

Acclaim Exploration NL
ABN 99 009 076 233

Notice of Annual General Meeting

Explanatory Statement

and

Proxy Form

Date of Meeting

Thursday, 26 November 2009

Time of Meeting

3.00pm (WST)

Place of Meeting

The Esplanade River Suite Hotel
Water Well Room
112 Melville Parade
Como WA 6152

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members of Acclaim Exploration NL (**Acclaim** or the **Company**) will be held on Thursday, 26 November 2009, commencing at 3.00pm at the Esplanade River Suite Hotel, Water Well Room, 112 Melville Parade, Como 6152, Western Australia.

The enclosed Explanatory Statement accompanies and forms part of this Notice of annual general meeting.

AGENDA

ORDINARY BUSINESS

1. Accounts and Reports

To receive and consider the Financial Report of the Company and of the consolidated entity for the year ended 30 June 2009, together with the reports by directors and auditors thereon.

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

2. Resolution 1: Adoption of Remuneration Report

That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Company's 2009 Annual Report for the financial year ended 30 June 2009 be adopted.

The vote on this resolution is advisory only and does not bind the directors of the Company.

3. Resolution 2: Re-election of Director (Mr J Geary)

That Mr John Geary, having been appointed by the directors until this general meeting in accordance with the Constitution of the Company and, having offered himself for re-election and being eligible, is re-elected a director of the Company.

4. Resolution 3: Ratification of Placement – 21 May 2008

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the prior issue and allotment of 105,000,000 ordinary fully paid shares in the capital of the Company at an issue price of \$0.004 each, to the parties listed in the Explanatory Statement accompanying this Notice of annual general meeting and otherwise on the basis set out therein, is ratified and approved.

<p>The Company will disregard any votes cast on this resolution by the parties who participated in the issue as listed in the Explanatory Statement and any associate of them. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.</p>
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Voting at Annual General Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 3.00pm on 24 November 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of General Meeting.

Annual Report Online

Shareholders who have not elected to receive a hard copy of the Annual Report can access the report on the company's website at www.acclaimexploration.com.au

BY ORDER OF THE BOARD

Neville Bassett
Company Secretary
20 October 2009

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of members of Acclaim Exploration NL ("the Company") in connection with the business to be conducted at the annual general meeting of members to be held at the Esplanade River Suite Hotel, Water Well Room, 112 Melville Parade, Como 6152, Western Australia on Thursday, 26 November 2009 at 3.00pm.

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of annual general meeting.

2. 2009 ANNUAL REPORT

In accordance with the requirements of the Company's Constitution and the Corporations Act 2001, the 2009 Annual Report will be tabled at the annual general meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report. There is no requirement for a formal resolution on this item.

Representatives from the Company's auditors, HLB Mann Judd, will be present to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.

3. ADOPTION OF REMUNERATION REPORT – Resolution 1

The Annual Report for the financial year ended 30 June 2009 contains a Remuneration Report, which forms part of the Directors' Report and sets out the remuneration policy for the Company and its controlled entities, and reports the remuneration arrangements in place for executive directors, senior management and non-executive directors.

The Corporations Act 2001 requires listed companies to put an annual non-binding resolution to shareholders to adopt the Remuneration Report. In line with the legislation, this vote will be advisory only, and does not bind the Directors or the Company. However, the Board will take the outcome of vote into consideration when considering the Company's remuneration policy.

4. RE-ELECTION OF DIRECTOR: Resolution 2

Resolution 2 relates to the re-election of Mr Geary as a Director. In accordance with the Company's Constitution, Mr Geary having been appointed since the last annual general meeting retires and, being eligible, offer himself for election.

A summary of the qualifications and experience for Mr Geary is provided in the Annual Report.

Mr Bagirathi, who was due to retire by rotation in accordance with the Company's Constitution, has not sought to seek re-election as a director.

5. RATIFICATION OF PLACEMENT – 5 June 2009: Resolution 3

Resolution 3 of the Notice of annual general meeting proposes the ratification of the issue and allotment of 105,000,000 Shares, thereby satisfying the requirements of ASX Listing Rule 7.4.

On 5 June 2009, the Company announced that it had completed a placement of 105,000,000 Shares at an issue price of \$0.004 per share, thereby raising \$420,000. The placement has been made to sophisticated investors pursuant to section 708 of the Corporations Act.

The placement of the 105,000,000 Shares was within the 15% annual limit permitted under Listing Rule 7.1 without shareholder approval. The effect of shareholders passing Resolution 3 will therefore be to restore the Company's ability to issue securities within the limit.

In compliance with the information requirements of ASX Listing Rule 7.5 members are advised of the following particulars in relation to the placement:

(a) Number of securities allotted:

105,000,000 Shares

(b) Price at which the securities were issued:

\$0.004 per Share.

(c) Terms of the securities:

The Shares rank equally in all respects with the existing Shares on issue.

(d) Names of the allottees:

The Shares were issued to sophisticated investors pursuant to section 708 of the Corporations Act.

No related party participated in the allotment of Shares.

(e) Intended use of funds raised:

The funds were raised for working capital purposes.

6. DEFINITIONS

Acclaim or the Company means Acclaim Exploration NL ABN 99 009 076 233.

ASX means ASX Limited ABN 98 008 624 691.

ASX Listing Rules means the official listing rules of ASX.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means this Explanatory Statement.

Notice means the notice of annual general meeting which forms part of this Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company and **Shares** has a corresponding meaning.

Shareholder means a holder of a Share.

PROXY FORM

The Secretary
Acclaim Exploration NL
Suite B, 150 Hay Street
Subiaco WA 6008

I/We (full name)

of _____

being a member(s) of Acclaim Exploration NL, hereby appoint as my/our proxy

of _____

or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the general meeting of the Company to be held at 3.00pm on Thursday, 26 November 2009 and at an adjournment there of in respect of _____% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – J Geary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Placement – 5 June 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the member is an individual or joint holder:

Usual Signature

Dated this _____ day of

Usual Signature

2009.

If the member is a Company:

Signed in accordance with the
Constitution of the company
in the presence of:

Director/Sole Director

Director/Secretary

Sole Director and Sole Secretary

Dated this

_____ day of

2009.

NOTES

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed is either deposited at the registered office of the Company (Suite B, 150 Hay Street, West Perth, Western Australia, 6008) or sent by facsimile to that office on Fax: 08 9388 8450 to be received not less than 48 hours prior to the time of the meeting.
5. If the member is a company it must execute under its Common Seal or otherwise in accordance with its Constitution.
6. The Chairman intends to vote all undirected proxies in favour of all resolutions.



ACCLAIM EXPLORATION N.L. AND CONTROLLED ENTITIES

ANNUAL REPORT

ABN 99 009 076 233

2009

COMPANY INFORMATION

Directors

John Geary - Non Executive Director
Ralph Bagirathi - Non Executive Director
Craig Willis - Executive Director

Secretary

Neville Bassett

Registered Office

Suite B
150 Hay Street
Subiaco WA 6008

Telephone: (08) 9388 8436
Facsimile: (08) 9388 8450

Auditors

HLB Mann Judd
15 Rheola Street
West Perth WA 6005

Share Registry

Computershare Investor Services Pty Ltd
45 St George's Terrace
Perth WA 6000

Telephone: (08) 9323 2059
Facsimile: (08) 9323 2096

Solicitors

Tottle Partners
108 St George's Terrace
Perth WA 6000

Telephone:(08) 9217 6700
Facsimile: (08) 9217 6710

Securities Exchange Listing

Acclaim Exploration N.L. shares are listed
on the Australian Securities Exchange

ASX Code: Shares AEX

DIRECTORS' REPORT

Your Directors present their report on the Company and its controlled entities for the year ended 30 June 2009.

DIRECTORS

The names of the Directors of the Company in office during the financial year and up to the date of this report are as follows:

NAME	POSITION	EXPERTISE
R Bagirathi	Non-Executive Director	Corporate and Technical
C S Willis	Executive Director	Finance and Company Management
J C Geary – Appointed 22 June 2009	Non-Executive Director	Corporate and Technical
A G Waller – Resigned 22 June 2009	Non-Executive Chairman	Finance and Company Management

INFORMATION ON DIRECTORS

Ralph Bagirathi – Non Executive Director

Mr Bagirathi is a mining engineer with over 25 years corporate and technical experience in the exploration and mining industry plus the financial services industry. He has worked previously with JCI, Anglo Platinum, ABSA Bank, Decorum Capital managing the New Africa Mining Fund and most recently was CEO Africa for Brinkley Mining plc. Mr Bagirathi is a South African citizen resident in Johannesburg.

Director since 13 June 2007.

No other directorships in listed companies in the last 3 years.

Craig S Willis - Executive Director

Mr Willis has considerable project management and technology development experience, having held a number of public and private company directorships. He has significant experience in dealing with government instrumentalities pertaining to contract negotiations between private and public entities. He has previously project managed a number of successful operational developments within Australia Post.

Director since 30 June 2003.

During the past 3 years, Mr Willis has also served as a director of the following listed companies:

- Modena Resources Ltd (September 2006 – present)

John Geary, B. Bus, Grad. Dip Acctg, Grad Dip Adv. Taxation – Non Executive Director

John Geary was born and educated in Perth, Western Australia. He has over thirty years experience in the mineral exploration industry both in Australia and overseas. His experience includes prospecting, tenement acquisition, owner/operator of a contract drilling company and the promotion, listing and management of an exploration company on the Australian Securities Exchange. He has been actively involved in the planning and implementation of many exploration programmes.

This 'hands on' experience is complemented by Tertiary qualifications in Economics and Financial Management, Accounting and Taxation.

Director since 22 June 2009.

During the past 3 years, Mr Geary has also served as a director of the following listed companies:

- Greater Pacific Gold Ltd (23 March 2005 to 24 November 2008)
- Yellow Rock Resources Ltd (13 September 2005 to 11 December 2008)
- Aurium Resources Ltd (2 April 2007 to 30 June 2008)
- ORT Limited (24 May 2007 to present)

DIRECTOR'S REPORT

Andrew G Waller - Non Executive Chairman

Mr Waller's background is in technology development / manufacturing, property development and resources. He was the founder of the telecommunications division of the UDC Group Pty Ltd that formed Cable and Telecoms Limited. Mr Waller was an executive director of Cable and Telecoms Limited and is a director of Baycrest Pty Ltd. Mr Waller is also a director of Chrome Corporation Ltd and Eldore Mining Corporation Ltd.

Mr Waller has extensive public company experience, particularly in the area of capital raising and business development.

Mr Waller resigned as a director on 22 June 2009.

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

Craig Willis

- 1,000,000 ordinary fully paid shares
- 3,000,000 options expiring 31 December 2010, exercisable at 9 cents

Ralph Bagirathi

- Nil

John Geary

- 339,200 ordinary fully paid shares
- 350,000 partly paid shares, 2 cents unpaid

COMPANY SECRETARY

Neville John Bassett B.Bus, FCA – Mr Bassett was appointed company secretary on 13 July 2001. A chartered accountant with over 30 years experience, Mr Bassett has been involved with a diverse range of Australian public listed companies in directorial, company secretarial and financial roles.

CORPORATE INFORMATION

Corporate Structure

Acclaim Exploration NL is a no liability company that is incorporated and domiciled in Australia. Acclaim Exploration NL has prepared a consolidated financial report incorporating the entities that it controlled during the financial year as follows:

Acclaim Exploration NL	- parent entity
Denny Dalton (Pty) Ltd	- 100% owned controlled entity

Nature of Operations and Principal Activities

The principal activity of the Group during the financial year was mineral exploration and investment.

There were no significant changes in the nature of the principal activities of the Group during the financial year.

OPERATING AND FINANCIAL REVIEW

Operating Results

The loss of the Group for the financial year after tax was \$11,276,761 (2008: Loss - \$786,462). The loss for the year includes exploration and evaluation expenditure write offs of \$9,055,826 and loss or impairment on available for sale investments of \$1,187,558.

Dividends Paid or Recommended

No dividends have been paid or recommended by the Directors for the year ended 30 June 2009.

FINANCING ACTIVITIES

The company issued the following securities during the year:

- In June 2009, the company issued 105,000,000 ordinary fully paid shares at an issue price of \$0.004 each, thereby raising \$420,000.

Review of Financial Condition

Capital Structure

The group has net equity at 30 June 2009 of \$2,841,678.

Treasury Policy

The Board has not considered it necessary to establish a separate treasury function because of the size and scope of the group's activities.

Liquidity and Funding

The group has cash resources of \$2,140,810 at 30 June 2009, together with available-for-sale investments with a fair value of \$14,303. The Company has a further \$800,000 in uncalled capital on partly paid shares. The Company has sufficient cash resources for the group to finance its current operations.

Risk Management

The group takes a proactive approach to risk management. The Board is responsible for ensuring that risks, and also opportunities, are identified on a timely basis and that the group's objectives and activities are aligned with the risks and opportunities identified by the Board. The group believes that it is crucial for all Board members to be a part of this process, and as such the Board has not established a separate risk management committee.

Review of Operations

Corporate

During the year the company:

- allotted and issued a total of 105,000,000 ordinary fully paid shares at an issue price of \$0.004 each, raising \$420,000;
- disposed of available for sale investments for gross proceeds of \$2,226,073; and
- obtained shareholder approval for the acquisition of all of the issued share capital of Benelux Developments Limited, more particularly detailed under the heading 'Farm-in Oil and Gas Prospects'.

Denny Dalton Project

Exploration Activity

As reported throughout the year, the company has been having ongoing discussion with the Department of Minerals and Energy (DME) for the granting of license applications lodged on the farms to the east of the initial drilling program. The Company has engaged solicitors in South Africa in an attempt to finalise the grant of licenses. Once these licenses have been authorised it is the company's intention to expand the drilling campaign on these adjoining properties. At the date of this report and as previously reported, the DME has still not provided the company solicitors with a likely date for a decision on these licences.

During the year, the company commenced discussion with interested parties for a possible joint venture arrangement on the Denny Dalton project. Although preliminary due diligence was undertaken, the company has had to place on hold discussion with any potential joint venture partners on the Denny Dalton project until resolution of license applications. As a result, the company has deferred a proposed RC drilling program in and around the old mine site (in close spacing to the previous holes reported to the market) pending an outcome of these discussions.

As reported in 2008, the company received results from the second phase drilling program on the Denny Dalton Project in KwaZulu-Natal (South Africa) and a review of the comprehensive CCIC report on the results was undertaken by the company. The review confirmed initial indications that a further drilling program be undertaken in and around the old mine site and in particular the area to the east.

PROJECT DESCRIPTION

The farm Tusschenby 411, with Nobamba lying adjacent, is located in northern rural KwaZulu Natal some ± 70 km south-east of the town of Vryheid near the southern end of the known limits of the 3.1 – 2.9 billion year old Pongola Basin within the White Umfolozi Inlier. The target on the Property is the Mozaan Contact Reef of the Mozaan Group – a 3-4.5m thick conglomerate formation lying unconformably on the underlying Nsuze Formation with only the bottom 45 to 90cm of this pyritic conglomerate yielding anomalous erratic gold and uranium mineralisation. This unit was intermittently mined by the Denny Dalton Gold Mine from 1893 to 1926. The dip of the geology varies between 9° and 11°.

Denny Dalton is situated at the southern most end of a major Precambrian basin in which deep erosion has stripped away the cover rocks and exposed the units of the Pongola Super Group. This Pongola basin is compatible in size with the Witwatersrand but about 300 million years older. The Pongola rocks are estimated to be 3.1–2.9 billion years compared with the Witwatersrand which spans 2.75 – 2.5 billion years. Mineralisation at Denny Dalton occurs as shoots of gold and uranium concentrations within conglomerate beds at the base of the Mozaan Group. These conglomeritic beds outcrop over a strike area of approximately 4km with the Mozaan Contact Reef the principal economic horizon lying unconformably on the Insuzi Lava Formation. Previous stratigraphy above the MCR, have shown to have economic potential both for gold and uranium.

Impairment

Due to no exploration activity having been undertaken during the year and the continual delays in the granting of application for adjoining licenses, the Directors have elected to make an allowance for impairment on the Denny Dalton project. The Company will continue to actively pursue the granting of the licences and potential joint venture partners, with a view to progressing the planned drilling programs.

Farm-in Oil and Gas Prospects

In November 2008, shareholders approved the acquisition of all the issued share capital of Benelux Developments Limited, inclusive of all rights, title and interest in or to the Leases on three prospects named Maria, Gemini and South Sprint; or at the sole discretion of the Company, direct interest in the Leases by way of assignment or such other means as shall deliver good title. In the event that the Company was not satisfied with the terms of contractual documents evidencing the respective leasehold and working interests of one or more of the prospects, it could by mutual agreement with the Vendors enter into a farm-in agreement over an alternative prospect in substitution thereof.

The Company was not able to satisfy itself on the terms of contractual documents evidencing the respective leasehold and working interests or on the delivery of good title in respect to all of these prospects and held ongoing discussion, as provided within the acquisition agreement, for possible substitution prospects. In the current economic climate, it was evident that sourcing suitable substitute prospects within the parameters of the initial consideration offered would be difficult.

Following these discussions with Benelux Developments Limited, in relation to substitute prospects or possible revision of terms of the agreement, it was mutually agreed to terminate the agreement.

Guinea

As previously reported, the company experienced continued delays in obtaining the formal grant of exploration licences within the Prefectures of Mali, Siguiri, Mamou, Kindia, Kissidougou, Mandiana, and N'Zerekore in Guinea.

Due to the length of these delays and the apparent unlikely early resolution, the company advised the vendors of its intention to withdraw from its involvement in these assets in Guinea and is seeking repayment of all deposit monies. The investment in Guinea was written off in the previous financial year.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

Significant changes in the state of affairs of the company during the financial year are detailed under the heading 'Operating and Financial Review' of this Report.

In the opinion of the directors, there were no other significant changes in the state of affairs of the company that occurred during the financial year under review not otherwise disclosed in this report or in the financial report.

AFTER BALANCE DATE EVENTS

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

In July 2009, the company announced that it had entered into a Binding Term Sheet with Arturus Capital Limited (“**AKW**”), to acquire the right title and interest to a 12% (15% of 80%) royalty stream over shallow gas projects located in Jackson County, Texas, USA. AKW holds the right title and interest to 80% of all income in relation to the projects.

Key terms of the acquisition are:

- **Property:** An assignment of 15% of AKW’s income (“Royalty Stream”) derived from all of the shallow gas projects from time to time located on the lands known as the Sandy, Slazenger and Wagner Prospects in Jackson County, Texas, USA.
- **Consideration:** US\$1.5 million comprising:
 - US\$100,000 payable on execution of the binding term sheet;
 - US\$1,000,000 payable on 7th August 2009; and
 - The balance to be paid with 60 days from execution.
- **Term:** For the life of the Projects
- **Expansion Projects:** AKW may from time to time request that AEX provide further funding for any expansion to the Projects (including further test drilling). AEX may accept or reject any such request in its absolute discretion.

The acquisition of the royalty stream is subject to:

- (i) completion of due diligence to the satisfaction of AEX; and
- (ii) AEX shareholder approval.

Under the terms of the binding term sheet AEX has paid the sum of US\$100,000, however, no further sums will be paid pursuant to the agreement until completion of due diligence to the satisfaction of AEX.

LIKELY DEVELOPMENTS AND RESULTS

Comments on likely developments and expected results have been covered generally herein and under the heading ‘Operating and Financial Review’ of this Report. The Company will also continue to pursue other potential investment opportunities to enhance shareholder value.

Further information on likely developments in the operations of the Group and the expected results of operations have not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to the Group.

DIRECTORS’ MEETINGS

During the financial year 11 meetings of the Company’s directors were held in respect of which each director of the Company attended the following number of meetings:

<i>Name of Director</i>	Directors’ Meetings	
	<i>Meetings eligible to attend</i>	<i>Number attended</i>
C Willis	11	11
R Bagirathi	11	6
J Geary	1	1
A Waller	11	11

REMUNERATION REPORT (AUDITED)

This report details the nature and amount of remuneration for each director and executive of Acclaim Exploration NL. The information provided in the remuneration report includes remuneration disclosures that are audited as required by section 308(3C) of the Corporations Act 2001.

For the purposes of this report Key Management Personnel of the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the group, directly or indirectly, including any director (whether executive or otherwise) of the parent company, and includes five executives in the parent group receiving the highest remuneration.

For the purposes of this report the term "executive" includes those key management personnel who are not directors of the parent company.

Remuneration Committee

The full Board carries out the role and responsibilities of the Remuneration Committee and is responsible for determining and reviewing the compensation arrangements for the Directors themselves, the Managing Director and any Executives.

Executive remuneration is reviewed annually having regard to individual and business performance, relevant comparative remuneration and internal and independent external advice.

A. Remuneration policy

The board policy is to remunerate directors at market rates for time, commitment and responsibilities. The board determines payments to the directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of directors' fees that can be paid is subject to approval by shareholders in general meeting, from time to time. Fees for non-executive directors are not linked to the performance of the Group. However, to align directors' interests with shareholders interests, the directors are encouraged to hold shares in the company.

The company's aim is to remunerate at a level that will attract and retain high-calibre directors and employees. Company officers and directors are remunerated to a level consistent with the size of the company.

The executive directors and full time executives receive a superannuation guarantee contribution required by the government, which is currently 9%, and do not receive any other retirement benefits. Some individuals, however, may choose to sacrifice part of their salary to increase payments towards superannuation.

All remuneration paid to directors and executives is valued at the cost to the company and expensed.

The Board believes that it has implemented suitable practices and procedures that are appropriate for an organisation of this size and maturity.

The Company did not pay any performance-based component of remuneration during the year.

B. Remuneration structure

In accordance with best practice corporate governance, the structure of non-executive director and executive compensation is separate and distinct.

Non-executive Director Compensation

Objective

The Board seeks to set aggregate compensation at a level that provides the company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost that is acceptable to shareholders.

Structure

The Constitution and the ASX Listing Rules specify that the aggregate compensation of non-executive directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the directors as agreed.

The amount of aggregate compensation sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually. The Board considers advice from external consultants as well as the fees paid to non-executive directors of comparable companies when undertaking the annual review process. Non-Executive Directors' remuneration may include an incentive portion consisting of options, as considered appropriate by the Board, which may be subject to Shareholder approval in accordance with ASX listing rules.

REMUNERATION REPORT (AUDITED)

Separate from their duties as Directors, the Non-Executive Directors undertake work for the Company directly related to the evaluation and implementation of various business opportunities, including mineral exploration/evaluation and new business ventures, for which they receive a daily rate. These payments are made pursuant to individual agreement with the non-executive Directors and are not taken into account when determining their aggregate remuneration levels.

Executive Compensation

Objective

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

- reward executives for company and individual performance against targets set by appropriate benchmarks;
- align the interests of executives with those of shareholders;
- link rewards with the strategic goals and performance of the company; and
- ensure total compensation is competitive by market standards.

Structure

In determining the level and make-up of executive remuneration, the Board negotiates a remuneration to reflect the market salary for a position and individual of comparable responsibility and experience. Due to the limited size of the Company and of its operations and financial affairs, the use of a separate remuneration committee is not considered appropriate. Remuneration is regularly compared with the external market by participation in industry salary surveys and during recruitment activities generally. If required, the Board may engage an external consultant to provide independent advice in the form of a written report detailing market levels of remuneration for comparable executive roles.

Remuneration consists of a fixed remuneration and a long term incentive portion as considered appropriate.

Compensation may consist of the following key elements:

- Fixed Compensation;
- Variable Compensation;
- Short Term Incentive (STI); and
- Long Term Incentive (LTI).

Fixed Remuneration

The level of fixed remuneration is set so as to provide a base level of remuneration which is both appropriate to the position and is competitive in the market. Fixed remuneration is reviewed annually by the Board having regard to the Company and individual performance, relevant comparable remuneration in the mining exploration sector and external advice.

The fixed remuneration is a base salary or monthly consulting fee.

Variable Pay — Long Term Incentives

The objective of long term incentives is to reward directors/executives in a manner which aligns this element of remuneration with the creation of shareholder wealth. The incentive portion is payable based upon attainment of objectives related to the director's/executive's job responsibilities. The objectives vary, but all are targeted to relate directly to the Company's business and financial performance and thus to shareholder value.

Long term incentives (LTI's) granted to directors/ executives are delivered in the form of options.

LTI grants to Executives are delivered in the form of employee share options. These options are issued at an exercise price determined by the Board at the time of issue. The employee share options generally vest over a selected period.

The objective of granting options is to reward Executives in a manner which aligns the element of remuneration with the creation of shareholder wealth. As such LTI's are made to Executives who are able to influence the generation of shareholder wealth and thus have an impact on the Company's performance.

The level of LTI granted is, in turn, dependent on the Company's recent share price performance, the seniority of the Executive, and the responsibilities the Executive assumes in the Company.

Typically, the grant of LTIs occurs at the commencement of employment or in the event that the individual receives a promotion and, as such, is not subsequently affected by the individual's performance over time.

REMUNERATION REPORT (AUDITED)

C. Employment contracts of directors and senior executives

Remuneration and other terms of employment for Mr Waller and Mr Willis are formalised in service agreements. Major provisions of these agreements are set out below:

C S Willis

- Term of agreement – 1 year commencing 1 July 2009, renewable at term by mutual agreement.
- Base retainer to be reviewed annually.
- Annual retainer - \$72,000 plus directors fees of \$30,000.
- Either party may terminate the engagement at any time by one months written notice. Fees are payable up until the termination takes effect.

D. Details of remuneration for year

Directors

The following persons were directors of Acclaim Exploration NL during the financial year:

Andrew Waller	Chairman (non-executive) – resigned 22 June 2009
Ralph Bagirathi	Director (non-executive)
Craig Willis	Director (executive)
John Geary	Director (non-executive) – appointed 22 June 2009

Executives

The following persons were executives of Acclaim Exploration NL during the financial year:

Neville Bassett	Company Secretary
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There were no other persons that fulfilled the role of a key management person, other than those disclosed as Executive Directors.

Remuneration

Details of the remuneration of each Director and named executive officer of the company, including their personally-related entities, during the year was as follows:

	Year	Short Term Benefits	Post Employment	Share Based Payments	Total	Remuneration consisting of options during the year %
		Salary and fees \$	Superannuation \$	Options \$		
Directors						
A Waller	2009	173,507	2,700	-	176,207	-
	2008	159,939	4,050	-	163,989	-
R Bagirathi	2009	153,862	-	-	153,862	-
	2008	270,000	-	-	270,000	-
C Willis	2009	102,000	2,700	-	104,700	-
	2008	97,000	4,050	-	101,050	-
T Gillard Resigned 4/12/2007	2009	-	-	-	-	-
	2008	7,500	-	-	7,500	-
Executives						
N Bassett	2009	59,600	-	-	59,600	-
	2008	36,000	-	-	36,000	-
Total	2009	488,969	5,400	-	494,369	-
	2008	570,439	8,100	-	578,539	-

There were no performance related payments made during the year. Performance hurdles are not attached to remuneration options, however the Board determines appropriate vesting periods to provide rewards over a period of time to key management personnel.

REMUNERATION REPORT (AUDITED)

The Group does not have any full time executive officers, other than directors as detailed above.

There were no performance related payments made during the year.

E. Compensation options to key management personnel

No options were granted as equity compensation benefits to Directors and Executives during the year.

F. Shares issued to key management personnel on exercise of compensation options

No shares were issued to Directors and Executives on exercise of compensation options during the year.

INSURANCE OF OFFICERS

The Company has in place an insurance policy insuring Directors and Officers of the Company against any liability arising from a claim brought by a third party against the Company or its Directors and officers, and against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in their capacity as a Director or officer of the Company, other than conduct involving a wilful breach of duty in relation to the Company.

In accordance with a confidentiality clause under the insurance policy, the amount of the premium paid to the insurers has not been disclosed. This is permitted under Section 300(9) of the Corporations Act 2001.

SHARE OPTIONS

Unissued ordinary shares of the company under option at the date of this report are as follows:

	Number	Exercise Price	Expiry Date
Unlisted Options	90,000,000	4 cents	30 June 2010
Unlisted Options	10,500,000	9 cents	31 December 2010

During the year:

- 14,000,000 unlisted options exercisable at 5 cents each and 10,500,000 unlisted options exercisable at 7 cents each expired; and
- following shareholder approval, 90,000,000 options exercisable at 4 cents each on or before 30 June 2010 were issued as free attaching options to 90,000,000 ordinary fully paid shares issued in May 2008.

No shares have been issued by virtue of the exercise of an option during the year or to the date of this report.

No person entitled to exercise these options had or has any right, by virtue of the option, to participate in any share issue of any other body corporate.

ENVIRONMENTAL ISSUES

The Group's operations are subject to various environmental regulations. The directors have complied with these regulations and are not aware of any breaches of the legislation during the current financial year and up until the date of this report which are material in nature.

PROCEEDINGS ON BEHALF OF COMPANY

No person has applied for leave of Court to bring proceedings on behalf of the company or intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or any part of those proceedings.

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

REMUNERATION REPORT (AUDITED)

AUDITOR

HLB Mann Judd continues in office in accordance with Section 327 of the Corporations Act 2001.

Non-Audit Services

No non-audit services were provided by our auditors, HLB Mann Judd, during the year ended 30 June 2009.

Auditor's Independence Declaration

The auditor's independence declaration for the year ended 30 June 2009 has been received and can be found on page 12.

Signed in accordance with a resolution of the directors.



C S Willis
Director
Perth, 30 September 2009

Auditor's Independence Declaration

As lead auditor for the audit of the financial report of Acclaim Exploration NL for the year ended 30 June 2009, I declare that to the best of my knowledge and belief, there have been:

- a) no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Acclaim Exploration NL.



**Perth, Western Australia
30 September 2009**

**W M CLARK
Partner, HLB Mann Judd**

CORPORATE GOVERNANCE STATEMENT

The Board of Directors of Acclaim Exploration NL is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of Acclaim Exploration NL on behalf of the shareholders by whom they are elected and to whom they are accountable. This statement reports on Acclaim Exploration NL's key governance principles and practices.

1. COMPLIANCE WITH BEST PRACTICE RECOMMENDATIONS

The Company, as a listed entity, must comply with the Corporations Act 2001 and the ASX Limited (ASX) Listing Rules. The ASX Listing Rules require the Company to report on the extent to which it has followed the Corporate Governance Recommendations published by the ASX Corporate Governance Council (ASXCGC). Where a recommendation has not been followed, that fact is disclosed, together with the reasons for the departure.

The table below summaries the Company's compliance with the Corporate Governance Council's Recommendations:

Principle #	ASX Corporate Governance Council Recommendations	Reference	Comply
Principle 1	Lay solid foundations for management and oversight		
1.1	Establish the functions reserved to the board and those delegated to senior executives and disclose those functions.	2(a)	Yes
1.2	Disclose the process for evaluating the performance of senior executives.	2(h), 3(b), Remuneration Report	Yes
1.3	Provide the information indicated in the Guide to reporting on principle 1.	2(a), 2(h), 3(b), Remuneration Report	Yes
Principle 2	Structure the board to add value		
2.1	A majority of the board should be independent directors.	2(b), 2(e)	Yes
2.2	The chair should be an independent director.	2(c), 2(e)	Yes
2.3	The roles of chair and chief executive officer should not be exercised by the same individual.	2(b), 2(c)	Yes
2.4	The Board should establish a nomination committee.	2(d)	No
2.5	Disclose the process for evaluating the performance of the board, its committees and individual directors.	2(h)	Yes
2.6	Provide the information indicated in the Guide to reporting on principle 2.	2(b), 2(c), 2(d), 2(e), 2(h)	Yes
Principle 3	Promote ethical and responsible decision-making		
3.1	Establish a code of conduct and disclose the code or a summary as to:	4(a)	Yes
	<ul style="list-style-type: none"> the practices necessary to maintain confidence in the company's integrity; 		
	<ul style="list-style-type: none"> the practices necessary to take into account the company's legal obligations and the reasonable expectations of its stakeholders; and 		
	<ul style="list-style-type: none"> the responsibility and accountability of individuals for reporting and investigating reports of unethical practices. 		
3.2	Establish a policy concerning trading in company securities by directors, senior executives and employees and disclose the policy or a summary of that policy.	4(b)	Yes
3.3	Provide the information indicated in the Guide to reporting on principle 3.	4(a), 4(b)	Yes

CORPORATE GOVERNANCE STATEMENT

Principle #	ASX Corporate Governance Council Recommendations	Reference	Comply
Principle 4	Safeguard integrity in financial reporting		
4.1	The Board should establish an audit committee.	3(a)	Yes
4.2	The audit committee should be structured so that it:	3(a)	No
	<ul style="list-style-type: none"> consists only of non-executive directors; 		
	<ul style="list-style-type: none"> consists of a majority of independent directors; 		
	<ul style="list-style-type: none"> is chaired by an independent chair, who is not chair of the Board; and 		
	<ul style="list-style-type: none"> has at least three members. 		
4.3	The audit committee should have a formal charter	3(a)	Yes
4.4	Provide the information indicated in the Guide to reporting on principle 4.	3(a)	Yes
Principle 5	Make timely and balanced disclosure		
5.1	Establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at senior executive level for that compliance and disclose those policies or a summary of those policies.	5(a), 5(b)	Yes
5.2	Provide the information indicated in the Guide to reporting on principle 5.	5(a), 5(b)	Yes
Principle 6	Respect the rights of shareholders		
6.1	Design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose the policy or a summary of that policy.	5(a), 5(b)	Yes
6.2	Provide the information indicated in the Guide to reporting on principle 6.	5(a), 5(b)	Yes
Principle 7	Recognise and manage risk		
7.1	Establish policies for the oversight and management of material business risks and disclose a summary of those policies.	6(a)	Yes
7.2	The Board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being managed effectively. The Board should disclose that management has reported to it as to the effectiveness of the company's management of its material business risks.	6(a), 6(b), 6(d)	Yes
7.3	The Board should disclose whether it had received assurance from the chief executive officer and the chief financial officer that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	6(c)	Yes
7.4	Provide the information indicated in the Guide to reporting on principle 7.	6(a), 6(b), 6(c), 6(d)	Yes
Principle 8	Remunerate fairly and responsibly		
8.1	The Board should establish a remuneration committee.	3(b)	No
8.2	Clearly distinguish the structure on non-executive directors' remuneration from that of executive directors and senior executives.	3(b), Remuneration Report	Yes
8.3	Provide the information indicated in the Guide to reporting on principle 8.	3(b),	Yes

CORPORATE GOVERNANCE STATEMENT

2. THE BOARD OF DIRECTORS

2(a) Roles and Responsibilities of the Board

The Board is accountable to the shareholders and investors for the overall performance of the Company and takes responsibility for monitoring the Company's business and affairs and setting its strategic direction, establishing and overseeing the Company's financial position.

The Board is responsible for:

- ensuring the Company's conduct and activities are ethical and carried out for the benefit of all its stakeholders;
- development of corporate strategy, implementation of business plans and performance objectives;
- reviewing, ratifying and monitoring systems of risk management, codes of conduct and legal and regulatory compliance;
- the appointment of the Company's Managing Director, Chief Executive Officer (or equivalent), Chief Financial Officer, Company Secretary and other senior executives;
- monitoring senior executives' performance and implementation of strategy;
- determining appropriate remuneration policies;
- allocating resources and ensuring appropriate resources are available to management;
- approving and monitoring the annual budget, progress of major capital expenditure, capital management, and acquisitions and divestitures; and
- approving and monitoring financial and other reporting.

Other than as specifically reserved to the Board, responsibility for the day-to-day management of the Company's business activities is delegated to the Chief Executive Officer and Executive Management.

2(b) Board Composition

The Directors determine the composition of the Board employing the following principles:

- the Board, in accordance with the Company's constitution must comprise a minimum of three Directors;
- the roles of the Chairman of the Board and of the Chief Executive Officer should be exercised by different individuals;
- the majority of the Board should comprise Directors who are non-executive;
- the Board should represent a broad range of qualifications, experience and expertise considered of benefit to the Company; and
- the Board must be structured in such a way that it has a proper understanding of, and competency in, the current and emerging issues facing the Company, and can effectively review management's decisions.

The Board is currently comprised of two Non-Executive Directors and one Executive Director. The skills, experience, expertise, qualifications and terms of office of each director in office at the date of the annual report is included in the Directors' Report.

The Company's constitution requires one-third of the Directors (or the next lowest whole number) to retire by rotation at each Annual General Meeting (AGM). The Directors to retire at each AGM are those who have been longest in office since their last election. Where Directors have served for equal periods, they may agree amongst themselves or determine by lot who will retire. A Director must retire in any event at the third AGM since he or she was last elected or re-elected. Retiring Directors may offer themselves for re-election.

A Director appointed as an additional or casual Director by the Board will hold office until the next AGM when they may be re-elected.

The Managing Director is not subject to retirement by rotation and, along with any Director appointed as an additional or casual Director, is not to be taken into account in determining the number of Directors required to retire by rotation.

CORPORATE GOVERNANCE STATEMENT

2(c) Chairman and Chief Executive Officer

The Chairman is responsible for:

- leadership of the Board;
- the efficient organisation and conduct of the Board's functions;
- the promotion of constructive and respectful relations between Board members and between the Board and management;
- contributing to the briefing of Directors in relation to issues arising at Board meetings;
- facilitating the effective contribution of all Board members; and
- committing the time necessary to effectively discharge the role of the Chairman.

The Chief Executive Officer is responsible for:

- implementing the Company's strategies and policies; and
- the day-to-day management of the Company's business activities

The Board specifies that the roles of the Chairman and the Chief Executive Officer are separate roles to be undertaken by separate people.

2(d) Nomination Committee

The Company does not comply with ASX Recommendation 2.4. The Company is not of a relevant size to consider formation of a nomination committee to deal with the selection and appointment of new Directors and as such a nomination committee has not been formed.

Nominations of new Directors are considered by the full Board. If any vacancies arise on the Board, all directors are involved in the search and recruitment of a replacement. The Board has taken a view that the full Board will hold special meetings or sessions as required. The Board are confident that this process for selection and review is stringent and full details of all Directors are provided to shareholders in the annual report and on the Company's website.

2(e) Independent Directors

The Company recognises that independent Directors are important in assuring shareholders that the Board is properly fulfilling its role and is diligent in holding senior management accountable for its performance. The Board assesses each of the directors against specific criteria to decide whether they are in a position to exercise independent judgment.

Directors of Acclaim Exploration NL are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement.

In making this assessment, the Board considers all relevant facts and circumstances. Relationships that the Board will take into consideration when assessing independence are whether a Director:

- is a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- is employed, or has previously been employed in an executive capacity by the Company or another Company member, and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- has within the last three years been a principal of a material professional advisor or a material consultant to the Company or another Company member, or an employee materially associated with the service provided;
- is a material supplier or customer of the Company or other Company member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer; or
- has a material contractual relationship with the Company or another Company member other than as a Director.

The Board currently comprises two independent non-executive Directors.

CORPORATE GOVERNANCE STATEMENT

In accordance with the definition of independence above, and the materiality thresholds set, the following Directors Acclaim Exploration NL are considered to be independent:

Name	Position
John Geary	Non-Executive Director
Ralph Bagirathi	Non-Executive Director

The following persons were directors of Acclaim Exploration NL during the financial year:

Craig Willis	Director (Executive)
Ralph Bagirathi	Director (Non-Executive)
Andrew Waller	Chairman (Non-Executive) – resigned 22 June 2009
John Geary	Director (Non-Executive) – appointed 22 June 2009

2(f) Avoidance of conflicts of interest by a Director

In order to ensure that any interests of a Director in a particular matter to be considered by the Board are known by each Director, each Director is required by the Company to disclose any relationships, duties or interests held that may give rise to a potential conflict. Directors are required to adhere strictly to constraints on their participation and voting in relation to any matters in which they may have an interest.

2(g) Board access to information and independent advice

Directors are able to access members of the management team at any time to request relevant information.

There are procedures in place, agreed by the Board, to enable Directors, in furtherance of their duties, to seek independent professional advice at the company's expense.

2(h) Review of Board performance

The performance of the Board is reviewed regularly by the Chairman. The Chairman conducts performance evaluations which involve an assessment of each Board member's performance against specific and measurable qualitative and quantitative performance criteria. The Board member assessment measures are the responsibility of the Chairman. The performance criteria against which directors and executives are assessed is aligned with the financial and non-financial objectives of Acclaim Exploration NL. Primarily, the review will be carried out through consultation by the Chairman and with individual Directors. Directors whose performance is consistently unsatisfactory may be asked to retire.

3. BOARD COMMITTEES

3(a) Audit Committee

Given the size and scale of the Company's operations the full Board undertakes the role of the Audit Committee. The Audit Committee does not comply with ASX Recommendation 4.2 as the Chair of the Board is Chair of the Audit Committee and the Audit Committee does not comprise only Non-Executive Directors. The role and responsibilities of the Audit Committee are summarised below.

The Audit Committee is responsible for reviewing the integrity of the Company's financial reporting and overseeing the independence of the external auditors. The Board sets aside time to deal with issues and responsibilities usually delegated to the Audit Committee to ensure the integrity of the financial statements of the Company and the independence of the auditor.

The Board reviews the audited annual and half-year financial statements and any reports which accompany published financial statements and recommends their approval to the members. The Board also reviews annually the appointment of the external auditor, their independence and their fees.

The Board is also responsible for establishing policies on risk oversight and management. The Company has not formed a separate Risk Management Committee due to the size and scale of its operations.

External Auditors

The Company's policy is to appoint external auditors who clearly demonstrate quality and independence. The performance of the external auditor is reviewed annually and applications for tender of external audit services are requested as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs. It is HLB Mann Judd's policy to rotate engagement partners on listed companies at least every five years.

CORPORATE GOVERNANCE STATEMENT

An analysis of fees paid to the external auditors, including a break-down of fees for non-audit services, is provided in the notes to the financial statements in the Annual Report.

There is no indemnity provided by the company to the auditor in respect of any potential liability to third parties.

The external auditor is requested to attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and preparation and content of the audit report.

There were no non-audit services provided by the auditors during the year.

3(b) Remuneration Committee

The role of a Remuneration Committee is to assist the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration levels and incentive policies for employees.

The Board has not established a separate Remuneration Committee due to the size and scale of its operations. This does not comply with Recommendation 8.1 however the Board as a whole takes responsibility for such issues.

The responsibilities include setting policies for senior officers remuneration, setting the terms and conditions for the CEO, reviewing and making recommendations to the Board on the Company's incentive schemes and superannuation arrangements, reviewing the remuneration of both executive and non-executive directors and undertaking reviews of the CEO's performance.

The Company has structured the remuneration of its senior executive, where applicable, such that it comprises a fixed salary, statutory superannuation and, where applicable, participation in the Company's employee share option plan. The Company believes that by remunerating senior executives in this manner it rewards them for performance and aligns their interests with those of shareholders and increases the Company's performance.

Non-executive directors are paid their fees out of the maximum aggregate amount approved by shareholders for non-executive director remuneration. The Company does not adhere to Recommendation 8.2 Box 8.2 'Non-executive directors should not receive options or bonus payments'. The Company may, in the future, grant options to non-executive directors. The Board is of the view that options (for both executive and non-executive directors) are a cost effective benefit for small companies such as Acclaim Exploration NL that seek to conserve cash reserves. They also provide an incentive that ultimately benefits both shareholders and the optionholders, as optionholders will only benefit if the market value of the underlying shares exceeds the option strike price. Ultimately, shareholders will make that determination.

The board policy is to remunerate Directors at market rates for time, commitment and responsibilities. The Board determines payments to the Directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. Fees for Non-Executive Directors are not linked to the performance of the consolidated entity. However, to align Directors' interests with shareholders interests, the Directors are encouraged to hold shares in the Company.

The Company's aim is to remunerate at a level that will attract and retain high-calibre directors and employees. Company officers and Directors are remunerated to a level consistent with the size of the Company.

The Board believes that it has implemented suitable practices and procedures that are appropriate for an organisation of this size and maturity.

In accordance with best practice corporate governance, the structure of Non-Executive Director and Executive compensation is separate and distinct.

In determining remuneration, the Board has taken a view that the full Board will hold special meetings or sessions as required. No Director participated in any deliberation regarding his or her own remuneration or related issues. The Board are confident that this process for determining remuneration is stringent and full details of remuneration policies and remuneration received by directors and executives in the current period is contained in the "Remuneration Report" within the Directors' Report of the Annual Report.

CORPORATE GOVERNANCE STATEMENT

4. ETHICAL AND RESPONSIBLE DECISION MAKING

4(a) Code of Ethics and Conduct

The Board endeavours to ensure that the Directors, officers and employees of the Company act with integrity and observe the highest standards of behaviour and business ethics in relation to their corporate activities. The “Code of Conduct” sets out the principles, practices, and standards of personal behaviour the Company expects people to adopt in their daily business activities.

All Directors, officers and employees are required to comply with the Code of Conduct. Senior managers are expected to ensure that employees, contractors, consultants, agents and partners under their supervision are aware of the Company’s expectations as set out in the Code of Conduct.

All Directors, officers and employees are expected to:

- comply with the law;
- act in the best interests of the Company;
- be responsible and accountable for their actions; and
- observe the ethical principles of fairness, honesty and truthfulness, including prompt disclosure of potential conflicts.

4(b) Policy concerning trading in Company securities

The Company’s “Policy for Trading in Company Securities” applies to all Directors, officers and employees. This policy sets out the restrictions on dealing in securities by people who work for, or are associated with the Company and is intended to assist in maintaining market confidence in the integrity of dealings in the Company’s securities. The policy stipulates that the only appropriate time for a Director, officer or employee to deal in the Company’s securities is when they are not in possession of price sensitive information that is not generally available to the market.

As a matter of practice, Company shares may only be dealt with by Directors and officers of the Company under the following guidelines:

- No trading is permitted in the period of 14 days preceding release of each quarterly report, half-yearly report and annual financial report of the Company or for a period of 2 trading days after the release of such report;
- Guidelines are to be considered complementary to and not replace the various sections of the Corporations Act 2001 dealing with insider trading; and
- Prior approval of the Chairman, or in his absence, the approval of two directors is required prior to any trading being undertaken.

Within 24 hours of a director being appointed to the Board, resigning or being removed from the Board, or trading the Company’s securities, full details of the director’s notifiable interests in the Company’s securities and changes such interest must be advised to the Company Secretary so that a record is kept within the Company and so that necessary ASX notifications will occur.

All directors must notify the Company Secretary of any margin loan or similar funding arrangement entered into relation to the Company’s securities and any variations to such arrangements, including the number of securities involved, the circumstances in which the lender can make margin calls, and the right of the lender to dispose securities.

5. TIMELY AND BALANCED DISCLOSURE

5(a) Shareholder communication

The Company believes that all shareholders should have equal and timely access to material information about the Company including its financial situation, performance, ownership and governance. The Company’s “ASX Disclosure Policy” encourages effective communication with its shareholders by requiring that Company announcements:

- be factual and subject to internal vetting and authorisation before issue;
- be made in a timely manner;
- not omit material information;

CORPORATE GOVERNANCE STATEMENT

- be expressed in a clear and objective manner to allow investors to assess the impact of the information when making investment decisions;
- be in compliance with ASX Listing Rules continuous disclosure requirements; and
- be placed on the Company's website promptly following release.

Shareholders are encouraged to participate in general meetings. Copies of addresses by the Chairman or Chief Executive Officer are disclosed to the market and posted on the Company's website. The Company's external auditor attends the Company's annual general meeting to answer shareholder questions about the conduct of the audit, the preparation and content of the audit report, the accounting policies adopted by the Company and the independence of the auditor in relation to the conduct of the audit.

5(b) Continuous disclosure policy

The Company is committed to ensuring that shareholders and the market are provided with full and timely information and that all stakeholders have equal opportunities to receive externally available information issued by the Company. The Company's "ASX Disclosure Policy" described in 5(a) reinforces the Company's commitment to continuous disclosure and outline management's accountabilities and the processes to be followed for ensuring compliance.

The policy also contains guidelines on information that may be price sensitive. The Company Secretary has been nominated as the person responsible for communications with the ASX. This role includes responsibility for ensuring compliance with the continuous disclosure requirements with the ASX Listing Rules and overseeing and coordinating information disclosure to the ASX.

6. RECOGNISING AND MANAGING RISK

The Board is responsible for ensuring there are adequate policies in relation to risk management, compliance and internal control systems. The Company's policies are designed to ensure strategic, operational, legal, reputation and financial risks are identified, assessed, effectively and efficiently managed and monitored to enable achievement of the Company's business objectives. A written policy in relation to risk oversight and management has been established ("Audit and Risk Management Charter"). Considerable importance is placed on maintaining a strong control environment. There is an organisation structure with clearly drawn responsibilities.

6(a) Board oversight of the risk management system

The Company is not currently considered to be of a size, nor is its affairs of such complexity to justify the establishment of a separate Risk Management Committee. Instead, the Board, as part of its usual role and through direct involvement in the management of the Company's operations ensures risks are identified, assessed and appropriately managed. Where necessary, the Board draws on the expertise of appropriate external consultants to assist in dealing with or mitigating risk.

The Board is responsible for approving and overseeing the risk management system. The Board reviews, at least annually, the effectiveness of the implementation of the risk management controls and procedures.

The principle aim of the system of internal control is the management of business risks, with a view to enhancing the value of shareholders' investments and safeguarding assets. Although no system of internal control can provide absolute assurance that the business risks will be fully mitigated, the internal control systems have been designed to meet the Company's specific needs and the risks to which it is exposed.

Annually, the Board is responsible for identifying the risks facing the Company, assessing the risks and ensuring that there are controls for these risks, which are to be designed to ensure that any identified risk is reduced to an acceptable level.

The Board is also responsible for identifying and monitoring areas of significant business risk. Internal control measures currently adopted by the Board include:

- at least quarterly reporting to the Board in respect of operations and the Company's financial position, with a comparison of actual results against budget; and
- regular reports to the Board by appropriate members of the management team and/or independent advisers, outlining the nature of particular risks and highlighting measures which are either in place or can be adopted to manage or mitigate those risks.

CORPORATE GOVERNANCE STATEMENT

6(b) Risk management roles and responsibilities

The Board is responsible for approving and reviewing the Company's risk management strategy and policy. Executive management is responsible for implementing the Board approved risk management strategy and developing policies, controls, processes and procedures to identify and manage risks in all of the Company's activities.

The Board is responsible for satisfying itself that management has developed and implemented a sound system of risk management and internal control.

6(c) Chief Executive Officer and Chief Financial Officer Certification

The Chief Executive Officer and Chief Financial Officer, or equivalent, provide to the Board written certification that in all material respects:

- The Company's financial statements present a true and fair view of the Company's financial condition and operational results and are in accordance with relevant accounting standards;
- The statement given to the Board on the integrity of the Company's financial statements is founded on a sound system of risk management and internal compliance and controls which implements the policies adopted by the Board; and
- The Company's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.

6(d) Internal review and risk evaluation

Assurance is provided to the Board by executive management on the adequacy and effectiveness of management controls for risk on a regular basis.

INCOME STATEMENT

FOR THE YEAR ENDED 30 JUNE 2009

	Note	Consolidated		Parent Entity	
		2009 \$	2008 \$	2009 \$	2008 \$
Revenue	2	19,431	104,322	19,431	104,322
Depreciation		(21,748)	(8,693)	(21,748)	(8,693)
(Loss)/profit on sale of non-current assets		(965,527)	666,505	(965,527)	666,505
Impairment of available for sale investments		(222,031)	-	(222,031)	-
Impairment of other financial assets		-	-	(6,000,000)	-
Impairment of receivables		-	-	(1,359,076)	-
Exploration & evaluation expenditure written off		(9,055,826)	(412,045)	(1,696,750)	(412,045)
Administration expenditure		(1,031,060)	(1,136,551)	(1,031,060)	(1,136,551)
Loss before income tax expense		(11,276,761)	(786,462)	(11,276,761)	(786,462)
Income tax expense	3	-	-	-	-
Net loss attributable to members of Acclaim Exploration NL		(11,276,761)	(786,462)	(11,276,761)	(786,462)
Basic loss per share - cents	4	(1.52)	(0.12)		

The accompanying notes form part of these financial statements.

BALANCE SHEET

AS AT 30 JUNE 2009

	Note	Consolidated		Parent Entity	
		2009 \$	2008 \$	2009 \$	2008 \$
ASSETS					
Current Assets					
Cash and cash equivalents	5	2,140,810	1,277,941	2,140,810	1,277,941
Trade and other receivables	6	188,991	42,288	188,991	42,288
Total Current Assets		2,329,801	1,320,229	2,329,801	1,320,229
Non-Current Assets					
Trade and other receivables	6	-	-	-	1,359,600
Other financial assets	7	602,566	-	602,566	6,000,000
Available for sale investments	8	14,303	8,200,840	14,303	8,200,840
Property, plant and equipment	9	9,273	31,021	9,273	31,021
Deferred exploration expenditure	10	100,000	9,156,350	100,000	1,796,750
Total Non-Current Assets		726,142	17,388,211	726,142	17,388,211
Total Assets		3,055,943	18,708,440	3,055,943	18,708,440
LIABILITIES					
Current Liabilities					
Trade and other payables	11	214,265	111,491	214,265	111,491
Total Current Liabilities		214,265	111,491	214,265	111,491
Total Liabilities		214,265	111,491	214,265	111,491
Net Assets		2,841,678	18,596,949	2,841,678	18,596,949
EQUITY					
Issued capital	12	37,389,378	36,988,648	37,389,378	36,988,648
Reserves	13	968,849	5,848,089	968,849	5,848,089
Accumulated losses		(35,516,549)	(24,239,788)	(35,516,549)	(24,239,788)
Total Equity		2,841,678	18,596,949	2,841,678	18,596,949

The accompanying notes form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2009

Consolidated	Issued Capital	Accumulated Losses	Unrealised Gains Reserve	Option Reserve	Total Equity
	\$	\$	\$	\$	\$
Balance at 1 July 2007	36,133,648	(23,453,326)	5,023,100	968,849	18,672,271
Securities issued during the year	900,000	-	-	-	900,000
Share-based payments	(45,000)	-	-	-	(45,000)
Fair value adjustment to available for sale investments	-	-	(143,860)	-	(143,860)
Loss attributable to members of the parent entity	-	(786,462)	-	-	(786,462)
Balance at 30 June 2008	36,988,648	(24,239,788)	4,879,240	968,849	18,596,949
Securities issued during the year	420,000	-	-	-	420,000
Transaction costs	(19,270)	-	-	-	(19,270)
Fair value adjustment to available for sale investments	-	-	(4,879,240)	-	(4,879,240)
Loss attributable to members of the parent entity	-	(11,276,761)	-	-	(11,276,761)
Balance at 30 June 2009	37,389,378	(35,516,549)	-	968,849	2,841,678

Parent	Issued Capital	Accumulated Losses	Unrealised Gains Reserve	Option Reserve	Total Equity
	\$	\$	\$	\$	\$
Balance at 1 July 2007	36,133,648	(23,453,326)	5,023,100	968,849	18,672,271
Securities issued during the year	900,000	-	-	-	900,000
Transaction costs	(45,000)	-	-	-	(45,000)
Fair value adjustment to available for sale investments	-	-	(143,860)	-	(143,860)
Loss attributable to members of the parent entity	-	(786,462)	-	-	(786,462)
Balance at 30 June 2008	36,988,648	(24,239,788)	4,879,240	968,849	18,596,949
Securities issued during the year	420,000	-	-	-	420,000
Transaction costs	(19,270)	-	-	-	(19,270)
Fair value adjustment to available for sale investments	-	-	(4,879,240)	-	(4,879,240)
Loss attributable to members of the parent entity	-	(11,276,761)	-	-	(11,276,761)
Balance at 30 June 2009	37,389,378	(35,516,549)	-	968,849	2,841,678

The accompanying notes form part of these financial statements.

CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 JUNE 2009

	Note	Consolidated		Parent Entity	
		2009 \$	2008 \$	2009 \$	2008 \$
Cash flows from operating activities					
Payments to suppliers and employees		(946,804)	(1,218,201)	(946,804)	(1,218,201)
Interest received		10,690	121,558	10,690	121,558
Royalties received		8,741	-	8,741	-
Net cash used in operating activities	5 (i)	(927,373)	(1,096,643)	(927,373)	(1,096,643)
Cash flows from investing activities					
Tenement acquisition, exploration & evaluation expenditure		-	(1,894,602)	-	(1,713,811)
Exploration & evaluation expenditure recouped		524	-	-	-
Purchase of plant and equipment		-	(23,335)	-	(23,335)
Purchase of available for sale investments		(708,900)	-	(708,900)	-
Proceeds on sale of non-current asset		2,226,073	1,379,905	2,226,073	1,379,905
Loans to other entities		(143,365)	-	(143,365)	-
Loan repaid by subsidiary		-	-	524	-
Loan to subsidiaries		-	-	-	(180,791)
Net cash from/(used in) investing activities		1,374,332	(538,032)	1,374,332	(538,032)
Cash flows from financing activities					
Proceeds from securities issues		420,000	900,000	420,000	900,000
Securities issue transaction costs		(4,090)	(45,000)	(4,090)	(45,000)
Net cash provided by financing activities		415,910	855,000	415,910	855,000
Net increase/(decrease) in cash held		862,869	(779,675)	862,869	(779,675)
Cash at beginning of year		1,277,941	2,057,616	1,277,941	2,057,616
Cash at end of year	5	2,140,810	1,277,941	2,140,810	1,277,941

The accompanying notes form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Preparation

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

The financial report has been prepared on an accruals basis and is based on historical costs modified by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

Acclaim Exploration NL (the parent) is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange. The nature of the operations and principal activities of the Group are described in the Directors' Report.

(b) Adoption of new and revised standards

In the year ended 30 June 2009, the Group has reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to its operations and effective for the current annual reporting period.

It has been determined by the Group that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on its business and, therefore, no change is necessary to Group accounting policies.

The Group has also reviewed all new Standards and Interpretations that have been issued but are not yet effective for the year ended 30 June 2009. As a result of this review the Directors have determined that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on its business and, therefore, no change necessary to Group accounting policies.

(c) Statement of Compliance

The financial report was authorised for issue on 30 September 2009.

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

(d) Basis of consolidation

The consolidated financial statements comprise the financial statements of Acclaim Exploration NL ("Company" or "Parent Entity") and its controlled entities as at 30 June each year ("the Group").

The financial statements of the controlled entities are prepared for the same period as the parent entity, using consistent accounting policies.

In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and losses resulting from intra-group transactions have been eliminated in full. Subsidiaries are fully consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group. Control exists where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The acquisition of subsidiaries has been accounted for using the purchase method of accounting. The purchase method of accounting involves allocating the cost of the business combination to the fair value of the assets acquired and the liabilities and contingent liabilities assumed at the date of acquisition. Accordingly, the consolidated financial statements include the results of subsidiaries for the period from their acquisition.

(e) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Interest revenue is recognised as it accrues, taking into account the effective yield on the financial asset.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

(f) Cash and cash equivalents

Cash comprises cash at bank and in hand. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purposes of the Cash Flow Statement, cash and cash equivalents consist of cash and cash equivalents as described above, net of outstanding bank overdrafts.

(g) Trade and other receivables

Trade receivables are recognised and carried at original invoice amount less an allowance for any uncollectible amounts. An allowance for doubtful debts is made when there is objective evidence that the Group will not be able to collect the debts. Bad debts are written when identified.

(h) Impairment of financial assets

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

(i) *Financial assets carried at amortised cost*

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

The amount of the loss is recognised in profit or loss.

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

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

(ii) *Financial assets carried at cost*

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

(iii) *Available-for-sale investments*

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

(i) Foreign currency translation

Both the functional and presentation currency of Acclaim Exploration NL and its controlled entities is Australian dollars. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

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

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

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

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

As at the reporting date the assets and liabilities of these subsidiaries are translated into the presentation currency of Acclaim Exploration NL at the rate of exchange ruling at the balance sheet date and their income statements are translated at the weighted average exchange rate for the year.

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

On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in profit or loss.

(j) Income Tax

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

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

- when the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

(j) Income Tax (Cont.)

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 tax asset to be recovered.

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

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income legislation and the anticipation that the Group will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

(k) Other taxes

Revenues, expenses and assets are recognised net of the amount of GST except:

- when the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables, which are stated with the amount of GST included.

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

Cash flows are included in the Cash Flow Statement on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

(l) Plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated on a diminishing value basis over the estimated useful life of the assets as follows:

Plant and equipment – over 3 to 5 years

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate, at each financial year end.

(i) Impairment

The carrying values of plant and equipment are reviewed for impairment at each reporting date, with recoverable amount being estimated when events or changes in circumstances indicate that the carrying value may be impaired.

The recoverable amount of plant and equipment is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For an asset that does not generate largely independent cash inflows, recoverable amount is determined for the cash-generating unit to which the asset belongs, unless the asset's value in use can be estimated to be close to its fair value.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

(l) Plant and equipment (Cont.)

An impairment exists when the carrying value of an asset or cash-generating units exceeds its estimated recoverable amount. The asset or cash-generating unit is then written down to its recoverable amount.

For plant and equipment, impairment losses are recognised in the income statement in the cost of sales line item.

(ii) Derecognition and disposal

An item of property, plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal.

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognised.

(m) Financial assets

Financial assets in the scope of AASB 139 *Financial Instruments: Recognition and Measurement* are classified as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, or available-for-sale investments, as appropriate. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transactions costs. The Group determines the classification of its financial assets after initial recognition and, when allowed and appropriate, re-evaluates this designation at each financial year-end.

All regular way purchases and sales of financial assets are recognised on the trade date i.e. the date that the Group commits to purchase the asset. Regular way purchases or sales are purchases or sales of financial assets under contracts that require delivery of the assets within the period established generally by regulation or convention in the marketplace.

(i) Financial assets at fair value through profit or loss

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

(ii) Loans and receivables

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

(iii) Available-for-sale investments

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

(iv) Held-to-maturity investments

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

(m) Financial assets (Cont.)

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

(n) Exploration and evaluation

Exploration and evaluation expenditures in relation to each separate area of interest are recognised as an exploration and evaluation asset in the year in which they are incurred where the following conditions are satisfied:

- (i) the rights to tenure of the area of interest are current; and
- (ii) at least one of the following conditions is also met:
 - (a) the exploration and evaluation expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; or
 - (b) exploration and evaluation activities in the area have not, at the reporting date, reached a stage which permits a reasonable assessment of the existence, or otherwise, of economically recoverable reserves and active and significant operations in, or relation to, the area of interest are continuing.

Exploration and evaluation assets are initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortisation of assets used in exploration and evaluation activities. General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The recoverable amount of the exploration and evaluation asset (for the cash generating unit(s) to which it has been allocated being no larger than the relevant area of interest) is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

Where a decision has been made to proceed with development in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment and the balance is then reclassified to development.

(o) Impairment of assets

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

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

(o) Impairment of assets (Cont.)

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

(p) Trade and other payables

Trade payables and other payables are carried at amortised costs and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services.

(q) Employee leave benefits

(i) Wages, salaries and annual leave

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

(ii) Long service leave

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures, and period of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

(r) Share-based payment transactions

Equity settled transactions:

The Group provides benefits to employees (including senior executives) of the Group in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions).

When provided, the cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an external valuer using a binomial model.

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

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

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Group's best estimate of the number of equity instruments that will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The income statement charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

(r) Share-based payment transactions (Cont.)

If 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 modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

If 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.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share (see Note 4).

(s) Issued capital

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

(t) Earnings per share

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

Diluted earnings per share 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.

(u) Significant Accounting Estimates and Judgments

Significant accounting judgments

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements.

Exploration and evaluation assets

The Group's accounting policy for exploration and evaluation expenditure is set out at Note 1(n). The application of this policy necessarily requires management to make certain estimates and assumptions as to future events and circumstances. Any such estimates and assumptions may change as new information becomes available. If, after having capitalised expenditure under the policy, it is concluded that the expenditures are unlikely to be recovered by future exploitation or sale, then the relevant capitalised amount will be written off to the income statement.

Significant accounting estimates and assumptions

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period relate to the impairment of assets. In determining the recoverable amount of assets, in the absence of quoted market prices, estimations are made regarding the present value of future cash flows using asset-specific discount rates and the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

	Consolidated		Parent Entity	
	2009 \$	2008 \$	2009 \$	2008 \$
2 REVENUE AND EXPENSES				
(a) Revenue				
Interest received – other corporations	10,690	104,322	10,690	104,322
Royalties received	8,741	-	8,741	-
	19,431	104,322	19,431	104,322
(b) Expenses				
Depreciation and impairment	21,748	8,693	21,748	8,693
Consulting and directors fees	548,169	610,299	548,169	610,299
ASX and share registry fees	42,908	71,155	42,908	71,155
Exploration & evaluation expenditure written off	9,055,826	412,045	1,696,750	412,045
(c) (Losses)/Gains				
Profit/(Loss) on sale of available for sale investments	(965,527)	666,505	(965,527)	666,505
3 INCOME TAX				
(a) Income tax expense				
The income tax expense for the year differs from the prima facie tax as follows:				
Loss for year	(11,276,761)	(786,462)	(11,276,761)	(786,462)
Prima facie income tax payable (benefit) at 30%	(3,383,028)	(235,939)	(3,383,028)	(235,939)
Tax effect of non-deductible items	2,783,357	123,614	2,783,357	123,614
Deferred tax assets not brought to account	599,671	112,325	599,671	112,325
Total income tax expense	-	-	-	-
(b) Deferred tax assets				
Deferred tax assets not brought to account arising from tax losses, the benefits of which will only be realised if the conditions for deductibility set out in Note 1(j) occur:				
Revenue losses	2,566,744	2,256,731	2,566,744	2,256,731
Capital losses	1,847,304	1,557,646	1,847,304	1,557,646
	4,414,048	3,814,377	4,414,048	3,814,377
Balance of Franking account at year end – Class C			214,784	214,784

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

4 EARNINGS PER SHARE (EPS)

	2009 Cents	2008 Cents
Basic loss per share	(1.52)	(0.12)
The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share is as follows:		
	\$	\$
Net loss for year used in total basic EPS	(11,276,761)	(786,462)
	No.	No.
Weighted average number of ordinary shares used in the calculation of Basic EPS	740,350,805	652,953,320

There are no potential ordinary shares on issue that are considered to be dilutive, therefore basic earnings per share also represents diluted earnings per share.

	Consolidated		Parent Entity	
	2009 \$	2008 \$	2009 \$	2008 \$
5 CASH AND CASH EQUIVALENTS				
Cash at bank	2,140,810	1,277,941	2,140,810	1,277,941
Cash at bank earns interest at floating rates based on daily bank deposit rates.				
(i) Reconciliation of loss for the year to net cash flows used in operating activities				
Loss for the year	(11,276,761)	(786,462)	(11,276,761)	(786,462)
Non-Cash Items				
Depreciation	21,748	8,693	21,748	8,693
Profit on sale of available for sale investments	965,527	(666,505)	965,527	(666,505)
Impairment of available for sale assets	222,031	-	222,031	-
Impairment of other financial assets	-	-	6,000,000	-
Impairment of receivables	-	-	1,359,076	-
Exploration & evaluation expenditure written off	9,055,826	412,045	1,696,750	412,045
Changes in Assets and Liabilities				
(Increase)/Decrease in accounts receivable	(3,338)	4,407	(3,338)	4,407
Increase/(Decrease) in accounts payable	87,594	(68,821)	87,594	(68,821)
Net cash flows (used in) operating activities	(927,373)	(1,096,643)	(927,373)	(1,096,643)

(ii) Non-cash financing and investing activities

There were no non-cash financing and investing activities during the year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

	Consolidated		Parent Entity	
	2009 \$	2008 \$	2009 \$	2008 \$
6 TRADE AND OTHER RECEIVABLES				
Current				
Other debtors	188,991	42,288	188,991	42,288
Non Current				
Loan to subsidiary	-	-	1,359,076	1,359,600
Allowance for impairment	-	-	(1,359,076)	-
	-	-	-	1,359,600

Terms and conditions relating to the above financial instruments:

- Other receivables are non-interest bearing and generally repayable within 30 days.
- Due to the short-term nature of these receivables, their carrying value is assumed to approximate their fair value.
- Transactions between the parent entity and its subsidiary consist of intercompany loans, upon which no interest is charged and no repayment schedule exists. The recoverability of the loan to subsidiary is dependent upon the successful development and commercial exploitation or sale of the respective mineral tenements held by the subsidiary. An allowance for impairment loss is recognised where there is objective evidence that the inter-company loan receivable is impaired.

Ageing of past due but not impaired:

60 – 90 days	1,645	1,100	1,645	1,100
90 – 120 days	89,992	9,111	89,992	9,111
120 + days	39,970	24,970	39,970	24,970
	131,607	35,181	131,607	35,181

7 OTHER FINANCIAL ASSETS

Non Current				
Shares in controlled entity (Note 19)	-	-	6,000,000	6,000,000
Allowance for impairment	-	-	(6,000,000)	-
	-	-	-	6,000,000
Shares at cost	708,900	-	708,900	-
Allowance for impairment	(106,334)	-	(106,334)	-
	602,566	-	602,566	-
	602,566	-	602,566	6,000,000

The recoverability of the investment in the Company's subsidiary is dependent upon the successful development and commercial exploitation or sale of the respective mineral tenements held by the subsidiary.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

	Consolidated		Parent Entity	
	2009 \$	2008 \$	2009 \$	2008 \$
8 AVAILABLE FOR SALE INVESTMENTS				
Non Current				
Listed Shares – at fair value	4,303	8,190,840	4,303	8,190,840
Unlisted Shares – at fair value	10,000	10,000	10,000	10,000
	14,303	8,200,840	14,303	8,200,840

Listed shares are readily saleable with no fixed terms. All shares held in listed companies are valued at their fair value. There would be no material capital gains tax payable if these assets were sold at the reporting date, after taking into account available losses – refer Note 3(b).

9 PROPERTY, PLANT AND EQUIPMENT

Plant and equipment - at cost	37,431	59,541	37,431	59,541
Less: Accumulated depreciation	(28,158)	(28,520)	(28,158)	(28,520)
Net carrying amount	9,273	31,021	9,273	31,021

Reconciliation

At 1 July 2008, net of accumulated depreciation and impairment	31,021	16,379	31,021	16,379
Additions	-	23,335	-	23,335
Disposals	-	-	-	-
Depreciation expense and impairment	(21,748)	(8,693)	(21,748)	(8,693)
At 30 June 2009, net of accumulated depreciation and impairment	9,273	31,021	9,273	31,021

10 DEFERRED EXPLORATION EXPENDITURE

Exploration and evaluation phase - at cost

Mineral properties	100,000	7,459,600	100,000	100,000
Oil and gas prospects	-	1,696,750	-	1,696,750
	100,000	9,156,350	100,000	1,796,750

Reconciliation

- Balance at beginning of year	9,156,350	7,793,108	1,796,750	511,305
- Acquisition and evaluation expenditure	-	-	-	-
- Expenditure incurred (recouped)	(524)	1,775,287	-	1,697,490
	9,155,826	9,568,395	1,796,750	2,208,795
- Expenditure written off	(9,055,826)	(412,045)	(1,696,750)	(412,045)
- Balance at end of year	100,000	9,156,350	100,000	1,796,750

The recouping of costs carried forward in relation to areas of interest in the exploration and evaluation phases is dependent on the successful development and commercial exploitation or sale of the respective areas.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

	Consolidated		Parent Entity	
	2009 \$	2008 \$	2009 \$	2008 \$
11 TRADE AND OTHER PAYABLES				
Current				
Trade payables and accruals	214,265	111,491	214,265	111,491
	214,265	111,491	214,265	111,491

Terms and conditions relating to the above financial instruments:

- Trade creditors are non-interest bearing and are normally settled on 30 day terms.
- Other creditors are non-interest bearing and are normally settled within 30 days.
- Due to the short term nature of these payables, their carrying value is assumed to approximate their fair value.

12 ISSUED CAPITAL

(a) Issued and paid up capital

Ordinary shares fully paid	34,189,378	33,788,648	34,189,378	33,788,648
Ordinary shares of 10 cents paid to 8 cents	3,200,000	3,200,000	3,200,000	3,200,000
	37,389,378	36,988,648	37,389,378	36,988,648

	2009		2008	
	Shares	\$	Shares	\$
(b) Movement in ordinary shares on issue				
(i) Ordinary shares fully paid				
Balance at beginning of year	700,871,353	33,788,648	610,871,353	32,933,648
Issue on 21 May 2008 as placement of shares for cash	-	-	90,000,000	900,000
Issue on 5 June 2009 as placement of shares for cash	105,000,000	420,000	-	-
Less transaction costs	-	(19,270)	-	(45,000)
Balance at end of year	805,871,353	34,189,378	700,871,353	33,788,648
(ii) Ordinary shares partly paid				
Balance at beginning of year				
- Shares of 10 cents paid to 8 cents	40,000,000	3,200,000	40,000,000	3,200,000
Balance at end of year				
- Shares of 10 cents paid to 8 cents	40,000,000	3,200,000	40,000,000	3,200,000
Total issued and paid up shares	845,871,353	37,389,378	740,871,353	36,988,648

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

12 ISSUED CAPITAL (Cont.)

	2009		2008	
	Shares	\$	Shares	\$
(c) Uncalled Capital				
Shares of 10 cents paid to 8 cents	40,000,000	800,000	40,000,000	800,000

(d) Share Options at 30 June 2009

	Number	Exercise Price	Expiry Date
Unlisted Options	90,000,000	4 cents	30 June 2010
Unlisted Options	10,500,000	9 cents	31 December 2010

During the year, 14,000,000 unlisted options exercisable at 5 cents each and 10,500,000 unlisted options exercisable at 7 cents each expired.

(e) Terms and conditions of contributed equity

Ordinary shares have the right to receive dividends as declared and, in the event of winding up 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. Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the company.

	Consolidated		Parent Entity	
	2009 \$	2008 \$	2009 \$	2008 \$

13 RESERVES

Reserves

Share option reserve (i)	968,849	968,849	968,849	968,849
Net unrealised gains reserve (ii)	-	4,879,240	-	4,879,240
	968,849	5,848,089	968,849	5,848,089

(i) Share option reserve

Nature and purpose of reserve

The share option reserve is used to accumulate proceeds received from the issue of options and records items recognised as expenses on valuation of employee share options.

Movements in reserve

Opening balance 1 July	968,849	968,849	968,849	968,849
Closing balance 30 June	968,849	968,849	968,849	968,849

(ii) Net unrealised gains reserve

Nature and purpose of reserve

The net unrealised gains reserve records fair value changes on available-for-sale investments.

Movements in reserve

Opening balance 1 July	4,879,240	5,023,100	4,879,240	5,023,100
Transfer to income statement on disposal	(4,879,240)	(143,860)	(4,879,240)	(143,860)
Closing balance 30 June	-	4,879,240	-	4,879,240

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

14 JOINT VENTURES

The Group has interests in the following unincorporated joint ventures.

Gold Exploration Joint Venture	% Interest	Carrying Value
Bowriver Joint Venture	70	\$Nil

The carrying value of the Group's interest in these joint ventures is included in Note 10. The contribution of these exploration joint ventures to the loss of the Group for the year was \$ NIL.

15 SEGMENT REPORTING

The Company operates predominantly in one business segment, namely the acquisition and exploration of uranium/gold properties. The Company operates predominantly in one geographical segment being the Republic of South Africa.

16 CONTINGENT LIABILITIES

It is possible that native title, as defined in the Native Title Act 1993, might exist over land in which the Company has an interest in Australia. It is impossible at this stage to quantify the impact (if any) that the existence of native title may have on the operations of the Company. However, at the date of these accounts, the Directors are aware that applications for native title claims have been accepted by the Native Title Tribunal over tenements held by the Company.

17 COMMITMENTS FOR EXPENDITURE

Operating lease (non-cancellable)

	Consolidated		Parent Entity	
	2009	2008	2009	2008
	\$	\$	\$	\$
Not later than one year	25,593	-	25,593	-
After one year but not more than 5 years	33,075	-	33,075	-
	<u>58,668</u>	<u>-</u>	<u>58,668</u>	<u>-</u>

The non-cancellable operating lease is for commercial storage premises.

Mineral Tenement Expenditure - Australia

The company has certain obligations to perform minimum exploration work and to expend minimum amounts of money on such work on mining tenements. These obligations may be varied from time to time subject to approval and are expected to be fulfilled in the normal course of the operations of the Group. These commitments have not been provided for in the accounts. Due to the nature of the Group's operations in exploring and evaluating areas of interest, it is difficult to accurately forecast the nature and amount of future expenditure beyond the next year. Expenditure may be reduced by seeking exemption from individual commitments, by relinquishment of tenure or any new joint venture arrangements. Expenditure may be increased when new tenements are granted or joint venture agreements amended. The minimum expenditure commitment on the tenements is:

Not later than one year	64,000	-	64,000	-
After one year but not more than 5 years	192,000	-	192,000	-
	<u>256,000</u>	<u>-</u>	<u>256,000</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

17 COMMITMENTS FOR EXPENDITURE (Cont.)

Prospecting work programmes – Republic of South Africa

The company will, from the date of grant of Prospecting Rights, have the following minimum expenditure commitments in respect to its exploration properties:

	Consolidated		Parent Entity	
	2009 Rand	2008 Rand	2009 Rand	2008 Rand
Minimum expenditure requirements				
Not later than one year	1,556,480	3,841,860	-	-
Later than 1 year but not later than 2 years	5,826,880	1,556,480	-	-
Later than 2 years but not later than 5 years	-	5,826,880	-	-
	7,383,360	11,225,220	-	-

	Consolidated		Parent Entity	
	2009 \$	2008 \$	2009 \$	2008 \$

18 REMUNERATION OF AUDITORS

Amount received or due and receivable by the auditors of the Group for:

	2009	2008	2009	2008
Auditing or reviewing the financial statements	25,500	14,750	25,500	14,750
Other services	-	-	-	-
	25,500	14,750	25,500	14,750

19 RELATED PARTY TRANSACTIONS

(a) Subsidiaries

The consolidated financial statements include the financial statements of Acclaim Exploration NL and the subsidiary listed in the following table.

	County of Incorporation	% Equity Interest		Investment at cost	
		2009	2008	2009	2008
		%	%	\$	\$
Denny Dalton (Pty) Ltd	Republic of South Africa	100	100	6,000,000	6,000,000

(b) Parent entity

Acclaim Exploration NL is the ultimate Australian parent entity and ultimate parent of the Group.

(c) Key management personnel

Disclosures relating to key management personnel are set out in Note 20.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

19 RELATED PARTY TRANSACTIONS (Cont.)

(d) Loans to related parties

	Parent Entity	
	2009 \$	2008 \$
Loans to subsidiary		
Balance at beginning of year	1,359,600	1,281,803
Loans advanced	-	77,797
Loan repayments received	(524)	-
Allowance for impairment loss	(1,359,076)	-
Balance at end of year	-	1,359,600

Acclaim Exploration NL has provided an unsecured, interest free loan to its wholly owned subsidiary, Denny Dalton (Pty) Ltd. An impairment assessment is undertaken each financial year by examining the financial position of the subsidiary and the market in which the subsidiary operates to determine whether there is objective evidence that the subsidiary is impaired. When such objective evidence exists, the company recognises an allowance for the impairment loss.

20 KEY MANAGEMENT PERSONNEL

(a) Compensation of Key Management Personnel

	Consolidated		Parent Entity	
	2009 \$	2008 \$	2009 \$	2008 \$
Short-Term employee benefits	488,969	570,439	488,969	570,439
Post Employment benefits	5,400	8,100	5,400	8,100
Total compensation	494,369	578,539	494,369	578,539

Key management personnel remuneration has been included in the Remuneration Report section of the Directors' Report. These transferred disclosures have been audited.

(b) Option holdings of Key Management Personnel

	Balance 01/07/08	Granted as Remuneration	Options Exercised	Net Change Other #	Balance 30/06/09	Vested and Exercisable
Directors						
A Waller	10,000,000	-	-	(10,000,000) #	-	-
R Bagirathi	-	-	-	-	-	-
C Willis	10,000,000	-	-	(7,000,000) ##	3,000,000	3,000,000
J Geary	-	-	-	-	-	-
Executives						
N Bassett	10,000,000	-	-	(7,000,000) ##	3,000,000	3,000,000

4,000,000 options expired during the year and 6,000,000 options held at date of resignation.

Options expired during the year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

20 KEY MANAGEMENT PERSONNEL (Cont.)

(b) Option holdings of Key Management Personnel (Cont.)

	Balance 01/07/07	Granted as Remuneration	Options Exercised	Net Change Other	Balance 30/06/08	Vested and Exercisable
Directors						
A Waller	10,000,000	-	-	-	10,000,000	10,000,000
R Bagirathi	-	-	-	-	-	-
C Willis	10,000,000	-	-	-	10,000,000	10,000,000
T Gillard	5,000,000	-	-	(5,000,000) #	-	-
Executives						
N Bassett	13,000,000	-	-	(3,000,000) ##	10,000,000	10,000,000

Options held at date or resignation.

Options expired during the year.

(c) Shareholdings of Key Management Personnel

	Balance 01/07/08	Received as Remuneration	Options Exercised	Net Change Other	Balance 30/06/09
Directors					
A Waller	-	-	-	-	-
R Bagirathi	-	-	-	-	-
C Willis	1,000,000	-	-	-	1,000,000
J Geary	-	-	-	339,200 #	339,200
Executives					
N Bassett	1,000,000	-	-	-	1,000,000

Ordinary fully paid shares held at date of appointment. Mr Geary also holds 350,000 partly paid shares, 2 cents unpaid.

	Balance 01/07/07	Received as Remuneration	Options Exercised	Net Change Other	Balance 30/06/08
Directors					
A Waller	-	-	-	-	-
R Bagirathi	-	-	-	-	-
C Willis	1,000,000	-	-	-	1,000,000
T Gillard	-	-	-	-	-
Executives					
N Bassett	1,000,000	-	-	-	1,000,000

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

(d) Loans with Key Management Personnel

There were no loans to key management personnel or their related entities during the financial year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

21 SHARE BASED PAYMENTS

No share-based payments were made during the year.

The following share-based payment arrangements existed at 30 June 2009:

- On 23 February 2007, 10,500,000 share options were issued to directors and consultants to take up ordinary shares at an exercise price of 9 cents. The options expire on 31 December 2010. All options have vested and are exercisable. No options have been exercised at balance date.

During the year 14,000,000 share options exercisable at 5 cents each and 10,500,000 share options exercisable at 7 cents each expired.

Options granted carry no dividend or voting rights. When exercised, each option is convertible into one ordinary share in the capital of the company with full dividend and voting rights.

The Black and Scholes Option Pricing Model was used to value the options issued as share-based payments. The following factors and assumptions were used in determining the fair value of options on grant date:

Expiry Date	Fair Value per Option	Exercise Price	Estimated Volatility	Risk Free Interest Rate	Underlying Share Price
31 December 2010	\$0.0132	\$0.09	60%	5.91%	4.2 cents

The expected life of the options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other features of options granted were incorporated into the measurement of fair value.

A discount factor of 30% has been applied to the determined fair value due to the lack of marketability, as the options are unlisted and are non-transferable.

The weighted average exercise price of share based payment options that were outstanding as at 30 June 2009 was \$0.09.

The weighted average remaining contractual life of share based payment options that were outstanding as at 30 June 2009 was 1.5 years.

22 FINANCIAL RISK MANAGEMENT

The Company's principal financial instruments comprise receivables, payables, cash and short-term deposits. The Company manages its exposure to key financial risks in accordance with the Company's financial risk management policy. The objective of the policy is to support the delivery of the Company's financial targets while protecting future financial security.

The main risks arising from the Company's financial instruments are interest rate risk, credit risk, liquidity risk and foreign currency risk. The Group does not speculate in the trading of derivative instruments. The Company uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rates and assessments of market forecasts for interest rates. Ageing analysis of and monitoring of receivables are undertaken to manage credit risk, liquidity risk is monitored through the development of future rolling cash flow forecasts.

The Board reviews and agrees policies for managing each of these risks as summarised below.

Primary responsibility for identification and control of financial risks rests with the Board. The Board reviews and agrees policies for managing each of the risks identified below, including for interest rate risk, credit allowances and cash flow forecast projections.

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset and financial liability are disclosed in note 1 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

22 FINANCIAL RISK MANAGEMENT (Cont.)

Risk Exposures and Responses

Interest rate risk

The Company's exposure to risks of changes in market interest rates relates primarily to the Company's cash balances. The Company constantly analyses its interest rate exposure. Within this analysis consideration is given to potential renewals of existing positions, alternative financing positions and the mix of fixed and variable interest rates. As the company has no variable rate interest bearing borrowings its exposure to interest rate movements is limited to the amount of interest income it can potentially earn on surplus cash deposits. The following sensitivity analysis is based on the interest rate risk exposures in existence at the balance sheet date.

At balance date, the following table details the Group's expected maturity for its non-derivative financial assets. These have been drawn up based on undiscounted contractual maturities on the financial instruments including interest that will be earned on these instruments.

	Consolidated		Parent Entity	
	2009 \$	2008 \$	2009 \$	2008 \$
<i>Financial Assets</i>				
Cash and cash equivalents (interest-bearing accounts)	2,140,810	1,277,941	2,140,810	1,277,941
Trade and other receivables	186,491	42,288	186,491	42,288
Total exposure	2,327,301	1,320,229	2,327,301	1,320,229

The following sensitivity analysis is based on the interest rate risk exposures in existence at the balance sheet date.

At 30 June 2009, if interest rates had moved, as illustrated in the table below, with all other variables held constant, post tax profit/loss and equity relating to financial assets of the Group would have been affected as follows:

Judgements of reasonably possible movements:

Post tax profit/(loss) – higher / (lower)

+ 1.0%	21,408	12,779	21,408	12,779
- 1.0%	(21,408)	(12,779)	(21,408)	(12,779)

Equity – higher / (lower)

+ 1.0%	21,408	12,779	21,408	12,779
- 1.0%	(21,408)	(12,779)	(21,408)	(12,779)

Liquidity Risk

The Group manages liquidity risk by monitoring immediate and forecast cash requirements and ensuring adequate cash reserves are maintained or available to the Group.

Credit risk

Credit risk arises from the financial assets of the Company, which comprise deposits with banks and trade and other receivables. The Company's exposure to credit risk arises from potential default of the counter party, with the maximum exposure equal to the carrying amount of these instruments. The carrying amount of financial assets included in the Balance Sheet represents the Company's maximum exposure to credit risk in relation to those assets.

The Company does not hold any credit derivatives to offset its credit exposure.

The Company trades only with recognised, credit worthy third parties and as such collateral is not requested nor is it the Company's policy to secure its trade and other receivables.

Receivable balances are monitored on an ongoing basis with the result that the Company does not have a significant exposure to bad debts.

The Company's cash deposits are held with a major Australian banking institution otherwise, there are no significant concentrations of credit risk within the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2009

22 FINANCIAL RISK MANAGEMENT (Cont.)

The following table details the expected maturity of the Group's and the Company's financial assets and liabilities based on the earliest date of maturity or payment respectively. The amounts are stated on an undiscounted basis and include interest.

Consolidated	Weighted average effective interest rate %	Less than 1 month	1 – 3 Months	3 months – 1 year	1 – 5 years
		\$	\$	\$	\$
2009					
<i>Financial Assets:</i>					
Non-interest bearing	-	-	5,085	181,406	616,869
Variable interest rate	2.91	2,140,810	-	-	-
Fixed interest rate	-	-	-	-	-
		<u>2,140,810</u>	<u>5,085</u>	<u>181,406</u>	<u>616,869</u>
<i>Financial Liabilities:</i>					
Non-interest bearing	-	202,265	12,000	-	-
		<u>202,265</u>	<u>12,000</u>	-	-
2008					
<i>Financial Assets:</i>					
Non-interest bearing	-	-	4,907	37,381	8,200,840
Variable interest rate	6.43	1,277,941	-	-	-
Fixed interest rate	-	-	-	-	-
		<u>1,277,941</u>	<u>4,907</u>	<u>37,381</u>	<u>8,200,840</u>
<i>Financial Liabilities:</i>					
Non-interest bearing	-	107,791	4,000	-	-
		<u>107,791</u>	<u>4,000</u>	-	-
Parent					
	Weighted average effective interest rate %	Less than 1 month	1 – 3 Months	3 months – 1 year	1 – 5 years
		\$	\$	\$	\$
2009					
<i>Financial Assets:</i>					
Non-interest bearing	-	-	5,085	181,406	616,869
Variable interest rate	2.91	2,140,810	-	-	-
Fixed interest rate	-	-	-	-	-
		<u>2,140,810</u>	<u>5,085</u>	<u>181,406</u>	<u>616,869</u>
<i>Financial Liabilities:</i>					
Non-interest bearing	-	202,265	12,000	-	-
		<u>202,265</u>	<u>12,000</u>	<u>181,406</u>	-
2008					
<i>Financial Assets:</i>					
Non-interest bearing	-	-	4,907	37,381	8,200,840
Variable interest rate	6.43	1,277,941	-	-	-
Fixed interest rate	-	-	-	-	-
		<u>1,277,941</u>	<u>4,907</u>	<u>37,381</u>	<u>8,200,840</u>
<i>Financial Liabilities:</i>					
Non-interest bearing	-	107,791	4,000	-	-
		<u>107,791</u>	<u>4,000</u>	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

22 FINANCIAL RISK MANAGEMENT (Cont.)

Capital Management Risk

Management controls the capital of the Group in order to maximise the return to shareholders and ensure that the group can fund its operations and continue as a going concern.

Management effectively manages the group's capital by assessing the group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of expenditure and debt levels and share and option issues.

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

Foreign Currency Risk

As a result of the Group's mineral exploration activities in the Republic of South Africa and farm-in operations in the United States of America, the Group's operations can be affected by movements in the Rand/\$A and US\$/A\$ exchange rates. The Company does not hedge this exposure.

The Group manages its foreign exchange risk by constantly reviewing its exposure to commitments payable in foreign currency and, where considered prudent, ensuring appropriate cash balances are maintained in either Rand or United States Dollars, to meet current operational commitments.

Management believes the balance date risk exposures are representative of the risk exposure inherent in financial instruments. The Group's exposure to foreign currency risk is considered immaterial at 30 June 2009.

Commodity Price Risk

The Group's exposure to price risk is minimal given the Group is still in an exploration phase.

Fair Value

The methods of estimating fair value are outlined in the relevant notes to the financial statements. All financial assets and liabilities recognised in the balance sheet, whether they are carried at cost or fair value, are recognised at amounts that represent a reasonable approximation of fair values unless otherwise stated in the applicable notes.

Equity Price Sensitivity Risk

The Group is exposed to equity price risks arising from equity investments. Equity investments are held for strategic rather than trading purposes. The Group does not actively trade these investments. At reporting date, if equity prices had been 5% higher or lower, there would have been an immaterial change in post tax loss for the year. The impact on equity would have been the same.

23 EVENTS SUBSEQUENT TO BALANCE DATE

In July 2009, the company announced that it had entered into a Binding Term Sheet with Arturus Capital Limited ("AKW"), to acquire the right title and interest to a 12% (15% of 80%) royalty stream over shallow gas projects located in Jackson County, Texas, USA. AKW holds the right title and interest to 80% of all income in relation to the projects.

Key terms of the acquisition are:

- **Property:** An assignment of 15% of AKW's income ("Royalty Stream") derived from all of the shallow gas projects from time to time located on the lands known as the Sandy, Slazenger and Wagner Prospects in Jackson County, Texas, USA.
- **Consideration:** US\$1.5 million comprising:
 - US\$100,000 payable on execution of the binding term sheet;
 - US\$1,000,000 payable on 7th August 2009; and
 - The balance to be paid with 60 days from execution.
- **Term:** For the life of the Projects
- **Expansion Projects:** AKW may from time to time request that AEX provide further funding for any expansion to the Projects (including further test drilling). AEX may accept or reject any such request in its absolute discretion.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

23 EVENTS SUBSEQUENT TO BALANCE DATE (Cont.)

The acquisition of the royalty stream is subject to:

- (i) completion of due diligence to the satisfaction of AEX; and
- (ii) AEX shareholder approval.

Under the terms of the binding term sheet AEX has paid the sum of US\$100,000, however, no further sums will be paid pursuant to the agreement until completion of due diligence to the satisfaction of AEX.

There are no other matters or circumstances that have arisen since 30 June 2009 that have or may significantly affect the operations, results, or state of affairs of the Group in future financial years.

24 CONTINGENT LIABILITIES

As at 30 June 2009, the Group did not have any contingent liabilities.

DIRECTOR'S DECLARATION

In accordance with a resolution of the directors of Acclaim Exploration NL, I state that:

1. In the opinion of the directors:
 - a) The financial statements and notes and additional disclosures included in the directors' report designated as audited, of the company and of the Group are in accordance with the Corporations Act 2001, including:
 - i) giving a true and fair view of the Company's and Group's financial position as at 30 June 2009 and of their performance for the year ended on that date; and
 - ii) complying with Accounting Standards and the Corporations Regulations 2001; and
 - b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
2. This declaration has been made after receiving the declarations required to be made to the directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2009.

On behalf of the Board



C S Willis
Director

Perth, 30 September 2009

INDEPENDENT AUDITOR'S REPORT**To the members of
Acclaim Exploration NL****Report on the Financial Report**

We have audited the accompanying financial report of Acclaim Exploration NL ("the company"), which comprises the balance sheet as at 30 June 2009, the income statement, statement of changes in equity, cash flow statement and notes to the financial statements for the year ended on that date, and the directors' declaration for both the company and the consolidated entity as set out on pages 22 to 49. The consolidated entity comprises the company and the entities it controlled at the year's end or from time to time during the year.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Act 2001. This responsibility includes establishing and maintaining internal controls relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

In Note 1(c), the directors also state, in accordance with Accounting Standard AASB 101: Presentation of Financial Statements, that compliance with the Australian equivalents to International Financial Reporting Standards ensures that the financial report, comprising the financial statements and notes, complies with International Financial Reporting Standards.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of 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.

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

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

Independence

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

Auditor's Opinion

In our opinion:

- (a) the financial report of Acclaim Exploration NL is in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2009 and of their 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; and
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1(c).

Report on the Remuneration Report

We have audited the Remuneration Report included on pages 7 to 10 of the directors' report for the year ended 30 June 2009. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's Opinion

In our opinion the Remuneration Report of Acclaim Exploration NL for the year ended 30 June 2009 complies with section 300A of the Corporations Act 2001.



HLB MANN JUDD
Chartered Accountants



Perth, Western Australia
30 September 2009

W M CLARK
Partner

INFORMATION RELATING TO SHAREHOLDERS & OPTIONHOLDERS AT 21 SEPTEMBER 2009

	Ordinary Shares Fully Paid	Ordinary Shares Partly Paid
1 Number of shareholders and option holders	4,035	59
2 Distribution of shareholders/option holders:		
Category		
1 - 1,000	87	-
1,001 - 5,000	347	-
5,001 - 10,000	372	27
10,001 - 100,000	2,109	11
100,001 and over	1,120	21
	<hr/> 4,035	<hr/> 59
Total on issue	805,871,353	40,000,000
Shareholders with unmarketable parcel	3,000	
3 Percentage of the 20 largest holders	24.44%	97.79%
4 Voting rights		
<ul style="list-style-type: none"> • Ordinary fully paid shares - upon show of hands one vote for every registered shareholder and upon a poll, one vote for each share held. • Contributing shares - upon a poll proportional to the called up capital. • Options – Options have no voting rights until such options are exercised as fully paid shares. 		
5 20 Largest Ordinary Fully Paid Shareholders	Number	%
1 Fair Ever Inc	20,000,000	2.48
2 ANZ Nominees Limited <Cash Income A/C>	18,248,081	2.26
3 National Nominees Limited	17,105,107	2.12
4 Pheng Hong Chua	16,568,675	2.06
5 Addenbrooke Pty Ltd	16,000,000	1.99
6 Alimold Pty Ltd	15,900,000	1.97
7 Gregory Giannopoulos	12,000,000	1.49
8 Azur Capital Group Limited	11,875,000	1.47
9 Bell Potter Nominees Limited <BB Nominees A/C>	10,200,000	1.27
10 Yandal Investments Pty Ltd	8,000,000	0.99
11 Webfire Pty Ltd <MFS Super Fund A/C>	5,810,800	0.72
12 John Anthony Hellier & Dorothy May Hellier	5,624,870	0.70
13 Stuart James Davies & Giuseppe Paterniti <Stuart J Davies Super A/C>	5,563,608	0.69
14 Colvic Pty Ltd	5,000,000	0.62
15 Mammoth Nominees Pty Ltd	5,000,000	0.62
16 Palla Nominees Pty Ltd	5,000,000	0.62
17 Kim Russell Swayer & Kessada Sawyer <Sawyer Pension Fund A/C>	5,000,000	0.62
18 Tarmel Pty Ltd <Superannuation Fund A/C>	4,835,300	0.60
19 Joseph Paterniti & Carmelo Paterniti <Buon Esperanza Invest A/C>	4,694,750	0.58
20 Ajava Holdings Pty Ltd	4,500,000	0.56
	<hr/> 196,926,191	<hr/> 24.44

INFORMATION RELATING TO SHAREHOLDERS & OPTIONHOLDERS AT 21 SEPTEMBER 2009

6 20 Largest Ordinary Partly Paid Shareholders		Number	%
1	Corridor Nominees Pty Ltd	18,605,900	46.51
2	Geb Capital Limited	5,000,000	12.50
3	Tina Bazzo	3,510,000	8.78
4	Jade Asset Pty Ltd	2,010,000	5.02
5	Watershore Holdings Pty Ltd	1,480,000	3.70
6	Ruby Net Pty Ltd	1,400,000	3.50
7	Melissa Anne Vorlicek	1,200,000	3.00
8	Dagmar Blochlova	900,000	2.25
9	Scott James & Shelly Mary Therese Duncan	900,000	2.25
10	Margaret Downes	590,000	1.48
11	Scott James & Shelly Mary Therese Duncan <SJ & SM Duncan S/F A/C>	500,000	1.25
12	Kelanco Pty Ltd	500,000	1.25
13	Adam James Lienart	490,000	1.23
14	Jeremy Robert Pockley	460,000	1.15
15	Summerset Investments Pty Ltd	400,000	1.00
16	John Charles Geary	350,000	0.88
17	Dacin Nominees Pty Ltd	255,000	0.64
18	Cleveland Pty Ltd	211,000	0.53
19	Scott James & Shelly Mary Therese Duncan	200,000	0.50
20	Edenkey Nominees Pty Ltd	150,000	0.37
		39,111,900	97.79

7 Unlisted Options

Details of unlisted option holders are as follows:

Class of unlisted options	No of Options	No of Holders
a) Options exercisable at 4 cents each on or before 30 June 2010	90,000,000	15
Holdings of more than 20% of this class		
- Bell Potter Nominees Ltd	32,000,000	
- Alimold Pty Ltd	15,800,000	
b) Options exercisable at 9 cents each on or before 31 December 2010	10,500,000	4
Holdings of more than 20% of this class		
- Andrew Waller	3,000,000	
- Craig Willis	3,000,000	
- Neville Bassett	3,000,000	

8 Restricted Securities

There are no restricted securities or securities subject to voluntary escrow.

9 On-market Buy-back

Currently there is no on-market buy-back of the Company's securities.

SUMMARY OF MINING INTERESTS AS AT 30 JUNE 2009

DENNY DALTON PROJECT, SOUTH AFRICA

Project Areas

1. Portion 6 and the Remaining Extent of the farm Tusschenby 411, in the District of Vryheid, Kwa Zulu Natal (as depicted on sketch plan annexed to Prospecting Permit number 105/03)
2. Portion 1 of the farm Vlakhoek 847, in the District of Vryheid, Kwa Zulu Natal (as depicted on sketch plan annexed to Prospecting Permit number 105/03).
3. Various portions of the farm Nobamba 16505, in the District of Vryheid, Kwa Zulu Natal (as depicted on sketch plan annexed to Prospecting Permit number 123/03).

NORSEMAN, WESTERN AUSTRALIA

Acclaim Exploration NL 100%

EL 63/839

EL 63/840

EL 63/841

MAROOCHYDORE, WESTERN AUSTRALIA

Acclaim Exploration NL 100%

ELA45/2475

NOTES

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ACCLAIM EXPLORATION N.L. AND CONTROLLED ENTITIES

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