are recorded on the balance sheet at fair value with movements in fair value between being recorded in the income statement. In respect of the derivative liability, the change in the fair value of the derivative liability, during the period and cumulatively, is not attributable to changes in the credit risk of that liability.

In addition, contractual arrangements whereby the Company agrees to issue a variable number of shares are accounted for as a liability. To the extent that these contractual arrangements meet the definition of a derivative, the value of the contractual arrangement is recorded on the balance sheet at fair value with movements in fair value being recorded in the income statement.

ii) Loans and borrowings
All loans and borrowings are initially recognised at the fair value of the considerations received less directly attributable transaction cost. After initial recognition loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the income statement when the

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2015

(i) Financial liabilities (continued)

ii) Loans and borrowings (continued)

liabilities are derecognised as well as through the effective interest rate method amortisation process.

Derecognition

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

When an existing financial liability is replaced by another from the same lender or substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the Statement of Comprehensive Income.

(j) Share-based payment transactions

Equity settled compensation:

Employees (including key management personnel) of the Company receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they were granted. The fair value is determined by using a “Fundamental Values” method.

In valuing equity settled transactions, no account is taken of any vesting conditions, other than (if applicable):

- Non-vesting conditions that do not determine whether the company receives the services that entitle the employees to receive payment in equity or cash or
- Conditions that are linked to the price of the shares of Timpetra.

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

At each subsequent reporting date until vesting, the cumulative charge to the statement of comprehensive income is the product of:

1. The grant date fair value;
2. The current best estimate of the number of awards that will vest, taking into account such factors as the likelihood of employee turnover during the vesting period and the likelihood of non-market performance conditions being met; and
3. The expired portion of the vesting period.

The charge to the Statement of Comprehensive Income for the period is the cumulative amount as calculated above less the amounts already charged to previous periods. There is corresponding entry in equity.

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2015

(j) Share-based payment transactions (continued)

Equity settled compensation (continued):

Until an award has vested, any amounts recorded are contingent and will be adjusted if more or fewer awards vest than were originally anticipated to do so. Any award subject to a market condition or non-vesting condition is considered to vest irrespective of whether or not that market condition or non-vesting condition is fulfilled, provided that all other conditions are satisfied.

If a non-vesting condition is within the control of the Company or employee, the failure to satisfy the condition is treated as a cancellation. If a non-vesting condition within the control of neither the Company nor the employee is not satisfied during the vesting period, any expense for the award not previously recognised is recognised over the remaining vesting period, unless the award is forfeited.

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

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

Where shares are issued at a discount to fair value either by reference to the current market price or by virtue of the Company providing financing for the share purchase on favourable terms, the value of the discount is considered a share based payment.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share.

(k) Trade and other payables

Trade and other payables are carried at amortised cost and due to their short term nature are not discounted. They represent liabilities for goods and services provided to Timpetra prior to the end of the financial year that are unpaid and arise when the company becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and usually paid within 30 days of recognition.

(l) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, if it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability.

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

(m) Interest bearing loans and borrowings

All loans and borrowings are initially recognised at cost, being the fair value of the consideration received net of issue costs associated with the borrowing.

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2015

(m) Interest bearing loans and borrowings (continued)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Amortised cost is calculated by taking into account any issue costs, and any discount or premium on settlement.

Gains and losses are recognised in the income statement when the liabilities are derecognised, as well as through the amortisation process.

(n) Contributed equity

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

Loans from related parties

Loans from related parties that are not subject to a contract, are non-interest bearing, and have no specified repayment date are classified as contributed equity in the financial statements of the entity that received the loan. The loans do not represent shares and do not have a right to dividend distributions.

(o) Revenue recognition

Revenue is recognised and measured at the fair value of consideration received or receivable to the extent that it is probable that the economic benefits will flow to the entity and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Interest

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

Dividends

Revenue is recognised when the shareholder's right to receive the payment is established.

(p) Income tax

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

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

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2015

(p) Income tax (continued)

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

- when the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction affects neither the accounting profit nor taxable profit or loss; and

- when the deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary differences will not reverse in the foreseeable future and a taxable profit will be available against which the temporary difference can be utilised.

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

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

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss.

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

(q) Goods and services and sales tax

Revenues, 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 taxation authority, it is recognised as part of the cost of the asset or as part of an item of expense; or
- for receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

(r) Earnings per share

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

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2015

(r) Earnings per share (continued)

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

- Costs of servicing equity (other than dividends) and preference share dividends;

The after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and

- Other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares;

Divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element

(s) Fair Value

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted market prices in an active market (that are unadjusted) for identical assets or liabilities

Level 2 — Valuation techniques (for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable)

Level 3 — Valuation techniques (for which the lowest level input that is significant to the fair value measurement is unobservable)

For financial instruments that are recognised at fair value on a recurring basis, the Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

	Level 1	Level 2	Level 3
Financial Assets:			
Investments – Listed Shares	118,091	-	-

The carrying amounts of Cash and cash equivalents, Prepayments & Receivables and Trade & Other payables approximate their fair value due to the relatively short period to maturity of these instruments. Investments are carried at fair value.

During the 12 months ended 30 June 2015, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into or out of Level 3 fair value measurements.

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2015

3. OTHER INCOME

	30 June 2015 $	30 June 2014 $
Interest	153,010	12,782
Other income	-	15,000
Total	153,010	27,782

4. ADMINISTRATIVE AND OTHER EXPENSES

	30 June 2015 $	30 June 2014 $
Audit and related fees	63,411	28,290
Consulting fees	33,000	2,700
Legal fees	16,364	10,637
Travel and accommodation	1,104	8,355
Directors Fees & Salaries	220,000	121,209
Other administrative expenses	201,417	142,374
Total	535,296	313,565

5. INCOME TAX EXPENSE

	30 June 2015 $	30 June 2014 $
Profit from ordinary activities before income tax expense	941,054	8,878,971
Realised gain on sale of investment	8,051,249	-
Unrealised gain on investment	-	(9,202,733)
Assessable Income		
Expenses not deductible for tax purposes	69,744	11,182
Taxable Profit/(loss)	9,062,047	(312,580)
Income tax expense/(benefit) (30%)	2,718,614	(93,774)
Carried forward tax losses	(1,751,025)	93,774
Income tax payable	967,589	-
Movement in deferred tax assets/liabilities	(662,503)	1,575,005
Deferred tax liability	-	(2,425,056)
Income tax benefit/(expense) recognised the Statement of comprehensive income)	305,085	(662,503)

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2015

6. EARNINGS PER SHARE

The following reflects the income and number of shares used in the basic and diluted earnings per share:

	30 June 2015 $	30 June 2014 $
Basic earnings per share (cents per share)	0.987	11.95
Diluted earnings per share (cents per share)	0.987	11.95
Net profit attributable to ordinary shareholders	635,969	8,216,468

	30 June 2015 Shares	30 June 2014 Shares
Weighted average number of ordinary shares for basic earnings per share	64,438,128	68,750,000
Effect of dilution:		
Number of potential ordinary shares that are not dilutive and not used in the calculation of diluted EPS	-	-
Weighted average number of ordinary shares adjusted for the effect of dilution	64,438,128	68,750,000

Note that the Company cancelled 5,910,031 shares during the financial year ended 30 June 2015.

7. KEY MANAGEMENT PERSONNEL

The Remuneration Report contained in the Directors' Report details the remuneration paid or payable to each member of the Company's key management personnel, being the Executive and Non-Executive directors (”KMPs”) for the year ended 30 June 2015.

The compensation paid to KMP of the Company during the year is as follows:

	30 June 2015 $	30 June 2014 $
Short-term employee benefits	220,000	123,709
Post-employment benefits	-	-
Other long-term benefits	-	-
Share based payment benefits	-	-
Total	220,000	123,709

8. AUDITORS' REMUNERATION

	30 June 2015 $	30 June 2014 $
Remuneration of the auditor of the company for:		
- auditing or reviewing the financial report	48,874	28,290
- non audit services	60,199	-
Total	109,073	28,290

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2015

9. DIVIDENDS, SHARE BUY BACK AND RETURNS OF CAPITAL

Dividends
An un-franked special dividend of $0.036 per ordinary share was paid on 29 December 2014. The total amount paid was $2,262,490.

On 23 March 2015 the Company paid an un-franked special dividend of $0.007 per ordinary share. The total amount paid was $438,760.

No dividends were paid or declared during the financial year ended 30 June 2014.

Share buy-back
The Company engaged in a share buy-back during the half year ended 31 December 2014. It bought back $930,130 worth of shares.

Return of capital
The Company paid $0.124 to each registered holder of fully paid ordinary shares in the Company as at 7pm on 23 December 2014. The total return of capital was $7,793,024.

The Company paid $0.023 per ordinary share to each holder of fully paid ordinary shares in the Company as at 19 March. The total return of capital was $1,445,319.

10. CASH AND CASH EQUIVALENTS

	30 June 2015 $	30 June 2014 $
Cash at bank and in hand (a)	1,864,536	218,111
Total	1,864,536	218,111

(a) The effective interest rate on short-term bank deposits was 2.0% (2014: 2.4%).

11. PREPAYMENTS & RECEIVABLES

	30 June 2015 $	30 June 2014 $
Security deposits and Guarantees	-	31,411
GST Receivable	11,820	6,783
Prepaid insurance and directors fees	23,049	14,508
Interest	2,326	-
Total	37,195	52,702

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2015

12. INVESTMENTS – LISTED SHARES

Investment in Saracen Mineral Holdings, listed on the ASX

	30 June 2015 $	30 June 2014 $
Quoted Equity Securities	-	14,536,363
Reconciliation		
Opening Balance 1 July	14,536,363	3,999,175
Additions	-	2,458,629
Disposals	(16,134,222)	-
Revaluation	-	8,078,559
Gain on sale of investments	1,597,859	-
Closing Fair Value	-	14,536,363

Investment in KalNorth Gold Mines Limited, listed on the ASX

	30 June 2015 $	30 June 2014 $
Quoted Equity Securities	118,091	-
Reconciliation		
Opening Balance 1 July	-	-
Additions	330,409	-
Disposals	-	-
Revaluation	(212,318)	-
Closing Fair Value	118,091	-

Upon acquisition the Company designated both the Saracen and KGM shares as being financial assets held at fair value through profit or loss.

13. CURRENT LIABILITIES

	30 June 2015	30 June 2014
Accruals	(19,209)	(16,667)
Dividend withholding tax	(69,150)	-
Margin Loan	-	(930,378)
Total	(88,359)	(947,045)

A secured margin loan was entered into for the purpose of acquiring additional shares in SAR. It had an interest rate of 6.6%, with interest being accrued.

An un-franked special dividend of $0.036 per ordinary share was paid on 29 December 2014. The Company withheld the tax relating to the dividend from individual and corporate investors who had not provided a tax file number.

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2015

14. CONTRIBUTED EQUITY

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

	30 June 2015 $	30 June 2014 $
Opening balance	11,497,481	11,497,481
Share buy-back	(930,130)	-
Capital reduction	(9,238,343)	-
Closing balance	1,329,008	11,497,481
	Shares	Shares
Opening balance	68,750,000	68,750,000
Share buy-back	(5,903,031)	-
Closing balance	62,846,969	68,750,000

Ordinary shares

Ordinary shares have the right to receive dividends as declared and, in the event of the winding up of the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held.

Share-based payment reserve

This balance remained unchanged from the prior year. The Company issued options to the Directors, which formed part of their remuneration. In accordance with AASB 2 Share-based payments, the issuance of the options was an equity-settled share-based payment transaction and hence the reserve captures the corresponding increase in equity in prior periods.

Capital Management

When managing capital, management aims to ensure the entity continues as a going concern. It also seeks to maintain a capital structure that will ensure the lowest cost of capital available to the Company, so as to maintain optimal returns to shareholders.

Timpetra is completely funded through equity which is sufficient to maintain the current business activities. The Board of Directors and management regularly review the Company's capital structure to take advantage of favorable costs of capital or high returns on assets. They assess the adequacy of the capital structure against the major variables impacting the Company's profitability.

As the market is constantly changing, management may change the amount of dividends to be paid to shareholders, return capital to shareholders or change gearing ratios. Should a strategic acquisition be assessed, management may issue further shares on the market.

There are no externally imposed capital requirements.

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2015

15. RETAINED EARNINGS

	30 June 2015 $	30 June 2014 $
Opening balance	1,610,715	(6,605,753)
After tax profit attributable to the equity holders of the parent during the year	635,969	8,216,468
Dividends	(2,701,250)	-
Closing balance	(454,566)	1,610,715

16. OPERATING SEGMENTS

The Company has considered and determined operating segments based on the information provided to the Board of Directors (Chief Operating Decision Maker).

As Timpetra operates predominately in one business segment, being investment in exploration and production activities, this is considered the only operating segment. There is no material difference between the financial information presented to the Chief Operating Decision Maker and the financial information presented in this report.

17. CONTINGENT ASSETS AND LIABILITIES

There were no contingent assets and liabilities outstanding at 30 June 2015 (30 June 2014: nil).

18. RELATED PARTY TRANSACTIONS

Loans to directors and director-related entities:

The audited Remuneration Report details the remuneration and arrangements with Key Management Personnel. There were no loans to directors and related entities.

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2015

18. RELATED PARTY TRANSACTIONS (continued)

Loans from directors and director-related entities:
No loans were made from directors during the financial year ended 30 June 2015 (no loans made during 2014).

Transactions with related parties

There were no payments to related parties during the year.

19. FINANCIAL RISK MANAGEMENT

The Company's overall financial risk management strategy is to seek to ensure that the company adequately assesses and reduces its exposure to financial risk.

Exposure to credit risk, liquidity risk, foreign currency risk, interest rate risk and commodity price risk arise in the normal course of the Company's business. Derivative financial instruments may be used to hedge exposure to fluctuations in foreign exchange rates, interest rates, and commodity prices.

For all feasibility assessments including expansion planning, raising of debt funding, evaluation of acquisition opportunities and corporate strategy, Timpetra uses various methods to measure the types of risk to which it is exposed. These methods include cash flow forecasting, sensitivity and breakeven analysis.

Specific Financial Risk Exposures and Management

The main risks the Company is exposed to through its financial instruments are credit risk, liquidity risk and market risk consisting of interest rate risk, commodity and equity price risk.

Financial Risk Management (continued)

<u>Credit risk</u>

Credit risk arises from the financial assets of the Company, which comprise cash and cash equivalents (please refer to Notes 10 and 11).

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Company.

As Timpetra is involved mainly in exploration activities, it does not incur Trade Receivables in the normal course of business and therefore has minimal exposure to the risk of default.

Cash and investments

The credit risk policy aims to ensure that the organisation is adequately protected against settlement risk for cash, investments and derivatives by transacting with reputable financial institutions with a minimum Fitch Ratings International long term credit rating of A (or equivalent S&P or Moody's rating) and where applicable, within stated limits. The company has cash on deposit with Australia and New Zealand Bank, which is monitored continuously.

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2015

19. FINANCIAL RISK MANAGEMENT (continued)

Other receivables

Other balances within trade and other receivables do not contain impaired assets and are not past due. It is expected that these other balances will be received when due.
The following table sets out the financial assets that are exposed to credit risk:

Financial Assets	30 June 2015 $	30 June 2014
Cash and cash equivalents	1,864,536	218,111
Receivables	-	22,702
Restricted cash	-	30,000
Total	1,864,536	270,813

There will be adequate funds available to meet financial commitments as they fall due. The Company recognises the ongoing requirement to have committed funds in place to cover both existing business cash flows and allow reasonable headroom to pursue its acquisition strategy. The key funding objective is to ensure the availability of flexible and competitively priced funding from alternative sources to meet Timpetra's current and future requirements. The Company utilises a detailed cash flow model to manage its liquidity risk.

The Company attempts to accurately project the sources and uses of funds, whereby a framework for decision making is established which increases the effectiveness and efficiency with which the treasury function operates.

The table below summarises the maturity profile of the Company's contractual cash flow financial liabilities at 30 June 2015 based on contractual undiscounted repayment obligations. Repayments which are subject to notice are treated as if notice were to be given immediately.

As at 30 June 2015:

Liabilities	Less than 3 Months $	3-12 Months $	1 to 5 Years $	Over 5 Years $	Total $
Trade and Other Payables	19,209	-	-	-	19,209

As at 30 June 2014:

Liabilities	Less than 3 Months $	3-12 Months $	1 to 5 Years $	Over 5 Years $	Total $
Trade and Other Payables	16,667	-	-	-	16,667
Margin Loan re SAR*	930,378	-	-	-	930,378

The margin loan had no defined repayment date.

<u>Interest rate risk</u>

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rate. The Company is exposed to interest rate movement through the interest bearing investment of surplus funds. The Company has no undrawn borrowing facilities.

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 30 JUNE 2015

19. FINANCIAL RISK MANAGEMENT (continued)

The following table sets out the variable interest bearing and fixed interest bearing financial instruments of the Company:

30 June 2015	Variable interest $	Fixed interest $
Financial Assets		
Cash and cash equivalents	1,864,536	-
Financial Liabilities		
Margin Loan	-	-
Net Financial Assets (Liabilities)	1,864,536	-

30 June 2014	Variable interest $	Fixed interest $
Financial Assets		
Cash and cash equivalents	218,111	-
Margin Loan	(930,378)	
Net Financial Assets (Liabilities)	(712,267)	-

The following table illustrates the estimated sensitivity to a 1% increase and decrease to interest rate movements.

Pre-tax profit higher/(lower)	30 June 2015 $	30 June 2014 $
Interest rates + 1%	18,645	7,123
Interest rates – 1%	(18,645)	(7,123)

Equity Price Risk

The Company's listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the equity price risk by placing limits on individual and total equity instruments. The Company's board of directors discuss and approve all equity investment decisions.

At the reporting date, the exposure to listed equity securities (being the investment in KGM) at fair value was $118,091. A decrease or increase of 10% on the ASE market index would have an impact on the income or loss attributable to the Company, as an unrealized gain or loss on the revaluation of the listed security.

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2015

19. FINANCIAL RISK MANAGEMENT (continued)

The Company's exposure to share price movement is set out below:

Amounts Before Tax	Effect on Profit $	Effect on Equity $
ASE + 10%	11,809	11,809
ASE - 10%	(11,809)	(11,809)

20. SUBSEQUENT EVENTS

On 8 September 2015 the Board of Directors announced the Company signed a binding term sheet with Zebina Minerals Pty Ltd ('Zebina') to explore three tenements within the Meekatharra Mineral Field in the Murchison Province of Western Australia. The Company may earn up to an 80% interest in tenements owned by Zebina known as the Jillewarra Project. Commencement of the earn-in is subject to a 14 day due diligence period.

On 15 September 2015 the Board of Directors announced the Company would proceed with the earn-in on the Jillewarra Project. The Company paid $10,000 in cash and issued 1,100,000 fully paid shares (subject to a six month voluntary escrow period) to Zebina. The Company has engaged the services of a consulting geologist to propose and manage an initial 12 month exploration program for the Jillewarra Project.

The Company is required to spend a minimum $600,000 on exploration across the Tenements within three years, with a minimum commitment in the first year of $75,000.

The Jillewarra Project area is located between 50km and 70km west-northwest of Meekatharra Mineral Field in the Murchison Province of Western Australia. The project comprises of two granted exploration licenses, E51/1616 and E51/1617, and one granted prospecting license P51/2868, which covers a large part of the highly prospective Mingah Hills greenstone belt. The project area is prospective for gold, nickel and base metals.

On 16 September 2015 the suspension of trading in the securities of Timpetra Resources Limited was lifted.

21. RECONCILIATION OF NET PROFIT AFTER INCOME TAX TO NET CASH USED IN OPERATING ACTIVITIES

	30 June 2015 $	30 June 2014 $
Profit after income tax expense for the year	635,969	8,216,468
Adjustments :		
Subtract realised/unrealised gain on Saracen shares	(1,597,859)	(9,202,733)
Add back unrealised loss on KGM shares	212,318	-
Add back transaction costs	62,201	-
Change in operating assets and liabilities		
Decrease/(increase) in trade and other receivables	15,507	(17,846)
(Decrease)/increase in trade and other payables	2,542	(26,933)
(Decrease)/increase in provisions	402,594	712,024
Net cash used in operating activities	(266,728)	(319,020)

DIRECTORS' DECLARATION

In the opinion of the directors:

a) the financial statements and notes of Timpetra Resources Limited 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 2015 and of its performance for the year ended on that date; and

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

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

c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.

On behalf of the Board

Dimitri Burshtein
Director

22nd September 2015

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Independent auditor's report to the members of Timpetra Resources Limited

Report on the financial report

We have audited the accompanying financial report of Timpetra Resources Limited, which comprises the statement of financial position as at 30 June 2015, the statement of 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.

Directors' responsibility for the financial report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal controls as the directors determine are necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 2c), the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about 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 judgment, 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 controls relevant to the entity'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 entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

Independence

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

Opinion

In our opinion:

a. The financial report of Timpetra Resources Limited is 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 2015 and of its performance for the year ended on that date; and

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

b. The financial report also complies with *International Financial Reporting Standards* as disclosed in Note 2c).

Report on the remuneration report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2015. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

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

Ernst & Young

Scott Jarrett
Partner
Sydney
22 September 2015

ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES

Additional information required by the Australian Securities Exchange Ltd and not shown elsewhere in this report is as follows. The information reflects the shareholdings at 4 September 2015

Substantial Shareholders

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

Shareholder	Number of shares	% Holding
Iron Mountain Pty Ltd	18,581,550	29.57
Foreshore Investment & Trading Pty Ltd	12,553,236	19.98
Jetosea Pty Ltd	11,788,957	18.76

(a) Distribution of shares

Spread of Holding	Number of Holders	No. of Units	% of Issued Capital
1-1,000	42	2,847	0.01
1,001-5,000	13	42,786	0.07
5,001-10,000	21	178,361	0.28
10,001-100,000	129	5,999,879	9.54
100,001-Max	34	56,616,096	90.10
Total	**239**	**62,839,969**	**100%**

(b) Less than Marketable Parcels

Less Than Marketable Parcel	Number of Holders	Number of Units	% of Issued Capital
1-9,999	64	103,994	0.017
10,00-Over	175	62,735,975	99.83
Total	**239**	**62,839,969**	**100%**

ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES (continued)

(c) Twenty largest shareholders

The names of the twenty largest shareholders as at 7 August 2015 are:

Rank	Name	Units	% of Units
1	IRON MOUNTAIN PTY LIMITED	18,581,550	29.57
2	FORESHORE INVESTMENT & TRADING PTY LTD	12,553 ,236	19.98
3	JETOSEA PTY LTD	11,788,957	18.76
	MR LUKE DONOVAN	1,746,298	2.788
5	MR DION MARK COHEN + MRS TANIA COHEN	1,500,000	2.39
6	ONE MANAGED INVESTMENT FUNDS LIMITED ACF SANDON CAPITAL INVESTMENTS LIMITED	1,302,922	2.07
7	MR SCOTT ALLEN STILL + MRS LAUREN GAY STILL	1,027,000	1.63
8	GRENFELL FM PTY LTD <PRIESTLEY FAMILY SUPER A/C>	1,000,000	1.59
9	PARSLEY HAY PTY LIMITED <PRIESTLEY FAMILY A/C>	1,000,000	1.59
10	MERCANTILE INVESTMENT CO LTD	933,142	1.48
11	B&K BAXTER PTYLTD	517,000	0.82
12	NATIONAL NOMINEES LIMITED	500,745	0.8
13	MR ROSS ALEXANDER ADAMS + MRS DIANA ADAMS	500,000	0.8
14	BURSHTEIN FAMILY SUPERANNUATION FUND	440,000	0.7
15	MICHAEL FITZGERALD & SUSAN FITZGERALD	334,450	0.53
16	MR HENRY HALL	287,970	0.46
17	MR SIMON LARCOMBE	275,000	0.44
18	PROVIDENCE GOLD AND MINERALS SUPER FUND	250,000	0.4
19	KHARESA HOLDINGS PTY LTD	250,000	0.4
20	MS KATRYNA DOW	250,000	0.4

Securities Exchange Listing – Quotation has been granted for all the ordinary shares of the Company on all Member Exchanges of the Australian Securities Exchange Limited.

(d) Voting rights

All shares carry one vote per unit without restriction.