



**Half-Year Financial Report
31 December 2012**

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DIRECTORS' REPORT

The directors of TUC Resources Ltd submit herewith the financial report of the Company and the entities it controlled during the half-year ended 31st December 2012. In order to comply with the provisions of the Corporations Act 2001, the directors report as follows:

DIRECTORS

The names of the directors of the company during or since the end of the half-year are:

Mr Peter Harold	Non-Executive Chairman
Mr Ian Bamborough	Managing Director
Mr Michael Britton	Non-Executive Director
Mr Anthony Barton	Non-Executive Director
Mr Leonid Charuckyj	Non-Executive Director

The above named directors held office during and since the end of the half-year except for:

Mr Michael Britton – Resigned 5th February 2013.

REVIEW AND RESULTS OF OPERATIONS

The Company incurred a loss for the period of \$759,071 (2011: \$675,581) and has cash reserves at 31 December 2012 of \$1,170,142. The operations of the Company have not changed and continue to be mineral exploration, mainly rare earths, uranium, gold and base metals.

Exploration for the half year to 31 December 2012 focused primarily on TUC's Stromberg Heavy Rare Earth District located approximately four hours' drive south of Darwin. A number of successful drilling programs and land access meetings were undertaken. In addition, the Company formed a strategic alliance on the district with a major rare earth industry partner.

Stromberg Heavy Rare Earth (HREE) Drilling

RC & Diamond drilling at Stromberg Heavy Rare Earth Prospect delivered excellent near surface intersections, indicated extremely high (+90%) heavy rare earth oxide (HREO) distributions and further extended mineralisation.

Recent near surface intersections returned at Stromberg include:

- STDH3, 4.2m @ 0.93% TREO (92% HREO/TREO) from 3.8m;
inc. 3m @ 1.19% TREO (92% TREO/TREO) from 5m;
- STDH2, 3m @ 0.59% TREO (92% HREO/TREO) from surface;
inc. 1m @ 1.10% TREO (94% TREO/TREO) from 1m, and
- STRC64 - 5m @ 0.43% TREO (81.9% HREO/TREO) from 6m including
1m @ 0.92% TREO from 8m.

Xenotime hosted mineralisation remains open in both cross section and strike. The distribution of valuable and high demand heavy rare earths in recent intersections is an excellent 8% Dysprosium/TREO, 65% Yttrium/TREO and 5% Erbium/TREO.

Scaramanga HREE Drill Discovery

First pass broad spaced drilling at the Scaramanga HREE Prospect successfully defined mineralisation in the same geological setting as at Stromberg.

Significant intersections include:

- SCRC07 - 2m @ 0.12% TREO (81.2% HREO/TREO) from 10m, and

DIRECTORS' REPORT (Cont.)

- SCRC02 - 5m @ 0.1% TREO (70% HREO/TREO) from 10m.

Two distinct HREE mineralised horizons were noted. Notably, these results have confirmed significant exploration upside exists within a short distance of Stromberg, as well as highlighting the broader district potential (prospects such as the nearby Knightfall Prospect). Infill drilling is planned at Scaramanga to target higher grade mineralisation.

Land Access Breakthrough – Stromberg HREE District

Verbal consent has been given by Traditional Aboriginal Land Owners for exploration to begin on the highly HREE prospective ELA27151 Skyfall tenement adjacent to the Stromberg and Scaramanga HREE prospects.

This breakthrough will allow access to a further ~1,000km² of highly HREE prospective land and a number of very large and high priority geophysical and HREE geochemical targets. In the near term, TUC proposes to utilise options open to it under the Aboriginal Lands Right Act to undertake early stage reconnaissance exploration under the guidance of the Traditional Owners.

Substantial Strategic Alliance to Exploit Stromberg District Heavy Rare Earth Tenements

As a result of the ongoing exploration success and land access break through's TUC has attracted a major rare earth industry partner to provide investment into the Stromberg HREE District. The Shandong Provincial Bureau of Geology and Mineral Resources ("SDGM") from China has signed a Memorandum of Understanding (MOU) on eight HREE prospective tenements in the district. Shandong Province is home to one of four Special Rare Earth Development Zones in China. TUC and SDGM are to form an alliance (Rare Earth Joint Venture) for the exploration and exploitation of the tenements. TUC will undertake a Placement of 22.5 million shares to SDGM at an issue price of \$0.10 per share to raise \$2.25 million. SDGM plan to spend a further \$19 million on exploration to earn up to 50% (in three stages) interest in the project. A facility exists within the MOU for SDGM or introduced rare earth industry partner to fully fund a project through to production. TUC could retain 25% of the Project.

AUDITOR'S INDEPENDENCE DECLARATION

The Company has obtained an independence declaration from its auditor's, William Buck Audit (WA) Pty Ltd, which is included on page 5.

Signed in accordance with a resolution of the directors



Ian Bamborough
Managing Director
Dated: 7th March, 2013

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF TUC RESOURCES LIMITED

I declare that, to the best of my knowledge and belief during the half year ended 31 December 2012 there have been:

- no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the review and
- no contraventions of any applicable code of professional conduct in relation to the review.

A handwritten signature in blue ink that reads 'William Buck'.

William Buck Audit (WA) Pty Ltd
ABN: 67 125 012 124
Registered Company Auditor No: 339150

A handwritten signature in blue ink that reads 'CM'.

Conley Manifis
Director

Dated this 7th day of March, 2013

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**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME
FOR THE HALF-YEAR ENDED 31 DECEMBER 2012**

		Half-Year Ended	
		31 December	
		2012	2011
	Notes	\$	\$
Revenue			
Total Income	3(a)	43,350	159,605
Expenses			
Depreciation and amortisation expense	3(b)	66,522	28,254
Travel & Accommodation		38,341	55,969
Employee expenses	3(c)	542,269	560,027
Rent		55,792	36,617
Insurances		23,047	25,742
Shareholder & Public Relations		26,206	61,991
Professional Services		188,116	120,086
Other expenses from operating activities		99,132	120,611
Total Expenses		<u>(1,039,425)</u>	<u>(1,009,297)</u>
Loss before income tax		(996,074)	(849,692)
Income tax benefit		237,003	174,111
Loss for the period		<u>(759,071)</u>	<u>(675,581)</u>
Other Comprehensive Income		-	-
Total comprehensive income for the period		<u><u>(759,071)</u></u>	<u><u>(675,581)</u></u>
Loss per share			
- Basic (cents per share)		(0.60)	(0.54)
- Diluted (cents per share)		(0.60)	(0.54)

The condensed consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2012**

	Notes	31 December 2012 \$	30 June 2012 \$
ASSETS			
Current Assets			
Cash and cash equivalents	4	1,170,142	2,485,313
Trade and other receivables		14,672	5,651
Prepayments		19,506	58,171
Total Current Assets		<u>1,204,320</u>	<u>2,549,135</u>
Non-Current Assets			
Exploration and Evaluation Expenditure		6,967,963	6,334,461
Property, plant and equipment		380,593	442,739
Total Non-Current assets		<u>7,348,556</u>	<u>6,777,200</u>
TOTAL ASSETS		<u>8,552,876</u>	<u>9,326,335</u>
LIABILITIES			
Current liabilities			
Trade and other payables		208,180	222,568
Total Current Liabilities		<u>208,180</u>	<u>222,568</u>
TOTAL LIABILITIES		<u>208,180</u>	<u>222,568</u>
NET ASSETS		<u>8,344,696</u>	<u>9,103,767</u>
EQUITY			
Issued capital	8	16,043,789	16,043,789
Option Reserve		-	-
Accumulated losses		(7,699,093)	(6,940,022)
TOTAL EQUITY		<u>8,344,696</u>	<u>9,103,767</u>

The condensed consolidated statement of financial position should be read in conjunction with the accompanying notes.

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE HALF-YEAR ENDED 31 DECEMBER 2012**

		For the Half-Year Ended 31 December	
	<i>Notes</i>	2012	2011
		\$	\$
Cash flows from operating activities			
Interest received		42,803	141,866
Other income		547	17,739
Research and development tax credit		237,003	174,111
Payments to suppliers and employees		<u>(952,353)</u>	<u>(1,389,054)</u>
Net cash flows (used in) operating activities		<u>(672,000)</u>	<u>(1,055,338)</u>
Cash flows from investing activities			
Purchase of property, plant and equipment		(14,281)	(59,433)
Payment for Exploration & Evaluation Expenditure		<u>(628,890)</u>	<u>(1,772,942)</u>
Net cash flows (used in) investing activities		<u>(643,171)</u>	<u>(1,832,375)</u>
Cash flows from financing activities			
Net cash flows from financing activities		<u>-</u>	<u>-</u>
Net decrease in cash and cash equivalents		(1,315,171)	(2,887,713)
Cash and cash equivalents at beginning of period		<u>2,485,313</u>	<u>6,397,919</u>
Cash and cash equivalents at end of period	4	<u>1,170,142</u>	<u>3,510,206</u>

The condensed consolidated statement of cash flows should be read in conjunction with the accompanying notes.

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE HALF-YEAR ENDED 31 DECEMBER 2012**

	Ordinary shares \$	Reserves \$	Accumulated Losses \$	Total Equity \$
At 1 July 2011	15,547,825	446,315	(5,366,204)	10,627,936
Comprehensive Income for the period			(675,581)	(675,581)
Share based payment expense	-	3,807	-	3,807
At 31 December 2011	15,547,825	450,122	(6,041,785)	9,956,162
At 1 July 2012	16,043,789	-	(6,940,022)	9,103,767
Comprehensive Income for the period	-	-	(759,071)	(759,071)
At 31 December 2012	16,043,789	-	(7,699,093)	8,344,696

The condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Significant accounting policies

Statement of compliance

The half-year financial report is a general purpose financial report prepared in accordance with the *Corporations Act 2001* and AASB 134 *Interim Financial Reporting*. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 134 *Interim Financial Reporting*. The half-year report does not include notes of the type normally included in an annual financial report and shall be read in conjunction with the most recent annual financial report.

It is also recommended that the half-year financial report be considered together with any public announcements made by TUC Resources Ltd during the half-year ended 31 December 2012 in accordance with the continuous disclosure obligations arising under the *Corporations Act 2001* and the ASX Listing Rules.

Basis of Preparation

The condensed financial statements have been prepared on the basis of historical cost, except where indicated. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

The accounting policies and methods of computation adopted in the preparation of the half-year financial report are consistent with those adopted and disclosed in the company's 2012 annual financial report for the financial year ended 30 June 2012. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

Standards and Interpretations adopted in the current year:

The Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board that are relevant to their operations and are effective for the current financial reporting period, being the half year ended 31 December 2012.

The following new and revised Standards and Interpretations have been adopted in the current financial reporting period that are relevant to the Group are:

- AASB 2011-9 'Amendments to Australian Accounting Standards – Presentation of Items of Other Comprehensive Income'

The adoption of AASB 2011-9 has not resulted in any changes to the Group's accounting policies and has no effect on the amounts reported for the current or prior half-years.

However, application of AASB 2011-9 has resulted in changes to the Group's presentation of, or disclosure in, its half year financial statements

Standards and Interpretations in issue not yet adopted:

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective and have not been adopted by the Group for the half year ending 31 December 2012.

Going Concern

The half-year financial statements have been prepared on a going concern basis which assumes the settlement of liabilities and the realisation of assets in the normal course of business.

For the half year ended 31 December 2012 the Group has incurred a loss of \$759,071 (December 2011: loss of \$675,581) and at 31 December 2012 the Group had working capital of \$996,140 (June 2012: \$2,326,567) including a cash and cash equivalents balance of \$1,170,142 (June 2012: \$2,485,313). Cash used in operating activities in the December 2012 half-year was \$672,000 (2011: \$1,055,338).

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

1. Significant accounting policies (Cont.)

These conditions indicate a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern.

The Directors believe that it is appropriate to prepare the financial report on a going concern basis in the expectation that:

- The proposed Shandong Joint Venture and associated funding is likely to be concluded as contemplated in the memorandum of understanding announced by the Company on 18 January 2013.
- To the extent that further equity is required the Directors are confident that a sufficient capital raising can be completed, as has previously been demonstrated.
- There is capacity for the Group to reduce its operating cost structure.

Should the Group be unable to achieve the matters set out above, there is material uncertainty whether the Group will be able to continue as a going concern and therefore, whether they will be able to realise their assets and extinguish their liabilities in the normal course of business. The financial report does not include adjustments relating to the recoverability and classification of recorded asset amounts, or to the amounts and classification or liabilities that might be necessary should the Group not continue as a going concern.

2. OPERATING SEGMENTS

The Company operates solely in the mineral resources exploration industry in the Northern Territory of Australia.

3. REVENUES AND EXPENSES

	31 December	
	2012	2011
	\$	\$
(a) Income		
Bank Interest receivable	42,803	141,866
Other Income	547	17,739
Total Income	43,350	159,605
(b) Depreciation included in income statement		
Depreciation	66,522	28,254
(c) Employee expenses		
Wages and Salaries	484,811	473,863
Superannuation expenses	40,296	40,586
Expenses of Share-based payments	-	3,807
Long service leave provision	1,787	21,755
Other allowances/benefits	15,375	20,016
	542,269	560,027

4. CASH AND CASH EQUIVALENTS

For the purposes of the half-year condensed statement of cash flow, cash and cash equivalents are comprised of the following:

	31 December	30 June
	2012	2012
	\$	\$
Cash at bank and on hand	1,170,142	2,485,313
	1,170,142	2,485,313

5. DIVIDENDS PAID AND PROPOSED

No dividends have been paid or proposed.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

6. SHARE BASED PAYMENT PLANS

During the period, no new options were granted under this plan.

Since the end of the period, the vesting period of the Share Rights Performance Plan ended on 1 February 2013 and 205,301 ordinary shares fully paid will be issued under the plan.

For details of the employee options, please refer to the Company's Annual Report as at 30 June, 2012.

7. COMMITMENTS AND CONTINGENCIES

Operating lease commitments - Company as lessee

The Company has a commercial lease on office and warehouse space in Darwin where it is not in the best interest of the Company to purchase these assets. The lease expires 1 June 2013. The lease was reviewed by an independent valuer appointed by the Company and rental payments are in line with market conditions.

The Company also has a commercial lease on office space located in Perth. This lease is for an initial 3 year term with renewal options included in the contract. Renewals are, again, at the option of the specific entity that holds the lease.

There are no restrictions placed upon the lessee by entering into these leases.

Future minimum rentals payable under non-cancellable operating leases as at 31 December are as follows:	31 December 2012 \$	30 June 2012 \$
Within one year	45,175	52,894
After one year but not more than five years	37,500	43,720
More than five years	-	-
	<u>82,675</u>	<u>96,614</u>

Tenement commitments

At 31 December 2012 the Company has minimum expenditure commitments of \$601,500 per annum relating to existing granted tenements. There is a further \$39,800 per annum in minimum expenditure on tenements applied for, but not yet granted. The timing of the granting of these tenements is unknown and will vary significantly depending on native title meetings.

The commitments contracted for at reporting date, but not provided for:	31 December 2012 \$	30 June 2012 \$
Within one year		
- Exploration Licences (granted)	545,000	691,054
- Exploration Licence Applications (not granted)	66,000	801,100
After one year but not more than five years		
- Exploration Licences (granted)	545,000	691,054
- Exploration Licence Applications (not granted)	710,000	501,100
Longer than five years	-	-
	<u>1,866,000</u>	<u>2,984,308</u>

The Company's mining tenements may be subject to native title applications in the future. At this stage it is not possible to quantify the impact (if any) that native title may have on the operations of the Company. Other than those mentioned in the Company's Annual Report as at 30 June, 2012, the Directors of TUC Resources Ltd consider that there are no other material changes to contingencies or commitments outstanding as at 31 December, 2012.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

8. ISSUANCES, REPURCHASES AND REPAYMENTS OF EQUITY SECURITIES

Issued capital as at 31 December, 2012 amounted to \$16,043,789 (2011: \$15,547,825) representing 125,396,647 (2011: 124,046,647) ordinary shares. There were no other movements in the ordinary share capital or other issued share capital of the Company in the half-year reporting period.

A bonus issue of options was made to shareholders on the register at 20 September 2012, on the basis of two options for each five shares held. As a result, 50,158,758 options were issued, listed on ASX as TUCO and exercisable at \$0.20 on or before 15 August 2014.

9. SUBSIDIARIES

Details of the Consolidated Entity's subsidiaries at the end of the reporting period are as follows:

Name of subsidiary	Principal activity	Place of incorporation and operation	Proportion of ownership interest and voting power held by the Group	
			31 Dec 2012	30 June 2012
Arnhem Minerals Pty Ltd (ii)	Mining	Australia	100%	100%
Carpentaria Minerals Pty Ltd (ii)	Mining	Australia	100%	100%
Threeways Resources Pty Ltd (ii)	Mining	Australia	100%	100%

- i) TUC Resources Limited is the head entity within the tax-consolidated group.
- ii) These companies are members of the tax-consolidated group.

10. EVENTS AFTER THE REPORTING DATE

There have been no other events subsequent to the reporting date which are sufficiently material to warrant disclosure, other than the signing of a Memorandum of Understanding ("MOU") with the Shandong Provincial Bureau of Geology and Mineral Resources ("SDGM") from China. The MOU is in relation to the establishment of the Heavy Rare Earth Joint Venture ("HREJV") over the tenement in the Stromberg region.

Principal terms of the MOU are:

- The placement of 22.5 million shares to SDGM at an issue price of \$0.10 per share, together with 9.0 million free attaching options to raise a total of \$A2.25 million (before costs of the issue).
- SDGM will earn a 15% interest in the Rare Earth Joint Venture by sole funding \$4 million of exploration expenditure on target identification and evaluation.
- SDGM will earn a further 15% interest in the Rare Earth Joint Venture by sole funding additional expenditure of \$7.5 million.
- SDGM will earn an additional 20% interest in the Rare Earth Joint Venture by sole funding and additional \$7.5 million expenditures.
- Aggregate expenditure of \$19 million will thus earn SDGM a cumulative interest of 50% in the Rare Earth Joint Venture. SDGM and TUC will jointly manage the Joint Venture and TUC will manage the exploration activities.
- Should any project within in the Stromberg JV Tenements move to feasibility study, Shandong will have the opportunity to introduce a suitable Chinese rare earths processing and producing company, with access to advanced HREE resource technology, into that project, with the intention that that new partner would fully fund the feasibility, design and importantly construction in return for a 50% share of that project and certain off-take rights. In such a case TUC and SDGM would reduce their equity interests in that project proportionately but retain their 50:50 interest in all the other Rare Earth Joint Venture tenements.

DIRECTORS' DECLARATION

The directors declare that:

- (a) In the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and
- (b) In the directors' opinion, the attached financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity.

Signed in accordance with a resolution of the directors made pursuant to s.303(5) of the *Corporations Act 2001*.

On behalf of the Directors



Ian Bamborough
Managing Director
Perth, 7^h March 2013

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF TUC RESOURCES LIMITED

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of TUC Resources Limited and its controlled entities, which comprises the condensed consolidated statement of financial position as at 31 December 2012, the condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and selected explanatory information, and the directors' declaration.

Directors' Responsibility for the Half-Year Financial Report

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

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the Corporations Act 2001 including:

- giving a true and fair view of the company's financial position as at 31 December 2012 and its performance for the half-year ended on that date; and
- complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.

As the auditor of TUC Resources Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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

Independence

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

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INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF TUC RESOURCES LIMITED

Conclusion

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

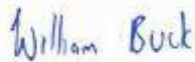
- a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2012 and of its performance for the half year ended on that date; and
- b) complying with Australian Accounting Standard 134 Interim Financial Reporting and the *Corporations Regulations 2001*.

Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1 in the financial report, which indicates that the consolidated entity incurred a net loss of \$759,071 during the half year ended 31 December 2012 and, as of that date, the consolidated entity had working capital of \$996,140. These conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty that may cast significant doubt about the consolidated entities ability to continue as a going concern and therefore, the consolidated entity may be unable to realise its assets and discharge its liabilities in the normal course of business.

Matters Relating to the Electronic Presentation of the Reviewed Half Year Financial Report

This auditor's review report relates to the half year financial report of TUC Resources Limited for the half year ended 31 December 2012 included on TUC Resources Limited web site. The company's directors are responsible for the integrity of the TUC Resources Limited web site. We have not been engaged to report on the integrity of the TUC Resources Limited web site. The auditor's review report refers only to the half year financial report. It does not provide an opinion on any other information which may have been hyperlinked to/from these statements. If users of this report are concerned with the inherent risks arising from electronic data communications they are advised to refer to the hard copy of the reviewed half year financial report to confirm the information included in the reviewed financial report presented on this web site.



William Buck Audit (WA) Pty Ltd
ABN: 67 125 012 124
Registered Company Auditor No: 339150



Conley Manifis
Director

Dated this 7th day of March, 2013

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