TIMPETRA RESOURCES LIMITED

ANNUAL REPORT
FOR YEAR ENDED
30 JUNE 2014

CORPORATE DIRECTORY

ABN 74 143 928 625

Directors

Martin Priestley
Douglas O'Neill
Dimitri Burshtein

Company Secretary

Nicholas Geddes

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Sydney 2000

Auditors

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Sydney, NSW 2000

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Dear Shareholder,

This is the fourth Annual Report of the Company, following its listing on the ASX on March 30th 2011.

Last year your Directors stated that they were committed to returning the value of the Company and its underlying shares to at least the value at which the shares were floated ($0.20) and to providing shareholders with liquidity, ideally based around Australian domestic mining assets. With these criteria in mind the Company undertook detailed analysis of a wide variety of gold and base metal projects with a view to acquiring a stake in a situation where it was believed the value of TPR could be improved within reasonable risk parameters.

The board elected to make an investment into Saracen Mineral Holdings Limited (ASX: SAR) which was seen as a profitable business with adequate resources, cash holdings, appropriate risk management strategies and reasonable levels of liquidity.

As at June 30 2014 improvements in the market value of the SAR investment resulted in an unrealised gain of $9,202,733 before tax. After expenses and a provision for income tax a net profit of $8,216,468 was recorded.

Subsequent to the balance date a significant proportion of the gains were realised by selling a large proportion of the SAR shares. On 24 July 2014, the Company announced it had sold approximately 80% of its holdings in SAR leaving a balance of 3,829,317 shares.

The strategy of the Company remains to be a resources exploration and investment company with continuing focus on the identification of projects and opportunities consistent therewith.

I would like to thank my fellow Directors for their commitment to the Company during the period under review.

Martin Priestley
Chairman

CORPORATE GOVERNANCE STATEMENT

Timpetra Resources Limited (TPR or company) and its board of directors are committed to maintaining and promoting good corporate governance practices for the benefit of stakeholders and the broader community.

Corporate governance is the framework of rules, relationships, systems and processes within which and by which authority is exercised and controlled in corporations. The board is responsible for the corporate governance of the company and has taken into account its size and activities in the development of the framework.

TPR provides its Corporate Governance Statement with reference to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations with 2010 Amendments. The company has adopted all the recommendations in the Guidelines save for the following:

- The Board has not established Nomination or Remuneration Committees
- The Board has not established an Audit Committee

The Company has limited operations and no employees. There are only three Directors currently appointed to the Board and the management functions are divided between two of those Directors to ensure adequate internal control.

Notwithstanding the Board is committed to achieving and demonstrating the highest standards of corporate governance.

Principle 1: Lay solid foundations for management and oversight

Recommendation 1.1: Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions.

The board operates in accordance with its charter and constitution. The board takes responsibility for the performance of the company and for developing and implementing corporate governance practices. The board has established a board charter, which describes the role of the board and the role of management. The charter sets out the composition, role and responsibilities of the board. The minimum number of directors is three and the maximum is nine. Appointments to the board are based on merit, skills, expertise and experience.

The board accepts that it is responsible for:

a) Reviewing and approving TPR's strategic plans, performance objectives and the underlying assumptions and rationale;
b) Reviewing and approving the risk management monitoring systems and systems of internal control;
c) Reviewing and approving the company's financial objectives and ensuring that the necessary financial and human resources are in place for the company to meet its objectives;
d) Ensuring that the performance of executive management, when appointed, is regularly assessed and monitored;
e) Setting the company's values and standards of conduct and ensuring that these are adhered to;
f) Appointing and approving the terms and conditions of the appointment of the Chief Executive Officer (CEO), when appointed, and reviewing and providing feedback on the performance of the CEO and other officers and senior management, when appointed;
g) Reviewing the performance of the board, individual directors and board committees;
h) Endorsing the terms and conditions of senior executives, when appointed;
i) Monitoring compliance with legal and regulatory obligations and ethical standards including reviewing and ratifying codes of conduct and compliance systems;
j) Approving and monitoring annual budgets and business plans, major operating and capital expenditures, capital management and material variation;

CORPORATE GOVERNANCE STATEMENT (continued)

k) Authorising expenditure approval limits for the executive officers of the company and authorising expenditure in excess of these discretionary limits;
l) Approving all mergers, acquisitions and disposals of projects and businesses;
m) Authorising the issue or re-acquisition of securities and instruments of the company;
n) Ensuring that the company conducts all its activities in an environmentally responsible and sustainable way by planning and managing all activities to ensure minimum environmental impact;
o) Determining and implementing policies and procedures to ensure that the ASX is promptly and adequately informed of all matters considered to be material, in accordance with the company's continuous disclosure obligations; and
p) Reviewing and recommending to shareholders the appointment, or if appropriate, the termination of the appointment of the external auditor.

The timetables for board and committee meetings are agreed annually to ensure that the board and individual directors dedicate sufficient and appropriate time to reviewing and overseeing company business.

All directors operate under a letter of appointment and are parties to a Deed of Access and Indemnity with the company.

Directors are appointed by the board subject to election by shareholders at the next annual general meeting with one-third of the board being subject to re-election at each subsequent annual general meeting. The chairman is elected by the board. The performance of directors is reviewed on an ongoing basis.

Recommendation 1.2: Companies should disclose the process for evaluating the performance of senior executives.

The Company does not presently employ any staff.

Recommendation 1.3: Companies should provide the information indicated in the Guide to reporting on Principle 1.

The board charter is available on the company's website at www.timpetra.com.

Principle 2: Structure the board to add value

Recommendation 2.1: A majority of the board should be independent directors.

The board considers that an independent director is one who:

- Is not a member of management;
- Is not a substantial shareholder of the company or associated with a substantial shareholder of the company;
- Within the last three years has not been employed in an executive capacity by the company or been a director after ceasing to hold any such employment;
- Within the last three years has not been a principal of a material professional advisor or a material consultant to the company;
- Is not a material supplier or customer of the company or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- Has no material contractual relationship with the company;
- Has not served on the board for a period which could, or could reasonably be perceived to, materially interfere with the directors' ability to act in the best interests of the company; and
- Is free from any business interest that could, or could reasonably be perceived to, materially interfere with the directors' ability to act in the best interest of the company.

CORPORATE GOVERNANCE STATEMENT (continued)

The independence of directors is assessed regularly. Currently the board comprises three directors, of which two are considered to be independent. Messrs Priestley, and O'Neill are considered to be independent directors. Mr Burshtein is not considered to be independent since he has an employment arrangement with a substantial shareholder.

Recommendation 2.2: The chair should be an independent director.

The board has appointed an independent chairman, Mr Martin Priestley.

Recommendation 2.3: The roles of chair and Chief Executive Officer should not be exercised by the same individual.

The Company does not presently employ a Chief Executive Officer.

Recommendation 2.4: The board should establish a Nomination Committee.

The board has not established a Remuneration and Nomination Committee given the limited size and operations of the company. The functions of a Nomination Committee are carried out by the Board. When established, the Remuneration and Nomination Committee will operate under a Charter which describes the Committee's role, responsibilities, and composition, structure and membership requirements.

The board comprises directors with an appropriate range of skills, experience and qualifications. The names and skills, experience and expertise of the directors and the tenure and independence status of each director is described in the directors' report. Directors have the right, in connection with their duties and responsibility as directors, to seek independent professional advice at the company's expense. Prior approval of the chairman is required, which will not be unreasonably withheld.
The composition of the board is determined in accordance with the company's constitution which requires that the minimum number of directors is three.

Recommendation 2.5: Companies should disclose the process for evaluating the performance of the board, its Committees and individual directors.

The Chairman reviews the performance of directors annually and discusses each director's performance.

Recommendation 2.6: Companies should provide the information indicated in the guide to reporting on Principle 2.

The charter for the Remuneration and Nomination Committees can be found on the company's website at www.timpetra.com

Detailed information on the skills, experience and expertise of each director is provided in the Annual Report.

Recommendation 2.6 Companies should provide the information indicated in the Guide to reporting on principle 2.

Directors may take independent professional advice at the expense of the company after obtaining the chairman's written agreement.

The board seeks to have a diverse mix of skills and experience which includes business, financial and resource industry backgrounds.

CORPORATE GOVERNANCE STATEMENT (continued)

Principle 3: Promote ethical and responsible decision making

Recommendation 3.1: Companies should establish a Code of Conduct and disclose the code or a summary of the code.

The board has adopted a Code of Conduct which requires that all TPR's directors, officers, employees, and contractors must perform their business in accordance with all relevant laws and regulations and in accordance with the company's policies and procedures.

The Code of Conduct requires that all directors, officers, employees and contractors are expected to avoid "conflicts of interest" with regard to the company's interests. Directors and officers are required to advise the chairman of any perceived conflict of interest. Where related party matters or conflicts of interest arise, the chairman may require the removal of the relevant director or officer from any discussion or decision made in relation to the perceived conflict of interest or related party matter.
The board is committed to ensuring a safe workplace. All operations are planned and managed to ensure that employees are working under safe conditions. Directors and employees are required to comply with all legislative requirements relating to workplace safety and to establish effective safety management practices.

Recommendation 3.2: Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity and for the board to assess annually both the objectives and progress in achieving them.

The board has adopted a Diversity Policy which requires that the company embrace and promote diversity in the workplace. TPR aims to establish a corporate culture which is conducive to the appointment of well qualified persons and which embraces employee diversity which includes: age, gender, ethnicity, physical appearance, values, and lifestyle, religion, education and family responsibilities. TPR recognises the benefits that diversity brings to maximise corporate goals.

Recommendation 3.3: Companies should disclose in each Annual Report the measurable objectives for achieving gender diversity set by the board in accordance with the diversity policy and progress towards achieving them.

As part of its wider process of increasing gender diversity, TPR is focussed on increasing the representation of women at all levels of its business. In order to realise this, the board has established measurable objectives and progress in achieving these objectives, and will consider progress on diversity in assessing executive performance. It is however noted that the company does currently have any employees and there are currently only 3 directors.

Recommendation 3.4: Companies should disclose in the Annual Report the proportion of women employees in the whole organisation, women in senior executive positions and women on the board.
The proportion of women represented at these levels in TPR currently is as follows:

Women represented on the board: 0% (2013: 0%)
Women represented in senior executive positions: 0% (2013: 0%)
Women represented in the whole organisation: 0% (2013: 0%)
Always assuming that the Company has additional Directors and employees the objectives are to appoint women to the board such that by 2017 15% of the board will be female and to have the percentage of women in senior executive positions of 40%.

Recommendation 3.5: Companies should provide the information indicated in the Guide to reporting on Principle 3.

Copies of the company's Code of Conduct and Diversity Policies are available from the company's website at www.timpetra.com.

CORPORATE GOVERNANCE STATEMENT (continued)

Principle 4: Safeguard integrity in financial reporting

Recommendation 4.1: The board should establish an Audit Committee.

Given the small size of the company and its operations, the Board has not established an Audit Committee and the functions of the Audit Committee are carried out by the full Board.

Recommendation 4.2: The audit committee should be structured so that it: consists only of non-executive directors; consists of a majority of independent directors; is chaired by an independent director who is not chair of the board; has at least three members.

See response to Recommendation 4.2 above.

Recommendation 4.3: The audit committee should have a formal charter.

The Audit Risk Committee has under a formal charter that will be invoked when the Committee is established. The board appoints independent external auditors under a letter of appointment which includes a scope and plan. Full access to the company's records, personnel and support are provided. Open communications with the auditors and management are maintained.

Recommendation 4.4: Provide the information indicated in Guide to Reporting on Principle 4.

The following material should be made publicly available on the company's website.
•Information on procedures for the selection and appointment of the external auditor, and for the rotation of external audit engagement partners.

This information is included within the charter for the Audit Risk and Compliance Committee which itself is available on the company's website at www.timpetra.com.

Principle 5: Make timely and balanced disclosure

Recommendation 5.1: Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.

TPR communicates with shareholders in accordance with the Corporations Act, 2001 and the ASX Listing Rules. All ASX announcements, media releases and other relevant material are retained on the TPR website for a minimum of three years. The board has adopted a Continuous Disclosure Policy to ensure all investors have equal and timely access to material information concerning the company, including but not limited to its financial position, performance, ownership and governance. The policy outlines procedures to ensure that directors and senior executives, when they are appointed, of the company comply with its continuous disclosure obligations.

Recommendation 5.2: Companies should provide the information indicated in Guide to reporting on Principle 5.

The company's Continuous Disclosure Policy is available on the company's website at www.timpetra.com.

CORPORATE GOVERNANCE STATEMENT (continued)

Principle 6: Respect the rights of shareholders

Recommendation 6.1: Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy.

The board has endorsed a communications strategy which is designed to promote effective communication with shareholders and encourage effective participation at general meetings. The strategy includes the publication of:

- The annual report;
- The half-yearly report;
- Quarterly activities reports;
- The annual general meeting and other meetings called to obtain approval for board action as appropriate;
- The company's website at www.timpetra.com; and
- Continuous disclosure of material information via the ASX.

The company invites shareholders to join its subscriber list on its website and emails ASX releases to subscriber recipients on the release of ASX announcements.

At the Annual General Meeting, the chairman encourages questions and comments from shareholders and seeks to ensure the meeting is managed to provide current information about the company to shareholders and to give shareholders an opportunity to participate. Shareholders can ask questions about or comment on the operations of the company and the performance of the board and management, when they are appointed. The external auditor is required to attend the AGM and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the Auditor's Report.

Recommendation 6.2: Companies should provide the information indicated in the Guide to reporting on Principle 6.

The company's Continuous Disclosure Policy is available on the company's website at www.timpetra.com.

Principle 7: Recognise and manage risk

Recommendation 7.1: Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies.

The board takes a proactive approach to management of the risks that TPR faces. The board is responsible for oversight of the processes whereby the risks, and also opportunities, are identified on a timely basis and that the company's strategies and activities are aligned with the risks and opportunities identified by the board. The risk management approach is supported by the Risk Management Policy which has been endorsed by the board.

Recommendation 7.2: The board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being managed effectively. The board should disclose that management has reported to it as to the effectiveness of the company's management of its material business risks.

The company operates within a risk management framework. This framework operates to identify, assess, mitigate and report against identified risks. In addition to the Risk Management Policy itself, the company has established a number of other policies and aimed to mitigate or manage risks including:

CORPORATE GOVERNANCE STATEMENT (continued)

- Code of Conduct;
- Health, Safety and Environment Policy;

The external auditor reports findings on relevant risk and control issues to the board after the half year review and the annual audit.

Recommendation 7.3: The board should disclose whether it has received assurance from the Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) that the declaration provided in accordance with Section 295A of the Corporations Act is founded on a system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

The Directors that are performing the functions of the Chief Executive Officer and Chief Financial Officer have provided the board with written assurances 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.

Recommendation 7.4: Companies should provide the information indicated in the Guide to reporting on Principle 7.

The company's Risk Management Policy is available on the company's website at www.timpetra.com.

Principle 8: Remunerate fairly and responsibly

Recommendation 8.1: The board should establish a remuneration committee.

The functions of the Remuneration and Nomination Committee are carried out by the Board given the small size and limited operations of the Company. The board has adopted a formal charter for the Remuneration and Nomination committee which describes its role, responsibilities, composition, structure and membership and which will be invoked when the Committee is established. .

Recommendation 8.2: The remuneration committee should be structured so that it: consists of a majority of independent directors, is chaired by an independent chair, has at least three members.
Not applicable.

Recommendation 8.3: Companies should clearly distinguish the structure of Non-Executive director's remuneration from that of Executive directors and senior executives.

The structure of Non-Executive director's remuneration is described in the Remuneration Report of this Annual Report.

Recommendation 8.4: Provide the information indicated in the Guide to reporting on Principle 8.

The company does not currently have an employee share based payments plan. All equity based remuneration for directors is approved by shareholders. There are no schemes for retirement benefits for directors, other than the superannuation guarantee contributions required by statute.

DIRECTORS' REPORT

The Directors present their report on the results of Timpetra Resources Limited for the year ended 30 June 2014.

Directors

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

Name	Current Position	Date of appointment	Date of resignation
Martin Priestley	Non-Executive Chairman	9-Oct-12	Not applicable
Douglas O'Neill	Non-Executive Director	13-May-13	Not applicable
Dimitri Burshtein	Non-Executive Director	27-Mar-14	Not applicable
Hamish Collins	Non-Executive Director	9-Oct-12	30-Mar-14

Principal Activities

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

Review and Results of Operations

Set out below is a review of significant activity for Timpetra for the year ended 30 June 2014.

The Company acquired 35,454,545 shares at a weighted average price of $0.1821 per share in Saracen Mineral Holdings Limited ("Saracen"), an ASX listed gold producing company.

Financial Review

The Company reported a profit before tax for the year ended 30 June 2014 of $8,878,971 (2013 a loss of $5,417,689) and a profit after tax of $8,216,468 (2013 a loss of $5,417,689).

Significant events after the balance date

The Company disposed of approximately 80% (28,322,027 shares) of its holding in Saracen Mineral Holdings Limited at an approximate price of $0.4752 cents per share leaving 7,132,518 shares remaining. Your board regularly reviews various courses of action regarding these remaining shares which as at this date have a market value above their cost. Other potential investments are also being reviewed.

Significant Changes in the State of Affairs

Other than the activities described in the Directors' report above there were no other significant changes in the state of affairs of the Company for the year ended 30 June 2014.

Dividends

No dividends were paid during the financial year and no recommendation is made as to payment of dividends.

Likely Developments of Operations

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

DIRECTOR’S REPORT (continued)

Non-audit Services

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

Directors’ Qualifications, Experience and special responsibilities

Martin Priestley
Chairman

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

Dimitri Burshtein
Director

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

Douglas O’Neill
Director

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

Meetings of Directors

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

Directors	Board Meetings Held While A Director	Board Meetings Attended
Martin Priestley	11	11
Hamish Collins	7	7
Douglas O'Neill	11	11
Dimitri Burshtein	4	4

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

DIRECTORS' REPORT (continued)

Shares issued as a result of the exercise of options

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

Directors' Interests and Benefits

The relevant interest of each director (during 2014) in the shares issued by Timpetra, up to the date of the Directors' report are as follows:

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

REMUNERATION REPORT (Audited)

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

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

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

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

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

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

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

Executive Directors and Senior Management

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

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

DIRECTORS' REPORT (continued)

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

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

Non-Executive Directors

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

Short term incentives

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

There were no current short-term incentives in place at 30 June 2014 (30 June 2013: nil).

Share trading and margin loans by Directors and Executives

Directors and Executives are prohibited from:

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

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

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

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

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

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

DIRECTORS' REPORT (continued)

B. DETAILS OF REMUNERATION

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

Director	Date	Director's fees or salary	Other fees	Leave accrued	Post-employment benefits (Super-annuation)	Termination Pay	Share-based payments Value of options		Value of options as proportion of Total
Non-Executive Directors		$	$	$	$		$	$	%
Martin Priestley[1] (Chairman)	2014	39,997						39,997	0%
Hamish Collins[2,3]	2014	29,997	2,500(4)					32,497	0%
Douglas O'Neill[5]	2014	39,997						39,997	0%
Dimitri Burshtein[6]	2014	11,218						11,218	0%
Total Directors	**2014**	**121,209**	**2,500**	**-**				**123,709**	**%**

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

DIRECTORS' REPORT (continued)

DETAILS OF REMUNERATION (continued)

Director's Remuneration 2013

Directors	Year	Fixed					LTI	Total	
		Director's fees or salary	Other fees (b)	Leave accrued	Post-employment benefits (Super-annuation)	Termination Pay	Share-based payments Value of options (a)		Value of options as proportion of Total
Non-Executive Directors		$	$	$	$		$	$	%
Martin Priestley[1] (Chairman)	2013	28,933						28,933	0%
Hamish Collins[2]	2013	28,196	41,463		755			70,413	0%
Douglas O'Neill[3]	2013	5,376						5,376	0%
Anthony Grey[4]	2013	21,250	66,150	-	-		2,812	90,212	3%
(Chairman)	2012	85,000	84,712	-	-		4,255	173,967	2%
Ian Holland[5]	2013	12,043		-	-	10,000	2,812	24,855	11%
	2012	40,000	11,250	-	-		4,255	55,505	8%
Stephen Turner[6]	2013	33,639	-	-	3,027		(1,025)	35,642	-3%
	2012	38,073	-	-	1,927		4,255	44,255	10%
Terence Willsteed[7]	2013	12,043	-	-	-	10,000	2,812	24,855	11%
	2012	40,000	-	-	-		4,255	44,255	10%
Executive Directors		$	$	$	$		$	$	%
Dion Cohen[8]	2013	10,000	40,385	0	5,573	155,325	2,812	214,095	1%
(Managing Director and Company Sec)	2012	190,000	-	11,539	17,100		4,255	222,894	2%
Total Directors	**2013**	**151,480**	**147,998**	**-**	**9,355**	**175,325**	**10,223**	**494,381**	**2%**

7. M Priestley appointed 9th October 2012
8. H Collins appointed 9th October 2012
9. D O'Neill appointed 13th May 2013
10. A Grey resigned 9th October 2012
11. I Holland resigned 19th October 2012
12. S Turner resigned 16th May 2013
13. T Willsteed resigned 19th October 2012
14. D Cohen resigned 9th October 2012

DIRECTORS' REPORT (continued)

KMP Options and Rights of Holdings

The number of options over ordinary shares held by each KMP of the Company during the financial year is as follows:

30 June 2013	Balance at beginning of period 1 July 2012	Granted as remuneration	Granted as founding options	Options exercised	Number of options lapsed	Vested and exercisable	Change of Status	Balance at end of period 30 June 2013
Martin Priestley	-	-	-	-	-	-	-	-
Hamish Collins	-	-	-	-	-	-	-	-
Douglas O'Neill	-	-	-	-	-	-	-	
Anthony Grey*	1,395,833	-	-	-	(250,000)	1,145,833	(1,145,833)	-
Stephen Turner	1,395,833	-	-	-	(250,000)	1,395,833	(1,395,833)	-
Terence Willsteed*	250,000	-	-	-	(250,000)	-	(250,000)	-
Ian Holland*	250,000	-	-	-	(250,000)	-	(250,000)	-
Dion Cohen*	1,395,833	-	-	-	(250,000)	1,145,833	(1,145,833)	-
Total	**4,687,499**	**-**	**-**	**-**	**(1,000,000)**	**3,687,499**	**(1,145,833)**	**-**

*At year end all directors that resigned have had their respective option holdings removed from the KMP disclosure table, by way of change of status. Note that they still hold their respective options as per the balances in the vested and exercisable column.

30 June 2012	Balance at beginning of period 1 July 2011	Granted as remuneration	Granted as founding options	Options exercised	Number of options lapsed	Vested and exercisable	Change of Status	Balance at end of period 30 June 2012
Anthony Grey	1,395,833	-	-	-	-	1,270,833	-	1,395,833
Stephen Turner	1,395,833	-	-	-	-	1,270,833	-	1,395,833
Terence Willsteed	250,000	-	-	-	-	125,000	-	250,000
Ian Holland	250,000	-	-	-	-	125,000	-	250,000
Dion Cohen	1,395,833	-	-	-	-	1,270,833	-	1,395,833
Total	**4,687,499**	**-**	**-**	**-**	**-**	**4,062,499**	**-**	**4,687,499**

No options were exercised during 30 June 2013. Refer to above table for lapsed options upon resignation of directors.

DIRECTORS' REPORT (continued)

KMP Options and Rights of Holdings (continued)

The number of ordinary shares in Timpetra held by each KMP of the Company during the financial year is as follows:

30 June 2013	Balance at beginning of year	Granted as remuneration during the year	Issued on exercise of options during the year	Issued to founding directors	Purchased by directors	Shares subscribed for	Change in Status	Balance at year end
Directors Martin Priestley	-	-	-	-	-	-	-	-
Hamish Collins	-	-	-	-	-	-	-	-
Douglas O'Neill	-	-	-	-	-	-	-	-
Anthony Grey*	1,900,000	-	-	-	-	-	(1,190,000)	-
Stephen Turner*	1,250,000	-	-	-	-	-	(1,250,000)	-
Terence Willsteed*	250,000	-	-	-	-	-	(250,000)	-
Ian Holland*	250,000	-	-	-	-	-	(250,000)	-
Total	**5,275,000**	**-**	**-**	**-**	**-**	**-**	**(5,275,000)**	**-**

* At year end all directors that resigned have had their respective shareholdings removed from the KMP disclosure table, by way of change of status. Note that they still hold their respective shareholdings as per the balances at the beginning of the year.

C. SERVICE AGREEMENTS

Mr. Martin Priestley
Chairman

The Company entered into a service agreement with Martin Priestley on 9 October 2012. Under the terms of the present contract:

- Mr. Priestley is paid a service fee, for the services provided in his current role as Director, of $40,000 per annum.
- Mr. Priestley will provide his services as director for one day per month.
- Mr. Priestley was not granted any share options during the year ended 30 June 2014.

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

DIRECTORS' REPORT (continued)

Mr. Douglas O'Neill
Director

The Company entered into a service agreement with Douglas O'Neill on 13 May 2013. Under the terms of the present contract:

- Mr. O'Neill is paid a service fee, for the services provided in his current role as Director, of $40,000 per annum.
- Mr. O'Neill will provide his services as director for one day per month.
- Mr. O'Neill was not granted any share options during the year ended 30 June 2014.

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

Mr. Dimitri Burshtein
Director

The Company entered into a service agreement with Dimitri Burshtein on 27 March 2014. Under the terms of the present contract:

- Mr. Burshtein is paid a service fee, for the services provided in his current role as Director, of
- $40,000 per annum.
- Mr. Burshtein will provide his services as director for one day per month.
- Mr. Burshtein was not granted any share options during the year ended 30 June 2014.

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

Insurance of Officers

During the financial year, a premium of $19,394 was paid to insure the directors, officers and secretary of Timpetra.

Indemnification of auditors

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

Environmental Regulations

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

Going Concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, we continue to adopt the going concern basis in preparing the accounts.

Auditor's Independence Declaration

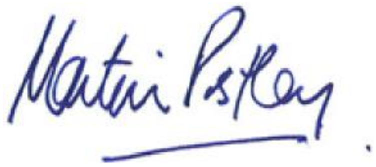
An Auditor's Independence Declaration has been received from our auditors, Ernst & Young, which immediately follows this Directors' report.

DIRECTORS' REPORT (continued)

Rounding

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

Signed in accordance with a resolution of the Directors.



Martin Priestley
Chairman
Sydney, 30th September 2014

Ernst & Young
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Sydney NSW 2000 Australia
GPO Box 2646 Sydney NSW 2001

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

In relation to our review of the financial report of Timpetra Resources Limited for the year ended 30 June 2014, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.

Ernst & Young

Scott Jarrett
Partner
Sydney

30 September 2014

STATEMENT OF COMPREHENSIVE INCOME

for the year ended 30 June 2014

	Note	30 June 2014	30 June 2013 $
Unrealised Gain on Revaluation of Shares	13	9,202,733	(1,124,174)
Other Income	3	27,782	198,550
Total Revenue(Loss)		9,230,515	(925,624)
Interest expense		(19,521)	-
Occupancy expenses		(18,458)	(32,906)
Administrative and other expenses	4	(313,565)	(877,407)
Impairment-Exploration assets		-	(3,590,950)
Share based payment expense	5	-	9,199
Profit (Loss) before tax		8,878,971	(5,417,689)
Income tax expense	6	662,503	-
Profit (Loss) after tax attributable to the members of Timpetra Resources Limited		8,216,468	(5,417,689)
Other comprehensive income		-	-
Total comprehensive profit (loss) attributable to the members of Timpetra Resources Limited		8,216,468	(5,417,689

Profit per share (cents per share)	7		
- basic profit per share		11.95	(7.88)
- diluted loss per share		11.95	(7.88)

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

STATEMENT OF FINANCIAL POSITION
at 30 June 2014

	Note	30 June 2014 $	30 June 2013 $
Assets			
Current Assets			
Cash and cash equivalents	11	218,111	2,084,903
Prepayments & Receivables	12	52,702	34,856
Investments - Listed Shares	13	14,536,363	2,875,001
Total current assets		14,807,176	4,994,760
Non-current assets			
Exploration and evaluation assets		-	-
Other non-current assets	14	-	30,000
Total Assets		14,807,176	5,024,760
Trade and other payables	15	16,667	43,600
Margin Loan	15	930,378	0
Total current liabilities		947,045	43,600
Non-current liabilities			
Deferred income tax		662,503	-
Net Assets		13,197,628	4,981,160
Shareholders' equity			
Contributed equity	16	11,497,481	11,497,481
Share base payment reserve	17	89,432	89,432
Retained earnings	18	1,610,715	(6,605,753)
Total Shareholders' Equity		13,197,628	4,981,160

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

STATEMENT OF CHANGES IN EQUITY

for the year ended 30 June 2014

	Contributed equity	Share Based Payment Reserve	Accumulated losses	Total Equity
At 1 July 2012	11,497,481	98,630	(1,188,064)	10,408,047
Comprehensive income attributable to shareholders			(5,417,689)	(5,417,689)
Total comprehensive income for the year	-	-	(5,417,689)	(5,417,689)
Equity Transactions with owners				
Share option expense		(9,199)		(9,199)
At 30 June 2013	**11,497,481**	**89,431**	**(6,605,752)**	**4,981,160**
At 1 July 2013	11,497,481	89,431	(6,605,752)	4,981,160
Comprehensive income attributable to shareholders			8,216,468	8,216,468
Total comprehensive income for the year	-	-	8,216,468	8,216,468
Equity Transactions with owners				
At 30 June 2014	**11,497,481**	**89,432**	**1,610,715**	**13,197,628**

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

STATEMENT OF CASH FLOWS
for the year ended 30 June 2014

	Note	30 June 2014 $	30 June 2013 $
Cash flows from operating activities			
Payments and advances to suppliers and employees		(370,507)	(1,054,901)
Interest received		12,782	198,550
GST received		38,705	78,056
Net cash used in operating activities		(319,020)	(778,295)
Exploration expenditure incurred		-	(13,097)
Purchase of Investments - Listed Shares		(2,458,629)	(3,999,175)
Net cash used in investing activities		(2,458,629)	(4,012,272)
Margin Loan Re SAR	13	910,857	-
Net cash from financing activities		910,857	-
Net reduction in cash held		(1,866,792)	(4,790,568)
Cash at the beginning of the financial period		2,084,903	6,875,470
Cash and cash equivalents at the end of the year		218,111	2,084,903

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

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2014

1. CORPORATE INFORMATION

This annual report covers Timpetra Resources Limited ("TPR") for the year ended 30 June 2014. The presentation and functional currency of the Company is Australian Dollars ("$").

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

2. ACCOUNTING POLICIES

Basis of preparation

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

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

Significant accounting policies

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

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

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

Any significant impact on the accounting policies of the company from the adoption of these Accounting Standards and Interpretations are disclosed in the relevant accounting policy. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the company.

NOTES TO THE FINANCIAL STATEMENTS (continued)

for the year ended 30 June 2014

ACCOUNTING POLICIES (continued)

(a) Compliance with IFRS

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

(b) Operating segments

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

The Company as a whole operates as one operating segment.

(c) Cash and cash equivalents

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

(d) Trade and other receivables

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

(e) Exploration, evaluation and development costs

Exploration and evaluation costs

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

Development costs

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

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

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

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest. Where uncertainty exists as to the future

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 June 2014

(e) Exploration, evaluation and development costs (continued)

viability of certain areas; the value of the area of interest is written off to the income statement or provided against.

(f) Financial assets – initial recognition and subsequent measurement

Initial recognition and measurement

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

Subsequent measurement

Loans and Receivables

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

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

Derecognition of financial assets

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

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

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

When continuing involvement takes the form of a written and/or purchased option (including a cash settled option or similar provision) on the transferred asset, the extent of the Company’s continuing involvement is the amount of the transferred asset that the Company may repurchase, except that in the case of a written put option (including a cash settled option or similar provision) on an asset measured at the year ended 30 June 2014.

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 June 2014

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

fair value, the extent of the Company's continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

Impairment of financial assets

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

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

Financial assets carried at amortised cost

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 June 2014

(g) Financial liabilities

Initial recognition

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

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

Subsequent measurement

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

i) At fair value through profit & loss

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

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

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

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

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

ii) Loans and borrowings

All loans and borrowings are initially recognised at the fair value of the considerations received less directly attributable transaction cost. After initial recognition loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate method amortisation process.

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 June 2014

(g) Financial liabilities (continued)

Derecognition

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

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

(h) Share-based payment transactions

Equity settled compensation:

Employees (including key management personnel) of Timpetra receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).
The cost of equity settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they were granted. The fair value is determined by using a "Fundamental Values" method.

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

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

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

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 June 2014

(h) Share-based payment transactions (continued)

If a non-vesting condition is within the control of the Company or employee, the failure to satisfy the condition is treated as a cancellation. If a non-vesting condition within the control of neither the Company nor the employee is not satisfied during the

vesting period, any expense for the award not previously recognised is recognised over the remaining vesting period, unless the award is forfeited.

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

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

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

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

(i) Trade and other payables

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

(j) Provisions

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

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

(k) Interest bearing loans and borrowings

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

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 June 2014

(k) Interest bearing loans and borrowings (continued)

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

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

(l) Contributed equity

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

Loans from related parties

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

(m) Revenue recognition

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

Interest

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

Dividends

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

(n) Income tax

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 June 2014

(n) Income tax (continued)

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

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

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

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

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

(o) Goods and services and sales tax

Revenues, expenses and assets are recognised net of the amount of Goods and Services Tax (GST) except:

- where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of the asset or as part of an item of expense; or
- for receivables and payables which are recognised inclusive of GST.

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

(p) Earnings per share

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

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

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 June 2014

(q) Fair Value

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

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

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

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

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

	Level 1	Level 2	Level 3
Financial Assets: Investments – Listed Shares	14,536,363		

The carrying amounts of Cash and cash equivalents, Prepayments & Receivables, Trade & Other payables, and Margin Loan approximate their fair value due to the relatively short period to maturity of these instruments. Investments are carried at fair value.
During the 12 months ended 30 June 2014, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into or out of Level 3 fair value measurements.

3. OTHER INCOME

	30 June 2014 $	30 June 2013 $
Interest	12,782	198,550
Other income	15,000	0
Total	27,782	198,550

4. ADMINISTRATIVE AND OTHER EXPENSES

	30 June 2014 $	30 June 2013 $
Audit fees (refer to note 9)	28,290	27,330
Consulting fees	2,700	1,313
Legal fees	10,637	94,601
Travel and accommodation	8,355	20,611
Directors Fees & Salaries	121,209	484,146
Other administrative expenses	142,374	249,396
Total	313,565	877,407

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 June 2014

5. SHARE BASED PAYMENT EXPENSE

	30 June 2014 $	30 June 2013 $
Share based payment expense	0	(9,199)

6. INCOME TAX EXPENSE

	30 June 2014 $	30 June 2013 $
Profit/(loss) from ordinary activities before income tax expense	8,878,971	(5,417,689)
Unrealised gain on investment	(9,202,733)	-
Assessable Income		13,064
Expenses not deductible for tax purposes	11,182	2,503,260
Deductible capitalised expenditure		(250,523)
Taxable Profit/(loss)	(312,580)	(3,151,888)
Income tax benefit (30%)	93,774	945,566
Recognition of Deferred tax Assets*	1,668,779	
Deferred tax asset not recognised (30%)		(945,566)
Deferred tax liability	(2,425,056)	0-
Income tax benefit/(expense) recognised the Statement of comprehensive income)	(662,503)	0
*Income tax losses from previous years $5,562,598 are now recognised		

Deferred Tax Asset

	30 June 2014	30 June 2013
Temporary Differences attributed to		
Investment in Listed Share	2,423,569	0
Timing Differences	1,487	0
Total deferred tax liabilities	2,425,056	
Set-off of deferred tax liabilities pursuant to set-off provisions	1,668,779	0
Current period loss offset against deferred tax liabilities	93,774	0
Net deferred tax liabilities	662,503	

Tax losses will be carried forward by the company indefinitely

NOTES TO THE FINANCIAL STATEMENTS (continued)

for the year ended 30 June 2014

7 EARNINGS PER SHARE

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

	30 June 2014 $	30 June 2013 $
Basic loss per share (cents per share)	11.95	(7.88)
Diluted loss per share (cents per share)	11.95	(7.88)
Net profit attributable to ordinary shareholders		

	30 June 2014 Shares	30 June 2013 Shares
Weighted average number of ordinary shares for basic earnings per share	68,750,000	68,750,000
Effect of dilution:		
Number of potential ordinary shares that are not dilutive and not used in the calculation of diluted EPS	0	3,687,499
Weighted average number of ordinary shares adjusted for the effect of dilution	68,750,000	68,750,000

8. KEY MANAGEMENT PERSONNEL

The Remuneration Report contained in the Directors' Report details the remuneration paid or payable to each member of the Company's key management personnel, being the Executive and Non-Executive directors (”KMPs”) for the year ended 30 June 2014.

Compensation paid to KMP of the Company during the year are as follows:

	30 June 2014 $	30 June 2013 $
Short-term employee benefits	123,709	474,803
Post-employment benefits	0	9,355
Other long-term benefits	-	-
Share based payment benefits (a)	0	10,223
Total	123,709	494,381

a) The share-based payments comprise of options issued to the founding directors and options issued as part of the Employee Share Incentive Scheme over ordinary shares in the Company and have been valued based using a Fundamental analysis method.

9 AUDITORS' REMUNERATION

		30 June 2014 $	30 June 2013 $
Remuneration of the auditor of the company for:			
- auditing or reviewing the financial report		28,290	27,330
	Total	28,290	27,330

10 DIVIDENDS

No dividends were declared or paid during the year ended 30 June 2014 (2013: nil).

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 June 2014

11 CASH AND CASH EQUIVALENTS

	30 June 2014 $	30 June 2013 $
Cash at bank and in hand (a)	218,111	2,084,903
Total	218,111	2,084,903

(a) The effective interest rate on short-term bank deposits was 2.4% (2012: 3.2%).

12 PREPAYMENTS & RECEIVABLES

	30 June 2014 $	30 June 2013 $
Security deposits and Guarantees	31,411	-
GST Receivable	6,783	13,979
Prepaid insurance	14,508	15,954
Pre-paid other	-	4,923
Total	52,702	34,856

13 INVESTMENTS – LISTED SHARES

	30 June 2014 $	30 June 2013 $
Quoted Equity Securities in Saracen Minerals Ltd	14,536,363	2,875,001
Reconciliation		
Acquisition cost	3,999,175	3,999,175
Additions	2,458,629	-
Revaluation (decrements)	8,078,559	(1,124,174)
Closing Fair Value	14,536,363	2,875,001

14 OTHER NON-CURRENT ASSETS

	30 June 2014 $	30 June 2013 $
Restricted cash (a)	-	30,000
Total	=	30,000

Two rehabilitation bonds were deposited with ANZ for the two exploration licenses (EL 4552 and EL 4742) payable to the principal, the Minister of Energy and Resources. The rehabilitation bonds were accounted for as restricted cash. These bonds were released in the current financial year.

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 June 2014

15 CURRENT LIABILITIES

	30 June 2014	30 June 2013
Trade and sundry creditors	0	10,995
Accruals Margin Loan	16,667 930,378	32,605
Total	947,045	43,600

A secured margin loan was taken on for the purpose of acquiring additional shares in SAR at the time of a rights issue ,at an interest rate of 6.6% with interest accrued.

16 CONTRIBUTED EQUITY

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

	30 June 2014 $	30 June 2013 $
Movement in ordinary shares on issue		
Opening balance	11,497,481	11,497,481
Closing balance	11,497,481	11,497,481
	Shares	Shares
Opening balance (a)	68,750,000	68,750,000
Closing balance	68,750,000	68,750,000

Ordinary shares

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

Capital Management

When managing capital, management's objective is to ensure that the entity continues as a going concern as well as to maintain a capital structure that will ensure the lowest cost of capital available to the Company so as to maintain optimal returns to shareholders.

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

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

There are no externally imposed capital requirements.

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 June 2014

17 SHARE-BASED PAYMENT RESERVE

	30 June 2014 $	30 June 2013 $
Opening balance	89,432	98,630
Share-based payment expense	0	(9,198)
Closing balance	89,432	89,432

The amounts expensed previously in respect of the Share-based payment reserve were reversed during 2013 in respect of both founder options and employee share option schemes that have lapsed during the period.

18 RETAINED EARNINGS

	30 June 2014 $	30 June 2013 $
Opening balance	(6,605,753)	(1,188,064)
After tax profit attributable to the equity holders of the parent during the year	8,216,468	(5,417,689)
Closing balance	1,610,715	(6,605,753}

19 OPERATING SEGMENTS

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

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

20 CAPITAL COMMITMENTS

Minimum annual expenditure required by the Department of Primary Industries on exploration leases acquired by Gold Fields are:

Financial assets	30 June 2014 $	30 June 2013 $
Not later than one year	-	204,667
	-	-
Total	-	204,667

The Company has no expenditure commitments as at 30 June 2014.

21 CONTINGENT ASSETS AND LIABILITIES

There were no contingent assets and liabilities outstanding at 30 June 2014 (30 June 2013: nil).

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 June 2014

22 EVENTS AFTER THE END OF REPORTING PERIOD

The Company sold 28,322,027 of its 35,454,545 shares of Saracen at a weighted average price of 47.52c in July 2014, resulting in a realized gain of $8,301,186.

On 23 September 2014 the Company announced that it had acquired 667,600 of its own shares at a cost of $96,197. These shares have subsequently been cancelled.

No other matter or circumstance has arisen since 30 June 2014 that has significantly affected, or may significantly affect the entity's operations, the results of operations, or the entity's state of affairs in future financial years.

23 RELATED PARTY TRANSACTIONS

Loans to directors and director-related entities:

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

Loans from directors and director-related entities:

No loans were made from directors during the financial year ended 30 June 2014 (no loans made during 2013).

Transactions with related parties

The company made a payment in Feb 2014 of $2,500 for consulting, to Helija Pty Ltd of which the non-executive director Hamish Collins, is a principal.

24 FINANCIAL RISK MANAGEMENT

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

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

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

Specific Financial Risk Exposures and Management

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

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 June 2014

Financial Risk Management (continued)

Credit risk

Credit risk arises from the financial assets of the Company, which comprise cash and cash equivalents (note 11).

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

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

Cash and investments

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

Other receivables

Other balances within trade and other receivables do not contain impaired assets and are not past due. It is expected that these other balances will be received when due.

The following table sets out the financial assets that are exposed to credit risk:

Financial Assets	30 June 2014 $	30 June 2013 $
Cash and cash equivalents	218,111	2,084,903
Receivables	22,702	13,979
Restricted cash	30,000	30,000
Total	270,813	2,128,882

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

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

The table below summarises the maturity profile of the Company's contractual cash flow financial liabilities at 30 June 2014 based on contractual undiscounted repayment obligations. Repayments which are subject to notice are treated as if notice were to be given immediately.

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 June 2014

Financial Risk Management (continued)

Liabilities	Less than 3 Months $	3-12 Months $	1 to 5 Years $	Over 5 Years $	Total $
As at 30 June 2014- Trade and Other Payables	16,667	-	-	-	16,667
Margin Loan re SAR*	930,378				930,378
Total Liabilities	**947,045**	**-**	**-**	**-**	**947,045**

- The margin loan has no defined repayment date.

Liabilities	Less than 3 Months $	3-12 Months $	1 to 5 Years $	Over 5 Years $	Total $
As at 30 June 2013- Trade and Other Payables	43,600	-	-	-	43,600
Total Liabilities	**43,600**				**43,600**

<u>Interest rate risk</u>

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

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

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

30 June 2013	Variable interest $	Fixed interest $
Financial Assets		
Cash and cash equivalents	2,084,903	-
Net Financial Assets (Liabilities)	2,084,903	-

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 June 2014

Financial Risk Management (continued)

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

Pre-tax profit higher/(lower)	30 June 2014 $	30 June 2013 $
Interest rates + 1%	(7,123)	20,849
Interest rates – 1%	7,123	(20,849)

Equity Price Risk

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

At the reporting date, the exposure to listed equity securities (being the investment in SAR) at fair value was $14,536,363. A decrease or increase of 10% on the ASE market index would have an impact on the income or loss attributable to the Company, as an unrealized gain or loss on the revaluation of the listed security.

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

Amounts Before Tax	Effect on Profit $	Effect on Equity $
ASE + 10%	1,453,636	1,453,636
ASE - 10%	(1,453,636)	(1,453,636)

DIRECTORS' DECLARATION

In the opinion of the directors:

a) the financial statements and notes of Timpetra Resources Limited are in accordance with the Corporations Act 2001, including:

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

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

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

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

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

On behalf of the Board

Martin Priestley
Chairman

30th September 2014

ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES

Additional information required by the Australian Securities Exchange Ltd and not shown elsewhere in this report is as follows. The information reflects the shareholdings at 19 September 2014.

Substantial Shareholders

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

Shareholder	Number of shares	% Holding
Iron Mountain Pty Ltd	15,699,295	22.84
PMF Investments Pty Ltd	13,733,120	19.98
Jetosea Pty Ltd	6,230,776	9.06

(a) Distribution of shares

Spread of Holding	Number of Holders	No. of Units	% of Issued Capital
1-1,000	40	2,782	0.004
1,001-5,000	7	26,648	0.039
5,001-10,000	16	150,493	0.219
10,001-100,000	192	9,344,518	13.592
100,001-Max	57	59,225,559	86.146
Total	**310**	**68,750,000**	**100.000**

(b) Less than Marketable Parcels

Less Than Marketable Parcel	Number of Holders	Number of Units	% of Issued Capital
1-3,571	43	10,780	0.016%
3,572-Over	267	68,739,220	99.981%
Total	**310**	**68,750,000**	**100.000%**

(c) Twenty largest shareholders

The names of the twenty largest shareholders as at 19 September 2014 are:

Rank	Name	Units	% of Units
1	IRON MOUNTAIN PTY LIMITED	15,699,295	22.84
2	PHF INVESTMENTS PTY LTD <THE PHF ACCOUNT>	13,733,120	19.98
3	JETOSEA PTY LTD	6,230,776	9.06
4	TELUNAPA PTY LTD <TELUNAPA CAPITAL A/C>	2,450,000	3.56
5	BLAMNCO TRADING PTY LTD	2,095,000	3.05
6	MR LUKE DONOVAN	1,746,298	2.54
7	MR DION MARK COHEN + MRS TANIA COHEN	1,500,000	2.18
8	ONE MANAGED INVESTMENT FUNDS LIMITED ACF SANDON CAPITAL INVESTMENTS LIMITED	1,302,922	1.90
9	GRENFELL FM PTY LTD <PRIESTLEY FAMILY SUPER A/C>	1,000,000	1.45
10	PARSLEY HAY PTY LIMITED <PRIESTLEY FAMILY A/C>	1,000,000	1.45
11	BEAGLEMOAT NOMINEES PTY LIMITED	997,750	1.45
12	MR SCOTT ALLEN STILL + MRS LAUREN GAY STILL	878,000	1.28
13	CLAUDANNA PTY LTD <GLENGARRY SUPER FUND A/C>	853,000	1.24
14	STAR QUALITY PRODUCTIONS PTY LIMITED	570,116	0.83
15	NATIONAL NOMINEES LIMITED	500,745	0.73
16	MR ROSS ALEXANDER ADAMS + MRS DIANA ADAMS	500,000	0.73
17	COOKIETOWN PTY LTD	500,000	0.73
18	DAILY ORDER PTY LTD	500,000	0.73
19	STONEGLINT PTY LTD	500,000	0.73
20	TECHNICA PTY LTD	479,000	0.70

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

(d) Voting rights

All shares carry one vote per unit without restriction.

Building a better working world

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

Report on the financial report

We have audited the accompanying financial report of Timpetra Resources Limited, which comprises the statement of financial position as at 30 June 2014, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Directors' responsibility for the financial report

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

Auditor's responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

Independence

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

Opinion

In our opinion:

a. The financial report of Timpetra Resources Limited is in accordance with the *Corporations Act 2001*, including:

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

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

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

Report on the remuneration report

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

Opinion

In our opinion, the Remuneration Report of Timpetra Resources Limited for the year ended 30 June 2014 complies with section 300A of the *Corporations Act 2001*.

Ernst & Young

Scott Jarrett
Partner
Sydney
30 September 2014