



27 September 2013

Company Announcements Platform  
Australian Stock Exchange  
10<sup>th</sup> Floor, 20 Bond Street  
Sydney  
NSW 2000

## FeOre Limited Annual Financial Report

The Directors of FeOre Limited (ASX: FEO) are pleased to submit the annual financial report of the consolidated entity for the financial period from 1 July 2012 to 30 June 2013

For and on behalf of FeOre Limited

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Tim Sun  
Chairman & Non-executive Director



## **FeOre Limited**

ARBN 152 971 821

(an exempted company incorporated in Bermuda Registration Number 45631)

## **Annual Financial Report**

For the Period Ended 30 June 2013

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## FORWARD LOOKING STATEMENT

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This report contains certain forward looking statements which by nature, contain risk and uncertainty because they relate to future events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results or developments to differ materially from those expressed or implied by these forward looking statements.

Certain statements made herein, including statements relating to matters that are not historical facts and statements of FeOre's beliefs, intentions and expectations about developments, results and events which will or may occur in the future, constitute "forward-looking information" within the meaning of applicable legislation and "forward-looking statements" within the meaning of applicable provisions. Forward-looking information and statements relate to future events or future performance, reflect current expectations or beliefs regarding future events and are typically identified by words such as "anticipate," "could," "should," "expect," "seek," "may," "intend," "likely," "plan," "estimate," "will," "believe" and similar expressions suggesting future outcomes or statements regarding an outlook.

Forward-looking statements and information are made based upon certain assumptions and other important factors that, if untrue, could cause the actual results, performances or achievements of the Company to be materially different from future results, performances or achievements expressed or implied by such statements or information. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate, including the price of iron ore, anticipated costs and ability to achieve goals, as well as the timing of the completion of any fund-raising activities. Certain important factors that could cause actual results, performances or achievements to differ materially from those in the forward-looking statements and information include, among others, iron ore price volatility, discrepancies between actual and estimated production, mineral reserves and resources, mining operational and development risks, litigation risks, regulatory restrictions (including environmental regulatory restrictions and liability), activities by governmental authorities, currency fluctuations, the speculative nature of iron ore exploration, the global economic climate, dilution, share price volatility, competition, loss of key employees, funding requirements and defective title to mineral claims or property. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements and information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended.

All such forward-looking information and statements are based on certain assumptions and analysis made by FeOre's management in light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believes are appropriate in the circumstances. These statements, however, are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information or statements. Such factors include, among other things, the political risks associated with FeOre's principal operations in Mongolia; the impact of changes in, changes in interpretation to or changes in enforcement of, laws, regulations and government practices in the jurisdictions in which FeOre operates; and changes in the attitudes of the Mongolian government.

Important factors that could cause actual results to differ from these forward-looking statements include those described under the Directors' Report section included in FeOre's Annual Financial Report. These risk factors may be generally stated as the risk that the assumptions and estimates expressed above do not occur, including the assumption in many forward-looking information or statements that other such information or statements will be correct. The reader is cautioned not to place undue reliance on forward-looking information or statements. All forward-looking information and statements herein are made as of the date hereof. FeOre does not intend or undertake to update or revise forward-looking statements or information, whether written or oral or whether as a result of new information, future events or otherwise, that may be made by FeOre or on its behalf, except as required by law.



## CORPORATE INFORMATION

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ARBN 152 971 821

### Directors

Tim Sun, (Chairman)  
Christina (Jun) Mu  
Steven Hodgson

### Company Secretary

Dion Cohen

### Registered Office

Clarendon House  
2 Church Street  
Hamilton HM 11, Bermuda

### Head Office

62/F, The Center  
99 Queen's Road Central  
Hong Kong  
Tel: +852 3960 6518

### Share Registry

Computershare Investor Services Pty Limited  
Level 4, 60 Carrington Street  
Sydney NSW 2000  
Australia  
Tel: +61 2 8234 5000

### Stock Exchange Listing

Australian Securities Exchange (ASX)

### Principal Banker

DBS Bank (Hong Kong) Limited  
11th Floor, South East Wing,  
Somerset House, Taikoo Place,  
979 King's Road,  
Hong Kong

### Auditors

Ernst & Young  
680 George Street  
Sydney NSW 2000  
Australia

### Mongolia Legal Counsel

Mongol-Advocate Law Firm  
Mongolia

### Technical Advisor

RungePincockMinarco  
Level 13, 68 Yee Wo Street,  
Causeway Bay  
Hong Kong

## DIRECTORS' REPORT

The Directors submit their report on the consolidated entity (hereinafter referred to as the "Group") for the financial period from 1 July 2012 to 30 June 2013.

### DIRECTORS

The names and details of the Company's Directors in office during the period and until the date of this report are as follows. Directors were in office for this entire period unless otherwise stated.

Names	Position	Appointed	Resigned
Dr. Tim Sun	Chairman & Non-executive Director	20 September 2011	
Ms. Christina (Jun) Mu	Non-executive Director	5 August 2011	
Mr. Bruce Higgins	Non-executive Director	5 August 2011	5 August 2013
Mr. Quintus Roux	Non-executive Director	5 August 2011	31 October 2012
Steven Hodgson	Non-executive Director	5 August 2013	

#### Tim Sun – Chairman & Non-executive Director

Dr. Sun holds a Ph.D in Mining Engineering from the Faculty of Mining from Queen's University of Canada. Dr. Sun has extensive experience in mining explorations, developments, and operations in Canada, Mongolia, Democratic Republic of Congo and the PRC for more than 25 years, being one of the most active and experienced investors in the joint venture mining industry over the PRC. He had served in Ivanhoe Mines Limited as Chief Representative for two years and has also been in charge of and participated in the PRC's first Sino-foreign joint venture gold mine, the Dayin'gezhuang gold mine in the Shandong Province, Griffin Mining Ltd's Caijiaying lead-zinc mine and the Oyu Tolgoi copper and gold deposit in Mongolia.

Dr. Sun was previously a director of ASX listed Norton Gold Fields Limited (March 2010 – May 2011) and is currently a director of Minco Silver Corporation (since July 2011) (TSX listed).

#### Christina (Jun) Mu – Non-executive Director

Ms. Mu has diverse experience in financial services and listed companies both as entrepreneur and business leader. Ms. Mu is a former Managing Director of Ortus Capital Management Limited, an investment management fund. Ms. Mu has also served as Vice President of the Royal Bank of Scotland, Vice President for Goldman Sachs and also as Risk Management Advisor for UBS Warburg. Ms. Mu has also served as an engineer for the Westinghouse Nuclear Power Plant Control Division.

Ms. Mu was previously a director of a US listed company, Pantheon China Acquisition Corporation (April 2006 – June 2009).

#### Bruce Higgins – Non-executive Director

Mr. Higgins has over 25 years' experience in large international project management leadership in the Asia-Pacific region and is an experienced chairman and non-executive director and former chief executive of both private and listed companies within Australia and internationally in diverse companies ranging from engineering, manufacturing and professional services to larger contracting businesses. Mr. Higgins has a Bachelor Degree in Engineering, Master Degree in Business Administration where he studied competitive advantage with Harvard University and is a Fellow of the Australian Institute of Company Directors (AICD) and Chartered Professional Engineer.

Mr. Higgins is currently the Chairman and non-executive director of Legend Corporation Limited (since October 2007), Chairman and non-executive director Q Technology Group Limited (since December 2010),

## DIRECTORS' REPORT

Chairman and non-executive director Hub24 Limited (since October 2012) and former Director of Global Health Limited (January 2010 – November 2010).

### Quintus Roux – Non-executive Director

Mr. Roux has over 30 years mining experience, including Vice President at BHP Billiton Manganese during which he held leadership roles in the strategy, business and projects development and operations management. He held a variety of management positions in collieries, mines and technology and was responsible for international compliance with various mining codes. Mr. Roux has also served on the boards of various BHP Billiton related companies.

Mr. Roux held no directorships in other listed entities other than FeOre during the three years prior to the current year. Mr. Roux retired as a Director of the Company on 31 October 2012 at the Company's first annual general meeting.

### Steven Hodgson – Non-executive Director

Mr. Hodgson has 20 years of extensive experience in the mining industry, the last 8 years as mining consultant working for clients across the globe in multiple commodities. Mr. Hodgson is experienced in data management, exploration, resource estimation, feasibility study and legal compliance adhering to international mining codes. Mr. Hodgson holds a Bachelor of Applied Science degree in Geology from Curtin University in Western Australia, and a Graduate Diploma in Information Systems from Curtin University Business School. He is a member of the Australian Institute of Geoscientists and Australasian Institute of Mining and Metallurgy.

Mr. Hodgson held no directorships in other listed entities other than FeOre during the three years prior to the current year.

## DIRECTORS' REMUNERATION

Due to the nature of the Company's operations which consists of minerals exploration and evaluation, the remuneration of Directors and executives, at present, is paid as per the agreement entered into between the Company and the Director / executive and is currently not directly related to financial results.

The actual remuneration of the Directors during the period under review is as follows:

Name	Annual Remuneration Received in 2013	Annual Remuneration Received in 2012
Dr. Tim Sun	US\$80,000	US\$80,000
Mr. Bruce Higgins	A\$ 80,000	A\$ 80,000
Ms. Christina (Jun) Mu	US\$80,000	US\$80,000
Mr. Quintus Roux	US\$27,000	US\$80,000

## INTERESTS IN THE SHARES AND OPTIONS OF THE COMPANY AND RELATED BODIES CORPORATE

As at the date of this report, the interests of current Directors (or Directors during the period under review) in the shares and options of the Company were:

Names	Number of ordinary shares	Number of options over ordinary shares
Dr. Tim Sun	—	2,272,163 <sup>(Note 2)</sup>
Mr. Bruce Higgins	708,001 <sup>(Note 1)</sup>	—
Ms. Christina (Jun) Mu	—	2,272,163 <sup>(Note 3)</sup>
Mr. Quintus Roux	—	3,408,245 <sup>(Note 4)</sup>

## DIRECTORS' REPORT

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### Notes:

1. 708,000 shares were held by Bruce Eric George Higgins and Ruth Janine Higgins ATF the Higgins Family Superannuation Fund
2. Those options were held through China Fortune Capital Holdings Limited, Mr. Tim Sun's nominated entity
3. Those options were held through Crosia Limited, Ms. Christina (Jun) Mu's nominated entity
4. Those options were held through Firstrate Vantage Limited, Mr. Quintus Roux's nominated entity

## INFORMATION ON SENIOR MANAGEMENT AND COMPANY SECRETARY

### George Wang – Chief Executive Officer

Mr. Wang has over 30 years' experience as a mining executive, both within China and internationally with leading mining companies. Mr. Wang is the former Deputy Chief Engineer of Western Mining Co Ltd., China where he was responsible for the Suangli iron mine, Xitieshan lead-zinc mine; Saishitang copper mine; Yulong copper mine; Gachun lead-zinc-silver mine; Xiasai silver mine; Huidong lead-zinc mine and Huogeqi copper mine. Mr. Wang has also served in the roles of Senior Researcher and Geological Engineer; Deputy Chief of the Kyrgyz Republic Mineral Resource Project, Deputy general manager, Development and Planning Department of Western Mining Co. Ltd. Previously he was Senior Geological Engineer & Chief Designer at the Lanzhou Engineering and Research Institute.

### Erdene-Undrakh Luuvaanchig – Head of Finance Department of Taisheng Development LLC

Mr. Luuvaanchig joined Taisheng Development LLC as Head of Finance Department in 2007. Prior to 2007, Mr. Luuvaanchig has held managerial positions with several Mongolia companies. Mr. Luuvaanchig was educated in Mongolia, graduated with a bachelor degree in Accounting and Financial Management.

### Oyunbold Boldbaatar – Deputy Manager of General Affairs Department of Taisheng Development LLC

Mr. Boldbaatar is an experienced project coordinator with over 6 years' of experience in business operations, especially in the mining sector in Mongolia. Mr. Boldbaatar is formerly an assistant to infrastructure project manager for a Mongolian company. Mr. Boldbaatar was educated in Mongolia and is fluent in Mongolian, English and Chinese.

### Dion Cohen – Company Secretary

After qualifying as a Chartered Accountant in 1995, Mr. Cohen was involved in corporate finance and private equity. His experience ranges from mergers and acquisition structuring, to capital raisings and management of mining companies in private equity ownership. Mr. Cohen held the position of Chief Financial Officer of International Ferro Metals Limited, a company listed on the Main Board of the London Stock Exchange and has held board positions in both listed and unlisted companies. Mr. Cohen was a director of Timpetra Resources Limited and is currently the CFO of South American Ferro Metals Limited.

## DIVIDEND

No dividends were paid or declared for future payment during the financial period.

## PRINCIPAL ACTIVITIES AND SIGNIFICANT CHANGES IN NATURE OF ACTIVITIES

The Company principally engages in the exploration and development of mineral resources in Mongolia. The Company currently owns 80% of the Ereeny Iron Ore Project and the Dartsagt Iron Ore Project, located in Mongolia.

There have been no significant changes in the nature of the Group's principal activities during the period.

## DIRECTORS' REPORT

### OPERATING AND FINANCIAL REVIEW

#### Review of Financial Performance

The Group has reported a net loss of US\$3.9 million for the year ended 30 June 2013 compared to a net loss of US\$3.3 million for the period from 1 August 2011 to 30 June 2012. Basic and diluted loss per share for the year ended 30 June 2013 was US\$0.73 cents per share (F2012: US\$0.77 cents per share).

The Group incurred costs of US\$2.3 million for administration (2012: US\$1.1 million) and US\$2.3 million (2012: US\$0.4 million) relating exchange loss during the year.

Net cash utilized in operations during the year amounted to US\$1.0 million (2012: US\$0.8 million).

The net cash utilized in investing activities amounted to US\$1.7 million (2012: US\$42.0 million), broken down as follows:

- US\$0.8 million (2012: US\$1.8 million) on development expenditure on both the Ereeny and Dartsagt projects. This comprised water borehole development, power transmission construction and general design and engineering studies related to both the ore process and mine infrastructure development.
- US\$0.9 million (2012: US\$0.2 million) for purchase of fixed assets.

Cash on hand was US\$22.1 million as at 30 June 2013 (at 30 June 2012: US\$27.4 million).

#### Review of Operations

During the fiscal year 2013, the Company made considerable progress with both the Ereeny and the Dartsagt projects.

##### 1. Ereeny Project

#### Updated Resource Estimate

On 14 Feb 2013, following a review of additional exploration work since the maiden report, it was announced that the Ereeny Iron Project JORC resource had been updated as follows:

##### Statement of TFe Mineral Resources as for Ereeny Iron Project, as at January, 2013, reported at 15% TFe

JORC classification	Tonnes	TFe (%)	Contained Fe metal (Tonnes)
Indicated	66,125,000	36.8	24,308,000
Inferred	58,040,000	35.3	20,477,000
<b>Total</b>	<b>124,166,000</b>	<b>36.1</b>	<b>44,785,000</b>

##### Statement of mFe Mineral Resources as for Ereeny Iron Project, as at January, 2013, reported at 15% TFe

JORC classification	Tonnes	mFe (%)	Contained Fe metal (Tonnes)
Indicated	62,735,000	27.8	17,413,000
Inferred	61,431,000	25.8	15,876,000
<b>Total</b>	<b>124,166,000</b>	<b>26.8</b>	<b>33,288,000</b>

Notes:

Note 1: The mFe is contained within the TFe resource and is not additional to it.

Note 2: All Mineral Resources figures reported represent estimates at 31st January, 2013. Competent Persons Statements are provided at the end of this report.

Note 3: Mineral Resources are reported in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2004 (The Joint Ore Reserves Committee Code – JORC).

Note 4: Rounding, conforming to the JORC Code, may cause some computational discrepancies.



### Processing Design and Mine Plan Design

Changsha Research Institute of Mining and Metallurgy Co. Ltd (**Changsha Institute**) conducted processing facilities studies for samples taken from the 2011 drilling program. The resulting optimized processing design achieves a concentrate grade of 65.2% for primary ore with a TFe recovery of 89.89%, and a concentrate grade of 63.4% for mixed ore with a TFe recovery of 70.58%. Processing test work involving tower mills performed by Nippon Eirich Co. Ltd, along with other processing test work in progress, is expected to provide data for further optimization of the processing design previously conducted.

In accordance with Mongolian standards, the Company has engaged a Mongolian design institute for mine construction designs, having consulted the initial technical design performed by MCC Capital Engineering & Research Incorporation Qinhuangdao Co. Ltd (**MCC**). A Mongolian design institute completed the high-voltage electricity connection between the power station at Choir and the project location. First procurement of the power grids has been shipped to the field, and further preparation for ground installation is in progress. Other mine construction designs, including the construction of living quarter, offices and other ancillary facilities are being developed by qualified Mongolian design institutes while considering the technical designs by MCC.

### Regulatory Approvals

Mongolian-standard feasibility study (**FS**) was updated due to changes in the processing design and the mine plan design, and the updated Mongolian-standard FS was approved by Mineral Resources Authority of Mongolia (**MRAM**). The Ministry of Environment issued a general Environmental Impact Assessment (**EIA**) report based on the approved Mongolian-standard FS, and the Company expanded the scope and submitted a detailed EIA report for approval. In accordance with Mongolian regulations, a field survey in cooperation with Archeological Institution of Mongolia, one of the two official institutions permitted by the Mongolian government to perform the investigation, to clear all possible ancient tombs and cultural findings from mine sites was completed. Furthermore, Soil Trade Company completed the geotechnical investigation to facilitate groundwork designs for proposed structures, and the report was approved by corresponding state authority. The Mongolian design institute that the Company engaged has started preparing the mine design drawings that will be submitted to corresponding authorities for approval.

### 2. Dartsagt Project

The Company obtained the mining licence\* for the project in September 2012, and subsequently engaged a Mongolian design institute to prepare a Mongolian-standard feasibility study (**FS**). The Mongolian institute has completed a draft for the Mongolian-standard FS, and the draft is being sent to management and experts for comments first before being submitted for approval to Mineral Resources Authority of Mongolia (**MRAM**). Official approval for the Mongolian-standard FS is required for further development.

Meanwhile, the Company has engaged RungePincockMinarco in September 2013 to prepare a maiden report for the JORC resource estimation of the Dartsagt project.

### Risk Management

#### 1. Political Environment in Mongolia

There have been changes in the regulatory regime in Mongolia over the past year affecting foreign enterprises operating in the strategic sectors in Mongolia. After the parliament and the local election last year in Mongolia, Mr. Tsakhiagiin Elbergdorj was re-elected as president of Mongolia in June 2013. Latest news suggests that the Mongolia government is in the process of taking measures to retain foreign investments.

The Company will continue to actively monitor any risk relating to Mongolia's political climate. We also recommend investors to follow Mongolian news channels or official government releases for timely updates on policy changes.

\* Please refer to Section 7 - 3.1.6 of the FeOre Prospectus 2011 for details on Mining Licences in Mongolia

## DIRECTORS' REPORT

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### 2. Price Volatility

In addition to the off-take arrangement with China Railway Mongolia Investments Limited, the Company has been actively looking to seek new customers to achieve the best selling price for its future products. The metallurgy study report has also provided the Company with an optimum processing design plan to improve the quality of its products. The Company aims to maintain its competitiveness through the diligent project planning and management of its future production cost.

### 3. Resources

The Company aims to diversify its resource base and to enhance its existing resources. Additional in-fill drilling focusing on the existing ore body as well as exploration on the remaining licensed areas of the Ereeny Project has been planned to increase the confidence level of the resources and to identify additional deposits. The Company assessed other potential assets in line with its aim to reduce its reliance and exposure to a single type of commodity.

### 4. Current and Future Capital Requirement

As part of the current arrangements with the convertible bondholders (**Bondholders**), the Bondholders have the right to require the Company to repay the convertible bonds on 24 months or 30 months after 6 December 2011 or upon the occurrence of a "Relevant Event" as described in Note 13 of the financial report. The Directors conclude that in the event that a "Relevant Event" occurs which would trigger cash settlement, the Company will be able to pay its debts as and when they fall due as the Company is currently evaluating other sources of debt or equity financing in the event of an early redemption. The Directors also concluded that it is unlikely that the Bond Holders will elect to redeem the convertible bonds on 6 December 2013.

Additional project financing is required for the development of the projects. Management has undertaken significant efforts to explore various project financing sources. The Board and management are promptly assessing and seeking possible risk reduction solutions as part of the fundraising plan. The project development schedule has been delayed and the timing to production will depend on the success of the fundraising plan. Despite the challenging market environment, the Board and management are working diligently with banks, introduction brokers and other interested investment parties with the goal of obtaining financing in either debt or equity or both. Discussions have been held with various interested parties in the development of the Company's projects. The Company will continue to evaluate potential financial solutions to maximize return for shareholders.

### 5. Corporate Structure

The main business activities for the Mongolian Iron Project developments are based in Ulaanbaatar at the offices of Taisheng Development, Mongolian FeOre subsidiary. The management team consists of mostly local experts, complimented by several Chinese engineers and geologists acting as consultants to the Company. The Company acknowledges and complies with the Mongolian regulation requirement with regards to the recruitment from local workforce.

### 6. Other Risks

In addition to the risk factors identified above, the Board is aware that there may be additional risk factors associated with the business, including but not limited to corporate governance risk, legal and legislation, staffing, development costs, project related risks and others. The Company views risk management as an essential factor in its goal of maximizing shareholder's value and continues to actively identify risks and implement risk management measures. The Board regularly reviews its risk profile and is responsible for implementing risk management strategy and policies, internal compliance and internal control.

## SIGNIFICANT CHANGES IN STATE OF AFFAIRS

Other than the activities described in this report, there were no other significant changes in the state of

## DIRECTORS' REPORT

affairs of the Company for the period ended 30 June 2013.

### SIGNIFICANT EVENTS AFTER THE BALANCE DATE

No matters or circumstances have been arisen since the end of the financial period which significantly affected or may significantly affect the operations of the Group, the results of the operations, or the state of affairs of the Group in future financial years.

### FUTURE DEVELOPMENTS, PROSPECTS AND BUSINESS STRATEGIES

The Company continues to focus on the development of its iron projects in conducting further exploration work and bringing them into production.

At the same time, the Company intends to grow its portfolio of assets and to widen its exposure to include other types of mineral resources in Mongolia or elsewhere as the Company acknowledges the need to diversify its asset base and to make timely responses to changes in the market environment in order to deliver maximum return to its shareholders.

### ENVIRONMENTAL ISSUES

The Company acknowledges the importance of environmental protection. The management continuously monitors the Company's operations to ensure that it complies with all applicable environmental requirements, and takes actions to prevent and correct problems if needed.

The Company has completed a detailed EIA report and has submitted to the relevant authority for approval, as described in the Review of Operations section of this report.

### 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.

### MEETINGS OF DIRECTORS

During the financial period, 6 meetings of Directors (including committees of Directors) were held. Attendances by each director during the period were as follows:

	Directors' Meetings Number eligible to attend	Number attended
Dr. Tim Sun	6	6
Mr. Bruce Higgins*	6	6
Ms. Christina (Jun) Mu	6	6
Mr. Quintus Roux*	3	3

\* The information represents the number of meetings eligible to be attended and the number of meetings attended by the retiring or resigning director.

The Company has arranged insurance cover to each of its Directors and the Chief Executive Officer which provide an indemnity for specified liabilities, costs or expenses including legal fees which they may become liable for while an officer of the Company or the Group.

The Company has paid premiums to insure each of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct while acting in the capacity of Director or officer of the Company, other than conduct involving a willful breach of duty in relation to the Company.



## **DIRECTORS' REPORT**

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### **SHARE OPTIONS**

As at the date of this report, there were 8,152,571 options to acquire ordinary shares in the Company in issue.

Other than as set out above, there have been no unissued shares or interests under option in the Company or a controlled entity during and since the reporting date.

During the period, employees, consultants and executives have not exercised any options to acquire any fully paid ordinary shares in the Company.

### **AUDITOR'S INDEPENDENCE DECLARATION**

The auditor's independence declaration for the period ended 30 June 2013 has been received and can be found on page 49 of the annual financial report.

### **ROUNDING**

The Company has applied the relief available to it in ASIC Class Order 98/100 and accordingly certain amounts in the financial report and the Directors' report have been rounded off to the nearest US\$1000.

### **COMPETENT PERSON STATEMENTS**

The information in the attached statement that relates to Mineral Resources is based on information compiled by Mr. Jeremy Clark, Competent Person, who is a member of the Australian Institute of Geoscientists. Mr. Jeremy Clark is a full time employee of RungePincockMinarco. Mr. Jeremy Clark has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr. Jeremy Clark consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

This Report of the Directors is signed in accordance with a resolution of the Board of Directors.

On behalf of the Board



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Tim Sun  
Chairman & Non-executive Director  
FeOre Limited  
Dated this 27<sup>th</sup> day of September, 2013

## **CORPORATE GOVERNANCE STATEMENT**

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Achieving a high standard of corporate governance is a priority for the Board of Directors.

The Company has reviewed the ASX Corporate Governance Council's principles and best practice recommendations in order to provide a framework for its corporate governance practices with regard to the Company's particular circumstances and in particular its size and level of resources.

### **PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT**

As the Company has a small board at year end comprising 3 non-executive directors and a small management team, roles and functions must necessarily be flexible to deliver the Company's objectives. The statement of Board and management responsibilities is found within the Board Charter on the Company's website.

### **PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE**

The Board comprises three directors holding their positions in non-executive capacities and all of them considered to be independent. No materiality threshold has been applied due to the absence of any relationship affecting their independent status. The appointment date of each director is disclosed in the Directors' Report.

The Chairman is an independent non-executive director and the roles of Chairman and Chief Executive Officer are exercised by different individuals.

The skills, experience and expertise of each director is set out in the Directors' Report.

Directors are entitled to seek independent professional advice at the Company's expense in the furtherance of their duties.

The Company believes it is not of a size to justify a Nomination Committee. If vacancies arise on the Board, all directors are involved in search and recruitment. The Board seeks to achieve a balance of entrepreneurial, capital markets, technical, operational, commercial and financial skills from mining industry and broader business backgrounds.

No formal evaluation of the performance of the Board was undertaken due to the staggered appointment of directors which meant that the Board in place at the end of the reporting period had been operating as the Board of the Company for less than two years.

Under the Company's Constitution, no director except the Managing Director may hold office for a period in excess of three years or beyond the third annual general meeting following the director's election without being submitted for re-election. At every annual general meeting one third of the Directors or the number nearest to but not exceeding one third must retire from office and are eligible for re-election.

### **PRINCIPLE 3 – PROMOTE ETHICAL AND RESPONSIBLE DECISION-MAKING**

#### **Code of conduct**

The Board has adopted a formal Code of Conduct (Obligations to Stakeholders) and a formal Code of Conduct for directors and key officers to promote lawful, ethical and responsible decision-making by directors, management and employees. The Codes promote compliance with laws and regulation and avoidance of conflicts of interest, embraces the values of honesty, integrity, enterprise, excellence, accountability, justice, independence and equality of stakeholder opportunity. The Codes of Conduct are available on the Company's website.

#### **Policy for trading in Company's securities**

The Board has adopted in accordance with ASX Listing Rules 12.9, 12.10, 12.11 and 12.12 a policy on trading in the Company's securities by directors, senior executives and employees which raises awareness

## **CORPORATE GOVERNANCE STATEMENT**

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of the law in relation to insider trading, specifies blackouts and provides notification protocols. The trading policy is located on the Company's website.

### **PRINCIPLE 4 – SAFEGUARD INTEGRITY IN FINANCIAL REPORTING**

The Company does not currently have an Audit Committee. The Board considers that the formation of an Audit Committee is not warranted at this time given the size of the Board.

The Board will at some time consider forming an Audit Committee if the size of the Board increases and efficiencies may be derived from a formal committee structure.

The Board as a whole acts as the Audit Committee and performs the functions thereof including the making sure that the financial records of the Company have been properly maintained and that the Company's financial statements for the period ended 30 June 2013 comply with accounting standards and present a true and fair view of the Company's financial condition and operational results. This statement is required annually.

### **PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE**

#### **Disclosure policy**

The Board places a strong emphasis on full and appropriate disclosure and has adopted a Continuous Disclosure Policy to ensure timely and accurate disclosure of price-sensitive information to shareholders through the lodgment of announcements with ASX. Clear procedures govern the preparation, review and approval of all announcements including technical material.

### **PRINCIPLE 6 – RESPECT THE RIGHTS OF SHAREHOLDERS**

The Board is committed to open and accessible communication with holders of the Company's shares and other securities.

The Board is responsible for the communication strategy to promote effective communications with shareholders and to encourage effective participation at general meetings. The Company adheres to best practice in its preparation of Notices of Meetings and through its share registry offers to members the option of receiving shareholder communications electronically.

In accordance with ASX recommendations, the Company publishes all relevant announcements on its website after ASX has acknowledged that the announcements have been released. The Continuous Disclosure Policy can be found on the Company's website. Subject to ASX disclosure rules, the Company communicates regularly with shareholders, brokers and analysts and publishes the information provided on its website.

### **PRINCIPLE 7 – RECOGNISE AND MANAGE RISK**

The Board has been committed to ensuring that the risks associated with the Company's business activities are properly identified, monitored and managed and to embedding in its management and reporting systems a number of risk management controls. Operational management regularly reviews the risks and controls and updates the Board in light of changing circumstances and emergent risk factors and weightings.

The Board considers that the Company is not of a size sufficient to warrant the establishment of an internal audit function or a risk management committee.

The Chief Executive Officer has declared in writing to the Board that the declaration in accordance with section 295A of the Corporations Act is founded on a sound system of internal control and that the system is operating effectively in all material respects in relation to financial risks.

**PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY**

The Directors consider the current size of the Board does not warrant the establishment of a separate Remuneration Committee. However, the Board will at some time consider forming a Remuneration Committee if the size of the Board increases and efficiencies may be derived from a formal committee structure.

**PRINCIPLE 9 – GENDER DIVERSITY**

The Company has a policy of selecting and recruiting the best staff for each position in the Company regardless of race and gender. The company values diversity and has a goal to report the diversity within the company annually and initially target a range of 25 to 35% female employees within 3 years. The current gender balance is as per the table below:

	Percentage of Employment	
	Female	Male
Board of Director	33%	67%
Senior Management	20%	80%
Others	29%	71%
<b>Total</b>	<b>27%</b>	<b>73%</b>

## Consolidated Statement of Comprehensive Income

### For the Year Ended 30 June 2013

	Note	1-Jul-12 To 30-Jun-13 US\$'000	1-Aug-11 To 30-Jun-12 US\$'000 Restated (Note 2)
Revenue		-	-
Cost of goods sold		-	-
Gross profit		-	-
Bank interest income		741	539
Other income		-	5
Total income		741	544
Administration costs		(2,305)	(1,082)
Exchange loss		(2,302)	(419)
Share listing expenses		-	(1,126)
Share based payments expense	16	-	(776)
Depreciation	10	(54)	(12)
Acquisition expenses	17	-	(533)
Others		(63)	-
Total operating expenses		(4,724)	(3,948)
Loss before income tax from continuing operations		(3,983)	(3,404)
Income tax expense	5	-	-
Loss for the period from continuing operations		(3,983)	(3,404)
Other comprehensive loss for the period			
Items that may be subsequently recycled to profit and loss			
Foreign currency translation		(60)	48
Total comprehensive loss for the period		(4,043)	(3,356)
Loss attributable to :			
Members of the parent entity		(3,847)	(3,347)
Non-controlling interest		(136)	(57)
		(3,983)	(3,404)
Total comprehensive income attributable to :			
Members of the parent entity		(3,895)	(3,309)
Non-controlling interest		(148)	(47)
		(4,043)	(3,356)
<b>Earnings per share from continuing operations</b>			
Basic and diluted loss per share (US cent per share)	4	(0.73)	(0.77)

This statement should be read in conjunction with the notes to the financial report.

## Consolidated Statement of Financial Position

### As at 30 June 2013

	Note	30-Jun-13 US\$'000	30-Jun-12 US\$'000 Restated (Note 2)
<b>Current assets</b>			
Cash and cash equivalents	8	22,139	27,426
Other receivables	9a	1,159	1,750
Other current assets	9b	207	-
<b>Total current assets</b>		<b>23,505</b>	<b>29,176</b>
<b>Non-current assets</b>			
Property, plant & equipment	10	1,310	636
Exploration and evaluation assets	11	75,452	74,655
<b>Non-current assets</b>		<b>76,762</b>	<b>75,291</b>
<b>Total assets</b>		<b>100,267</b>	<b>104,467</b>
<b>Current liabilities</b>			
Other payables	12	103	260
Financial liability	13	24,849	24,849
<b>Total current liabilities</b>		<b>24,952</b>	<b>25,109</b>
<b>Non-current liability</b>			
Deferred tax liability	14	18,014	18,014
<b>Total non-current liability</b>		<b>18,014</b>	<b>18,014</b>
<b>Total liabilities</b>		<b>42,966</b>	<b>43,123</b>
<b>Net assets</b>		<b>57,301</b>	<b>61,344</b>
<b>Equity</b>			
Contributed equity	15	52,600	52,600
Reserves	16	766	814
Accumulated losses		(7,194)	(3,347)
Parent entity interest		46,172	50,067
Non-controlling interest		11,129	11,277
<b>Total equity</b>		<b>57,301</b>	<b>61,344</b>

This statement should be read in conjunction with the notes to the financial report.



## Consolidated Statement of Cash Flows

### For the Year Ended 30 June 2013

	Note	1-Jul-12 To 30-Jun-13 US\$'000	1-Aug-11 To 30-Jun-12 US\$'000
<b>CASH FLOWS RELATED TO OPERATING ACTIVITIES</b>			
Payments to suppliers		(1,756)	(1,302)
Interest and other items of a similar nature received		741	539
NET OPERATING CASH FLOWS		(1,015)	(763)
<b>CASHFLOWS RELATED TO INVESTING ACTIVITIES</b>			
Payments for development		(804)	(1,836)
Purchase of assets		(905)	(205)
Payments for purchases of subsidiaries		-	(39,944)
NET INVESTING CASH FLOWS		(1,709)	(41,985)
<b>CASH FLOWS RELATED TO FINANCING ACTIVITIES</b>			
Proceeds from issues of shares		-	50,571
Proceeds from convertible bond		-	25,000
Costs of issue		-	(4,271)
Initial Public Offering (IPO) related costs		-	(1,126)
NET FINANCING CASH FLOWS		-	70,174
NET INCREASE/(DECREASE) IN CASH HELD		(2,724)	27,426
Effect of foreign translation		(2,563)	-
Cash and cash equivalents at beginning of period		27,426	-
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>		<b>22,139</b>	<b>27,426</b>

This statement should be read in conjunction with the notes to the financial report.

## Consolidated Statement of Changes in Equity

### For the Year Ended 30 June 2013

	Issued Capital US\$'000	Retained Losses US\$'000	Share Based Payment Reserve US\$'000	Foreign Currency Translation Reserve US\$'000	Owners of Parent US\$'000	Non- controlling Interest US\$'000	Total US\$'000
Balance at 1 August 2011	-	-	-	-	-	-	-
Loss for the period	-	(3,347)	-	-	(3,347)	(57)	(3,404)
Exchange Translation	-	-	-	38	38	10	48
Total Comprehensive loss for the period	-	(3,347)	-	38	(3,309)	(47)	(3,356)
Transaction with owners in their capacity as owner							
Share based payments	-	-	776	-	776	-	776
Acquisition of subsidiary	-	-	-	-	-	11,324	11,324
Shares issued during the period	56,744	-	-	-	56,744	-	56,744
Capital raising costs	(4,144)	-	-	-	(4,144)	-	(4,144)
Balance at 30 June 2012 Restated (Note 2)	52,600	(3,347)	776	38	50,067	11,277	61,344
Loss for the period	-	(3,847)	-	-	(3,847)	(136)	(3,983)
Exchange Translation	-	-	-	(48)	(48)	(12)	(60)
<b>Total Comprehensive loss for the period</b>		<b>(3,847)</b>		<b>(48)</b>	<b>(3,895)</b>	<b>(148)</b>	<b>(4,043)</b>
<b>Balance at 30 June 2013</b>	<b>52,600</b>	<b>(7,194)</b>	<b>776</b>	<b>(10)</b>	<b>46,172</b>	<b>11,129</b>	<b>57,301</b>

This statement should be read in conjunction with the notes to the financial report.



## **NOTES TO THE FINANCIAL INFORMATION**

FeOre Limited (the "Company") is a for profit company and is incorporated in Bermuda on 1 August 2011 and the consolidated financial statements of the company and its subsidiaries (the "Group") for the period ended 30 June 2013 were authorised for issue in accordance with a resolution of the directors on 27 September 2013. The Company was listed on the Australian Stock Exchange (ASX) on 15 December 2011. As such, the comparative financial information within the 2013 financial statements is for the period from 1 August 2011 to 30 June 2012.

The principal activities of the company and its subsidiaries are exploration activities in Mongolia.

### **Note 1 - Summary of Significant Accounting Policies**

#### **(a) Basis of preparation**

The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations and other authoritative pronouncements of Australian Accounting Standard Board (AASB).

The financial statements also comply with International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board.

Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless otherwise stated.

The financial statements have been prepared on a historical cost basis, except for investment properties, land and buildings, derivative financial instruments and available-for-sale investments, which have been measured at fair value. The carrying values of recognised assets and liabilities that are designated as hedged items in fair value hedges that would otherwise be carried at amortised cost are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationships. The financial report is presented in US dollars and all values are rounded to the nearest thousand dollars (\$'000) unless otherwise stated.

#### **(b) Going concern**

The Company has entered into a Convertible bond agreement. The holders of the convertible bonds have the right to require the Company to repay the convertible bonds on 24 months or 30 months after 6 December 2011 or upon the occurrence of a "Relevant Event" as described in Note 13 of the financial report. If the bondholders elect to redeem the bonds at the earliest opportunity, the company will be required to pay the bondholders \$25m in cash on or around 6 December 2013. Under this scenario, the Company would not have sufficient funds to meet this requirement, therefore there is a risk that the Company will not be able to pay its debts as and when they fall due. The Company is dependent upon other sources of debt or equity financing in the event of redemption. Notwithstanding the above, the Company's financial statements have been prepared and presented on the going concern basis as the Directors conclude that it is unlikely that a "Relevant Event" which would trigger cash settlement will occur within the next twelve months, nor is it likely that the bondholders will elect to redeem the bonds on 6 December 2013. In the unlikely event that the bonds are required to be redeemed, the Company would seek alternative funding arrangements through equity or alternative debt.

## **NOTES TO THE FINANCIAL INFORMATION**

### **Note 1 - Summary of Significant Accounting Policies (continued)**

#### **(c) Basis of consolidation**

The consolidated financial statements comprise the financial statements of the Group as at and for the year ended 30 June 2013.

Subsidiaries are all those entities over which the Group has the power to govern the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether a group controls another entity.

The financial statements of the subsidiaries are prepared for the same reporting periods as the parents Company, using consistent accounting policies. In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and losses resulting from intra-group transactions have been eliminated in full.

Subsidiaries are fully consolidated from the date on which control is obtained by the Group and cease to be consolidated from the date on which control is transferred out of the Group.

Investments in subsidiaries held by FeOre Limited are accounted for at cost in the separate financial statements of the parent entity less any impairment charges. Dividends received from subsidiaries are recorded as a component of other revenues in the separate income statement of the parent entity, and do not impact the recorded cost of the investment. Upon receipt of dividend payments from subsidiaries, the parent will assess whether any indicators of impairment of the carrying value of the investment in the subsidiary exist. Where such indicators exist, to the extent that the carrying value of the investment exceeds its recoverable amount, an impairment loss is recognised.

A change in the ownership interest of a subsidiary that does not result in a loss of control is accounted for as an equity transaction.

Non-controlling interests are allocated their share of net profit after tax in the statement of comprehensive income and are allocated a value of exploration and evaluation expenditure within partly owned subsidiaries. Non-controlling interest are represented within equity in the consolidated statement of financial position, separately from equity of the owners of the parent.

#### **(d) New Accounting Standards and Interpretations**

The AASB has issued the following new and amended accounting standards and interpretations that have mandatory application dates for future reporting periods and which the Group has elected to early adopt.

- AASB 2011-9: Amendment to Australian Accounting Standards- Presentation of Other Comprehensive Income [AASB 1,5,7,101,112,120,121,132,133,134, 1039 & 1049] This amendment requires entities to group items presented in other comprehensive income on the basis of whether they might be reclassified subsequently to profit or loss and those that will not.
- AASB 2013-2: Amendments to AASB 1038 – Regulatory Capital. This makes amendments to AASB 1038 Life Insurance Contracts as a consequence of changes to the Australian Prudential Regulation Authority's reporting requirements
- AASB 2010-8: Amendments to Australian Accounting Standards - Deferred Tax: Recovery of Underlying Assets [AASB 112]. These amendments address the determination of deferred tax on investment property measured at fair value and introduce a rebuttable presumption that deferred tax on investment property measured at fair value should be determined on the basis that the carrying amount will be recoverable through sale.

## **NOTES TO THE FINANCIAL INFORMATION**

### **Note 1 - Summary of Significant Accounting Policies (continued)**

#### **(d) New Accounting Standards and Interpretations (continued)**

- AASB 2011-3: Amendments to Australian Accounting Standards - Orderly Adoption of Changes to the ABS GFS Manual and Related Amendments [AASB 1049]. This amends AASB 1049 to provide a further two-year period of transitional relief (from 30 June 2013 to 30 June 2015) from the requirement to adopt Chapter 2 Amendments to Defence Weapons Platforms of the ABS publication Amendments to Australian System of Government Finance Statistics, 2005 (ABS Catalogue No. 5514.0)

None of these had a material impact on the Group.

The AASB has issued new and amended accounting standards and interpretations that have mandatory application dates for future reporting periods and which the Group has elected not to early adopt. A discussion of those future requirements and their impact on the Group follows:

- AASB 9: Financial instruments and AASB 2009-11: Amendments to Australian Accounting Standards arising from AASB 9 [AASB 1, 3, 4, 5, 7, 101, 102, 108, 112, 118, 121, 127, 128, 131, 132, 136, 139, 1023 & 1038 and Interpretations 10 & 12] (applicable for annual reporting periods commencing on or after 1 January 2015). Date of application by the Group is 1 July 2015.

These standards are applicable retrospectively and amend the classification and measurement of financial assets. This standard is not expected to impact the Group...

The key changes made to accounting requirements include:

- simplifying the classifications of financial assets into those carried at amortised cost and those carried at fair value;
- simplifying the requirements for embedded derivatives;
- removing the tainting rules associated with held-to-maturity assets;
- removing the requirements to separate fair value embedded derivatives for financial assets carried at amortised cost;
- allowing an irrevocable election on initial recognition to present gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. Dividends in respect of these investments that are a return on investment can be recognised in profit or loss and there is no impairment or recycling on disposal of the instrument; and
- reclassifying financial assets where there is a change in an entity's business model as they are initially classified based on:

- (a) the objective of the entity's business model for managing the financial assets; and
- (b) the characteristics of the contractual cash flows.

- AASB 10: Consolidated Financial Statements (applicable for annual reporting periods commencing on or after 1 January 2013). Date of application by the Group is 1 July 2013.

The standard redefines and clarifies the notion of control that is the basis for determining which entities should be incorporated on a line-by-line basis into the consolidated financial statements of a group. This standard is not expected to impact the Group.



## **NOTES TO THE FINANCIAL INFORMATION**

### **Note 1 - Summary of Significant Accounting Policies (continued)**

#### **(d) New Accounting Standards and Interpretations (continued)**

- AASB 12: Disclosure of Interests in Other Entities (applicable for annual reporting periods commencing on or after 1 January 2013). Date of application by the Group is 1 July 2013.

The standard requires entities to disclose the nature and financial effects of an entity's involvement with consolidated entities and unconsolidated (off balance sheet) structured entities. This standard is not expected to significantly impact the Group.

- AASB 13 Fair Value Measurement (applicable for annual reporting periods commencing on or after 1 January 2013). Date of application by the Group is 1 July 2013.

AASB 13 establishes a single source of guidance for determining the fair value of assets and liabilities. AASB 13 does not change when an entity is required to use fair value, but rather, provides guidance on how to determine fair value when fair value is required or permitted. Application of this definition may result in different fair values being determined for the relevant assets. AASB 13 also expands the disclosure requirements for all assets or liabilities carried at fair value. This includes information about the assumptions made and the qualitative impact of those assumptions on the fair value determined. This standard is not expected to significantly impact the Group.

- AASB 119: Employee Benefits (applicable for annual reporting periods commencing on or after 1 January 2013). Date of application by the Group is 1 July 2013.

The main change introduced by this standard is to revise the accounting for defined benefit plans. The amendment removes the options for accounting for the liability, and requires that the liabilities arising from such plans is recognized in full with actuarial gains and losses being recognized in other comprehensive income. It also revised the method of calculating the return on plan assets. The revised standard changes the definition of short-term employee benefits. The distinction between short-term and other long-term employee benefits is now based on whether the benefits are expected to be settled wholly within 12 months after the reporting date. This standard is not expected to significantly impact the Group.

#### **(e) Business combinations**

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination shall be measured at fair value, which shall be calculated as the sum of the acquisition-date fair values of the assets transferred by the acquirer, the liabilities incurred by the acquirer to former owners of the acquiree and the equity issued by the acquirer, and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree. If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured at fair value as at the acquisition date through profit or loss.

## **NOTES TO THE FINANCIAL INFORMATION**

### **Note 1 - Summary of Significant Accounting Policies (continued)**

#### **(e) Business combinations (continued)**

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognised in accordance with AASB 139 either in profit or loss or in other comprehensive income. If the contingent consideration is classified as equity, it shall not be remeasured.

The acquisition method of accounting involves recognising at acquisition date, separately from goodwill, the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree. The identifiable assets acquired and the liabilities assumed are measured at their acquisition date fair values.

The difference between the identifiable net assets of the acquiree and the fair value of the consideration (including the fair value of any pre-existing investment in the acquiree) is goodwill or a discount on acquisition.

#### **(f) Income tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities based on the current period's taxable income. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

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

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

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

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

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

## NOTES TO THE FINANCIAL INFORMATION

### Note 1 - Summary of Significant Accounting Policies (continued)

#### (f) Income tax (continued)

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

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

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

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.

#### *Other taxes*

Revenues, expenses and assets are recognised net of the amount of Goods and Service Tax (GST) or Value Added Tax (VAT) except:

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

The net amount of GST/VAT recoverable from or payable to, the taxation authority is included as part of receivables or payables in the balance sheet. Commitments and contingencies are disclosed net of the amount of GST/VAT recoverable from, or payable to, the taxation authority.

#### (g) Leases

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as an expense in profit or loss.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term if there is no reasonable certainty that the Group will obtain ownership by the end of the leased term.

Operating lease payments are recognised as an expense in the statement of comprehensive income on a straight line basis over the leased term. Operating lease incentives are recognised as a liability when received and subsequently reduced by allocating lease payments between rental expenses and reduction of the liability.

## NOTES TO THE FINANCIAL INFORMATION

### Note 1 - Summary of Significant Accounting Policies (continued)

#### (h) 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 that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts. Bank overdrafts are included within interest-bearing loans and borrowings in current liabilities on the statement of financial position.

#### (i) Property, Plant and Equipment

Each class of property, plant and equipment is carried at cost or fair value as indicated, less, where applicable, any accumulated depreciation and impairment losses.

Plant, plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses. Such cost includes the cost of replacing parts that are eligible for capitalisation when the cost of replacing the parts is incurred. Similarly, when each major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement only if it is eligible for capitalisation. All other repairs and maintenance are recognised in profit and loss as incurred.

##### *Depreciation*

Depreciation is calculated on a diminishing value basis over the estimated useful life of the specific assets.

The depreciation rates used for each class of depreciable assets are:

##### Class of Fixed Asset

Buildings	5%
Furniture, Fixtures and Fittings	10%
Office Equipment	20%
Vehicles and equipment	20%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

##### *Derecognition*

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



## **NOTES TO THE FINANCIAL INFORMATION**

### **Note 1 - Summary of Significant Accounting Policies (continued)**

#### **(j) Exploration and evaluation costs**

Direct and indirect costs attributable to finding the mineral resources are allocated to the exploration and evaluation assets. General and administrative costs that are not related directly to operational activities in the areas of interest have been expensed as incurred.

Exploration and evaluation assets are reclassified when technical feasibility and commercial viability has been established.

The exploration and evaluation assets are assessed against facts and circumstances to determine whether the carrying amount exceeds the recoverable amount. The facts and circumstances considered include whether the rights to explore are current, whether any area of interest has been removed from plans for substantive exploration, whether a decision has been taken to discontinue activities and whether data suggests that the carrying amounts are unlikely to be recovered from development or sale.

#### **(k) Restoration and rehabilitation**

The Group records the present value of estimated costs of legal and constructive obligations required to restore operating locations in the period in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation and re-vegetation of affected areas. The obligation generally arises when the asset is installed or the ground/environmental is disturbed at the production location. When the liability is initially recognised, the present value of the estimated costs is capitalised by increasing the carrying amount of the related mining assets to the extent that it was incurred by the development/construction of the mine. Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability.

The periodic unwinding of the discount is recognised in profit and loss as a finance cost. Additional disturbances or changes in rehabilitation costs will be recognised as additions or charges to the corresponding assets and rehabilitation liability when they occur.

For closed sites, changes to estimated costs are recognised immediately in profit or loss.

#### **(l) Financial Instruments**

##### *Initial recognition and measurement*

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets this is the equivalent to the date that the Group commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at cost on trade date which includes transaction costs when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

##### *Classification and subsequent measurement*

Financial instruments are subsequently measured at fair value or amortised cost using the effective interest rate method.



## NOTES TO THE FINANCIAL INFORMATION

## Note 1 - Summary of Significant Accounting Policies (continued)

## (I) Financial Instruments (continued)

*Amortised cost* is the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment, and adjusted for any cumulative amortisation of the difference between that initial amount and the maturity amount calculated using the effective interest method.

*Fair value* is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

*The effective interest method* is used to allocate interest income or interest expenses over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial liability. Revisions to expected future net cash flows will necessitate adjustments to the carrying value with a consequential recognition of an income or expense in profit or loss.

The Group does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of accounting standards specifically applicable to financial instruments.

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

Financial assets are classified at 'fair value through profit or loss' when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

(ii) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

Loans and receivables are included in current assets, except for those which are not expected to mature within 12 months after the end of the reporting periods. (All other loans and receivables are classified as non-current assets.)

(iii) *Financial liabilities*

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost.

*Impairment*

Objective evidence that a financial asset is impaired includes default by a debtor evidence that the debtor is likely to be enter bankruptcy or adverse economic conditions in the stock exchange. At the end of each reporting period, the Group assesses whether there is objective evidence that a financial asset has been impaired through the occurrence of a loss event. In the case of available-for-sale financial instruments, a significant or prolonged decline in the value of the instrument is considered to indicate that an impairment has arisen.

## **NOTES TO THE FINANCIAL INFORMATION**

### **Note 1 - Summary of Significant Accounting Policies (continued)**

#### **(l) Financial Instruments (continued)**

Where a subsequent event causes the amount of the impairment loss to decrease (e.g. payment received), the reduction in the allowance account (provision for impairment of receivables) is taken through profit and loss.

However, any reversal in the value of an impaired available for sale asset is taken through other comprehensive income rather than profit and loss.

Impairment losses are recognised through an allowance account for loans and receivables in the statement of comprehensive income.

##### *Derecognition*

Financial assets are derecognised where the contractual rights to receipt of cash flows expire or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are discharged cancelled or expired. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed is recognised in profit or loss.

#### **(m) Impairment of Non-Financial Assets**

Non-financial assets other than goodwill and indefinite life intangibles are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

The Group conducts an annual internal review of asset values, which is used as a source of information to assess for any indicators of impairment. External factors, such as changes in expected future processes, technology and economic conditions, are also monitored to assess for indicators of impairment. If any indication of impairment exists an estimate of the asset's recoverable amount is calculated.

An impairment loss is recognised for the amount by which the asset's carrying value exceeds its recoverable amount. Recoverable amount is the higher of an asset's fair value less costs to sell and value in use. Assets that suffered impairments are tested for possible reversal of the impairment where events or changes in circumstances indicate impairment may have reversed.

#### **(n) Foreign currency translation**

##### *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (functional currency). The consolidated financial statements are presented in United States Dollars (\$) which is the Company's functional and presentation currency.

##### *Transactions and balances*

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

## NOTES TO THE FINANCIAL INFORMATION

### Note 1 - Summary of Significant Accounting Policies (continued)

#### (n) Foreign currency translation (continued)

##### *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (functional currency). The consolidated financial statements are presented in United States Dollars (\$) which is the Company's functional and presentation currency.

##### *Transactions and balances*

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

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

##### *Group companies*

The financial results and position of foreign operations whose functional currency is different from the Group's presentation currency are translated as follows:

- Assets and liabilities are translated at period end exchange rates prevailing at that reporting date;
- Income and expenses are translated at average exchange rates for the period; and
- Retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations are transferred directly to the Group's foreign currency translation reserve in the statement of financial position. These differences are recognised in the statement of comprehensive income in the period in which the operation is disposed of.

#### (o) Employee Benefits

##### *Wages, salaries, annual leave and sick leave*

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

##### *Long service leave*

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

## **NOTES TO THE FINANCIAL INFORMATION**

### **Note 1 - Summary of Significant Accounting Policies (continued)**

#### **(p) Trade and other creditors**

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

#### **(q) Revenue and Other Income**

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

##### *Interest revenue*

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 effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to the net carrying amount of the financial asset.

All revenue is stated net of the amount of goods and services tax (GST).

#### **(r) Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### **(s) Critical Accounting Estimates and Judgments**

The directors evaluate estimates and judgments incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

##### *Key judgments – exploration and evaluation expenditure*

The Group capitalises expenditure relating to exploration and evaluation where it is considered likely to be recoverable or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves. While there are certain areas of interest from which no reserves have been extracted, the directors are of the continued belief that such expenditure should not be written off since feasibility studies in such areas have not yet concluded. Such capitalised expenditure is carried at the end of the reporting period.



**NOTES TO THE FINANCIAL INFORMATION****Note 1 - Summary of Significant Accounting Policies (continued)****(s) Critical Accounting Estimates and Judgments (continued)***Key judgments – asset impairment*

The Group assesses each cash generating unit annually to determine whether any indication of impairment exists. Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is considered to be the higher of the fair value less costs to sell and value in use. These assessments require the use of estimates and assumptions such as long-term commodity prices, discount rates, future capital requirements, exploration potential and operating performance. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties less costs for disposing the asset. Fair value for mineral assets is generally determined as the present value of estimated future cash flows arising from the continued use of the asset, which includes estimates such as the cost of future expansion plans and eventual disposal, using assumptions that an independent market participant may take into account. Cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

*Key judgments – recognition of asset acquisitions*

In determining the recognition of asset and business acquisitions, an assessment of the underlying assets and operations of the acquired entity is completed. Where the Group acquires an entity for tenements only, rather than acquiring an operation with clear distinct processes, the acquisition is deemed to be an asset acquisition, rather than a business combination.

*Key judgments – recoverable reserves and resources*

Estimated receivable reserves and resources are used to determine the depreciation of mine production assets, in accounting for deferred stripping costs and in performing impairment testing. Estimates are prepared by appropriately qualified persons, but will be impacted by forecast commodity prices, exchange rates, production costs and recoveries amongst other factors. Changes in assumptions will impact the carrying value of assets and depreciation and impairment charges recorded in the income statement.

*Key judgments – environmental rehabilitation costs*

The provisions for rehabilitation costs are based on estimated future costs using information available at the balance sheet date. To the extent the actual costs differ from these estimates, adjustments will be recorded and the income statement may be impacted.

*Key judgments – share-based payments*

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an internal valuation using the Black Scholes model.

## **NOTES TO THE FINANCIAL INFORMATION**

### **Note 1 - Summary of Significant Accounting Policies (continued)**

#### **(t) Earnings Per Share**

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

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

- Cost 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

Other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares, divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

#### **(u) Operating segments**

An operating segments are component of entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available (refer to Note 7).

The operating segments have been identified based on the information provided to the chief operating decision makers being the Board of Directors.

The group aggregates two or more operating segments when they have similar economic characteristics, and the segments are similar in each of the following respects:

- Nature of the products and services
- Nature of the production processes
- Type or class of customer for the products and services
- Methods used to distribute the products or provide the services and if applicable,
- Nature of the regulatory environment.

Operating segments that meet the quantitative criteria as prescribed by AASB 8 are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements.

##### **(i) Identification of reportable segments**

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Managing Director and the Board of Directors (the Chief Operating Decision Makers) in assessing performance and determining the allocation of resources. The operating segments identified by management are each exploration tenement.

The Group operates entirely in the industry of mineral exploration, evaluation and development for different metals and minerals, including copper, gold, silver, coal, and others.

## **NOTES TO THE FINANCIAL INFORMATION**

### **Note 1 - Summary of Significant Accounting Policies (continued)**

#### **(u) Operating segments (continued)**

- (ii) Discrete pre-tax financial information, being expenditure incurred year to date and from the start date, about each of these segments is reported to the Chief Operating Decision Makers on a monthly basis.

Accounting policies, segment revenue, and expenses are those that are directly attributable to a segment and the relevant portion that can be allocated to the segment on a reasonable basis. All expenses incurred for exploration and evaluation which qualify for capitalisation as described in Note 11 are capitalised.

There are no intersegment transactions within the Group's segment.

The segment results include the capitalised allocation of overhead that can be directly attributed to an individual business segment.

The following items and associated assets and liabilities are not allocated to segments as they are not considered part of the core operations of any segment:

- finance costs;
- certain general and administration expenses;
- impairment write offs for full value of tenements; and
- income tax expense/benefit.

#### **(v) 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.

#### **(w) Share Based Payments**

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

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an internal valuation using the Black Scholes model, further details of which are given in Note 16.

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 Group receives the services that entitle the employees to receive payment in equity or cash, and
- Conditions that are linked to the price of the shares of the Group (market conditions).

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled (the vesting period), ending on the date on which the relevant employees become fully entitled to the award (the vesting date). The charge to the statement of comprehensive income for the period is the cumulative amount as calculated above less the amounts already charged in previous periods.

## NOTES TO THE FINANCIAL INFORMATION

## Note 2 - Prior Period Restatement

In the prior period the convertible bond was treated as a compound financial instrument with debt and equity components. During the current financial year the terms of the convertible bond were reassessed in light of AASB 139: *Financial Instruments – Recognition and Measurement*, in particular paragraph 25 which broadly states that where there are events that can trigger redemption of the bond, and such events are deemed to be outside the control of the Company, the instrument should be treated as a liability. This paragraph is relevant to the convertible bond given the “Relevant Events” as described in note 13. It not entirely clear from AASB 139 as to whether this means the entire instrument should be treated as a liability or not. In the current year it was deemed appropriate to treat the entire convertible bond as a liability as this is consistent with accepted practice. The impact on the profit & loss statement is that there will be no interest expense recognised as the bond has a zero coupon. Previously, when the bond was treated as a hybrid financial instrument, an interest charge was recorded representing the market interest rate on a similar debt instrument with no conversion feature. The following table illustrates the impact on the previously reported 30 June 2012 financial statements:

	As previously reported 30 June 2012 US\$'000	As reported in this report 30 June 2012 US\$'000	Difference 30 June 2012 US\$'000
Current liabilities	14,249	24,849	(10,600)
Convertible bond reserve	12,408	-	12,408
Interest expense	1,808	-	1,808
Loss per share (US cents per share)	(1.20)	(0.76)	(0.44)

## Note 3 - Auditors' Remuneration

	1-Jul-12 To 30-Jun-13 US\$'000	1-Aug-11 To 30-Jun-12 US\$'000
Remuneration of the auditor of the parent entity for:		
- auditing and reviewing the financial statements	61	72
- non-audit services		109
Total	61	181

## Note 4 - Earnings Per Share

	1-Jul-12 To 30-Jun-13 US\$'000	1-Aug-11 To 30-Jun-12 US\$'000
Reconciliation of earnings to profit or loss		
Loss for the period	(3,983)	(3,404)
Loss attributable to non-controlling equity interest	136	57
Loss attributable to the owners of the Company	(3,847)	(3,347)



## NOTES TO THE FINANCIAL INFORMATION

## Note 4 - Earnings Per Share (continued)

	1-Jul-12 To 30-Jun-13 '000	1-Aug-11 To 30-Jun-12 '000
Weighted average number of ordinary shares outstanding during the period used in calculating basic earnings per share	529,110	435,884
Adjustments for calculation of diluted earnings per share	-	-
Weighted average number of ordinary shares outstanding during the period used in calculating diluted earnings per share	529,110	435,884

The weighted average number of ordinary shares to be issued with the convertible bonds and options that were not included in the calculation of loss per share as they are anti-dilutive: 131,453,727.

## Note 5 - Income Tax Expense

	1-Jul-12 To 30-Jun-13 US\$'000	1-Aug-11 To 30-Jun-12 US\$'000
Current tax	-	-
Deferred tax	-	-
	-	-
The prima facie tax on profit from ordinary activities before income tax is reconciled to the income tax as follows:		
Prima facie tax payable on profit from ordinary activities before income tax at 0%		
- economic entity		
Add / (less) tax effect of:		
- difference in overseas tax rates	(170)	(141)
- non-deductible expenses	170	141
Income tax attributable to entity	-	-

## Note 6 - Dividends

No dividends were declared or paid during the period ended 30 June 2013.

## NOTES TO THE FINANCIAL INFORMATION

## Note 7 - Operating segments

FeOre Limited is involved in exploration of iron ore in Mongolia.

The operating segments are reviewed and managed by Chief Operating Decision Makers based on the costs incurred for each exploration tenement throughout the reporting period, which are capitalised to operating segment assets. The operating segments identified by management are based on areas of interest.

Expenses included in the statement of comprehensive income which have not been capitalised to operating segment assets are unallocated as they are not considered part of the core operations of any segment.

SEGMENT ASSETS	Ereeny	Dartsagt	Total
<b>30-Jun-13</b>			
Opening	75,086	205	75,291
Exchange re-alignment	(196)		(196)
Exploration and evaluation expenditure incurred during the period	993	-	993
Property, plant and equipments additions	674	-	674
<b>Total</b>	<b>76,557</b>	<b>205</b>	<b>76,762</b>
<b>Reconciliation to total assets:</b>			
Total assets by reportable assets			76,762
Cash and cash equivalents			22,139
Other receivables			1,366
<b>Total Assets per Statement of Financial Position</b>			<b>100,267</b>

## Note 8 - Cash and Cash Equivalents

	30-Jun-13 US\$'000	30-Jun-12 US\$'000
Cash at banks and on hand	919	506
Short-term deposits	21,220	26,920
	<b>22,139</b>	<b>27,426</b>

Cash at banks earns interest at floating rates based on daily bank deposit rates (average annual deposit rate was approximately 3.3%). Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

The Group only deposits cash surpluses with major banks of high quality credit standing.

## NOTES TO THE FINANCIAL INFORMATION

## Note 9a - Other Receivables and Current Assets

	30-Jun-13 US\$'000	30-Jun-12 US\$'000
Prepayments	846	1,448
Tax receivables	286	213
Others	27	89
	<u>1,159</u>	<u>1,750</u>

## Note 9b - Other Current Assets

	30-Jun-13 US\$'000	30-Jun-12 US\$'000
Forward contract receivables	207	-
	<u>207</u>	<u>-</u>

## Note 10 - Property, Plant &amp; Equipment

	Land US\$'000	Buildings US\$'000	Furniture, fixture and fittings US\$'000	Equipment US\$'000	Vehicles US\$'000	Construction in progress US\$'000	Total property, plant and equipment US\$'000
As at 30 June 2012							
At cost	13	87	38	23	312	252	725
Accumulated depreciation	-	(11)	(14)	(17)	(47)	-	(89)
Total	<u>13</u>	<u>76</u>	<u>24</u>	<u>6</u>	<u>265</u>	<u>252</u>	<u>636</u>
As at 30 June 2013							
At cost	36	732	57	99	407	112	1,443
Accumulated depreciation	-	(13)	(18)	(28)	(74)	-	(133)
Total	<u>36</u>	<u>719</u>	<u>39</u>	<u>71</u>	<u>333</u>	<u>112</u>	<u>1,310</u>

## NOTES TO THE FINANCIAL INFORMATION

## Note 10 - Property, Plant &amp; Equipment (continued)

## Movements in Carrying Amounts

Movement in the carrying amount for each class of property, plant and equipment between the beginning and the end of the current financial period:

	Land US\$'000	Buildings US\$'000	Furniture, fixture and fittings US\$'000	Equipment US\$'000	Vehicles US\$'000	Construction in progress US\$'000	Total property, plant and equipment US\$'000
Opening balance at 1 Aug 2011	-	-	-	-	-	-	-
Addition by acquisition of subsidiary	13	75	19	7	93	219	426
Exchange differences	-	3	1	-	4	9	17
Additions	-	-	7	-	174	24	205
Depreciation	-	(2)	(3)	(1)	(6)	-	(12)
Closing balance at 30 June 2012	13	76	24	6	265	252	<b>636</b>
Exchange re-alignment	(1)	(6)	(2)	(1)	(20)	(18)	(48)
Disposal	-	-	(7)	-	(4)	(29)	(40)
Additions	24	558	32	77	125	-	816
Transfers	-	93	-	-	-	(93)	-
Depreciation	-	(2)	(8)	(11)	(33)	-	(54)
Closing balance at 30 June 2013	36	719	39	71	333	112	<b>1,310</b>

## NOTES TO THE FINANCIAL INFORMATION

## Note 11 - Exploration and Evaluation Assets

	30-Jun-13 US\$'000	30-Jun-12 US\$'000
At the beginning of the period	74,655	-
Exploration tenements acquired through business combination	-	74,390
Exchange re-alignment	(196)	-
Exploration expenditure during the period	993	265
At the end of the period	75,452	74,655

Tai Sheng is the beneficial owner of exploration licence 5930X which covers 908 hectares in Dartsagt Mongolia. The licence MV-017120 (formerly 5930X) was granted on 6 September 2012 and expired on 9 September 2042.

Tai Sheng is the beneficial owner of mining licence MV-017028 (formerly 9095A) which covers 326 hectares in Ereeny, Mongolia. The licence was granted on 16 May 2012 and expires on 5 January 2035.

## Note 12 - Other Payables

	30-Jun-13 US\$'000	30-Jun-12 US\$'000
Other payables	103	260
Total payables	103	260

## Note 13 - Financial Liability

	30-Jun-13 US\$'000	30-Jun-12 US\$'000
Face value of convertible bond	25,000	25,000
Less: issue costs	(151)	(151)
Total payables	24,849	24,849

The Company has issued non-interest bearing convertible bonds raising a total of US\$25 million.

Upon conversion this Convertible Bond will convert into 123,301,156 shares. The shares can be converted in December 2014 are escrowed for the period of 12 months.



## NOTES TO THE FINANCIAL INFORMATION

## Note 13 - Financial Liability (continued)

The holders of the Convertible Bonds (who have been granted security over the shares in TSI held by the Company and the shares in Tai Sheng held by TSI) have the right to require the Company to repay the Convertible Bonds 24 months or 30 months after 6 December 2011, or upon the occurrence of a "Relevant Event" such as a Change of Control, or if any step is taken by any person with a view to revoke or cancel any mining or exploration licences of the Issuer or any Group Company or to materially alter the terms thereof; or any step is taken by Tai Sheng or China Railway Mongolia Investment LLC to revoke, terminate or cancel any of the Mining Agreements or have a material adverse effect on (a) the business, results of operations or prospects of the Issuer or the Issuer and its Group Companies taken as a whole or (b) the ability of the Issuer or any Group Company to perform its obligations under the Bonds and the Transaction Documents. The Company is dependent upon the success of mine development and commercialisation of Iron Ore sales for funding or raising equity funds or alternative debt in the event of redemption. There is a risk that on such redemption, the Company may not have sufficient cash resources to repay the Convertible Bonds.

For the purpose of the statement of the financial position, the convertible bond has been treated as a current financial liability on the basis that the aforementioned "Relevant Events", which are outside the control on the company, may trigger immediate redemption.

## Note 14 - Deferred Tax Liability

The Deferred Tax liability of US\$18,014,000 relates to the fair value adjustments arising from acquisition and subsidiary in 2011. This has been recorded based on the Mongolian tax rate of 25%.

## Note 15 - Contributed Equity

## Authorised share capital:

1,000,000,000,000 share with par value of US\$0.00001 each

	Number	US\$'000
<b>Fully paid ordinary shares</b>		
Shares issued to Promoters	283,200,001	
Pre IPO shares issued (A\$0.141 per share)	53,100,000	7,325
Issue of shares for purchase of TSI (A\$0.25 per share)	22,800,000	5,844
Placement to wholesale and institutional investors (A\$0.25 per share)	100,000,000	25,631
IPO shares issued (A\$0.25 per share)	70,010,000	17,944
Costs of Offer	-	(4,144)
As at 30 June 2012	<b>529,110,001</b>	<b>52,600</b>
Shares issued during 2013	-	-
As at 30 June 2013	<b>529,110,001</b>	<b>52,600</b>

## NOTES TO THE FINANCIAL INFORMATION

## Note 16 - Reserves

	Note	30-Jun-13 US\$'000	30-Jun-12 US\$'000
Share based payment reserve	(a)	776	776
Exchange reserve		(10)	38
Consolidated balance		766	814

(a) The Share Based Payment reserve is used to record the value of share based payments issued to employees as part of their remuneration. The Company issued 8,152,571 options as follows:

- Mr Quintus Roux – 3,408,245 options;
- Ms Christina Mu – 2,272,163 options;
- Mr Tim Sun – 2,272,163 options;
- Mr Leo Hui – 200,000 options.

The options fully vested as at 30 June 2012 and expire in 4 years after the grant date which is 15 December 2011. Valuation of the options is based on Black-Scholes methodology using the following assumptions:

Market value of shares on grant date	A\$0.2
Exercise price	A\$0.25
Expected price volatility	65%
Risk free rate	4.75%
Expected life of options	4 years
Expected Dividend yield	Zero
Black-Scholes fair value	A\$0.095
Other considerations	Upon exercise of options, two thirds of the shares granted are escrowed for 2 years and one third is escrowed for 3 years.

	30-Jun-13 US\$'000	30-Jun-12 US\$'000
<b>Share based reserve</b>		
Opening balance	776	-
Share based payment expense	-	776
Closing balance	776	776

(b) The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign controlled entities and associates.

	30-Jun-13 US\$'000	30-Jun-12 US\$'000
<b>Foreign currency translation reserve</b>		
Opening balance	38	-
Foreign exchange movements on translation of foreign entities	(48)	38
Closing balance	(10)	38

## NOTES TO THE FINANCIAL INFORMATION

## Note 16 - Acquisition of Subsidiaries

On 6 December 2011, the acquisition of 100% interest in Topone Star Investment Ltd ("TSI") was completed which in turn has an 80% interest in Tai Sheng (referred to as "TSI consolidated"), for US\$45.3 million settled in cash and shares as follows:

- Tranche 1: US\$7.0 million cash for a 25% interest in TSI. US\$6.0 million was paid in cash on 29 June 2011 and US\$1.0 million was paid as final settlement following the execution of a deed of release and settlement relating to legal claims against Tai Sheng.
- Tranche 2: US\$25 million cash for a 55% interest in TSI which was paid following receipt of funds from the IPO and the convertible bond. The amount was settled as at 31 December 2011.
- Tranche 3: US\$7.5 million cash and US\$5.8 million worth of FeOre shares for a 20% interest in TSI which were paid following receipt of IPO proceeds. The amount was settled as at 31 December 2011.

The acquisition has been accounted for as a business combination under AASB 3: Business Combinations. The purchase price allocation is finalised according to the valuation report issued by professional valuer, Roma Appraisal Limited.

The acquisition cost of US\$45.3 million has not been changed since 30 June 2012 and has been allocated over the fair value of the assets, liabilities and contingent liabilities of TSI consolidated as follows:

	Note	30 June 2012 US\$'000
Cash and cash equivalents		39
Other receivables		671
Prepaid expenses		195
Property, plant & equipment		426
Exploration and evaluation assets	11	74,390
Trade and other creditors		(1,089)
Deferred Tax liability	14	(18,014)
Total identifiable net assets at fair value		56,618
Non-controlling interest		(11,324)
<b>Purchase consideration transferred</b>		<b>45,294</b>
<b>Consideration</b>		
Paid in cash		39,450
Paid in shares		5,844
Total		<b>45,294</b>
Net cash acquired with the subsidiary (included in cash flows from investing activities)		39
Cash paid		(39,450)
Payments for pre-acquisition costs		(533)
<b>Net cash outflow</b>		<b>(39,944)</b>

## NOTES TO THE FINANCIAL INFORMATION

## Note 17 - Related Party Disclosures

## Subsidiaries

The consolidated financial information within this report includes the financial statements of FeOre and the subsidiaries listed in the following table.

Name	Country of Incorporation	% interest
Topone Star Investments Ltd	BVI	100%
Tai Sheng Development LLC	Mongolia	80%
Resource Depot Holdings Limited	BVI	100%
Resource Depot Limited	Hong Kong	100%

## Note 18 - Capital and Leasing Commitments

## (a) Finance Lease Commitments

The Group and the Company have no finance lease commitments as at 30 June 2013 (2012: Nil).

## (b) Operating Lease Commitments (US\$'000)

Non-cancellable operating leases of the Group and the Company contracted for but not capitalised in the financial statements:

Payable – minimum lease payment:	30-Jun-13	30-Jun-12
Not later than 12 months	18	17
Between 12 months to 5 years	-	-
	18	17

## (c) Capital Expenditure Commitments (US\$'000)

The exploration commitments of the Group and the Company for Project Ereeny and Project Dartsagt are tabulated below:

Payable:	30-Jun-13	30-Jun-12
Not later than 12 months	-	1,110
Between 12 months to 5 years	1,045	94
	1,045	1,204

## NOTES TO THE FINANCIAL INFORMATION

## Note 19 - Financial Risk Management

The Group's financial instruments consist mainly of deposit with banks, receivables and payables.

The totals for each category of financial instruments, measured in accordance with AASB 139 as detailed in the accounting policies to these financial statements, are as follows:

Financial Assets (US\$'000)	30-Jun-13	30-Jun-12
Cash and cash equivalents	22,139	27,426
Total Financial Assets	22,139	27,426

Financial Liabilities (US\$'000)	30-Jun-13	30-Jun-12
Financial liabilities	24,849	24,849
Trade and other payables	103	260
Total Financial Liabilities	24,952	25,109

## Specific Financial Risk Exposures and Management

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

## (a) Credit Risk

Exposure to credit risk relating to financial assets arises from the potential non-performance by counter parties of contractual obligations that could lead to a financial loss to the Group.

The Group's exposure to credit risk arises from potential default of the counterparty, with a maximum exposure equal to the carrying amount of the financial assets (as outlined in each applicable note).

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

The Group trades only with recognised, creditworthy third parties and as such collateral is not requested nor is it the Group's policy to scrutinise its trade and other receivables.

It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures including an assessment of their independent credit rating, financial position, past experience and industry reputation. Risk limits are set for each individual customer in accordance with parameters set by the board. These risk limits are regularly monitored.

In addition, receivable balances are monitored on an ongoing basis. The Group's credit management procedures has resulted in the Group's experiencing no bad debts.



## NOTES TO THE FINANCIAL INFORMATION

## Note 20 - Financial Risk Management (continued)

## Specific Financial Risk Exposures and Management (continued)

## (b) Liquidity Risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group manages risk through the following mechanisms:

- preparing forward looking cash flow analysis in relation to its operational, investing and financial activities;
- obtaining funding from a variety of sources;
- maintaining a reputable credit risk profile;
- managing credit risk related to financial assets;
- only investing surplus cash with major financial institutions; and
- comparing the maturity profile of financial liabilities with the realisation profile of financial assets.

The tables below reflect an undiscounted contractual maturity analysis for financial liabilities. Cash flows realised from financial assets reflect management's expectation as to the timing of realisation. Actual timing may therefore differ from that disclosed. The timing of cash flows presented in the table to settle financial liabilities reflects the earliest contractual settlement dates and does not reflect management's expectations that banking facilities will be rolled forward.

*Financial liability and financial asset maturity analysis  
(within 1 year)*

<b>Financial liabilities due for payment (US\$'000)</b>	<b>30-Jun-13</b>	<b>30-Jun-12</b>
Financial liabilities – convertible bond	25,000	25,000
Trade and other payables	103	260
<b>Total contractual outflows</b>	<b>25,103</b>	<b>25,260</b>
<b>Financial assets – cash flows realisable (US\$'000)</b>		
Cash and cash equivalents	22,139	27,426
<b>Net inflow/(outflow) on financial instruments</b>	<b>(2,964)</b>	<b>2,166</b>

## (c) Market Risk

- i. *Interest rate risk* - Exposure to interest rate risk arises on financial assets and financial liabilities recognised at the end of the reporting period whereby a future change in interest rates will affect future cash flows or the fair value of fixed rate financial instruments. At 30 June 2013, approximately 95.8% of cash at bank is held in higher yielding short term bank accounts and term deposits to maximise the return to the Group.

*Sensitivity Analysis*

The following table illustrates sensitivities to the Group's exposures to changes in interest rates. The table indicates the impact on how profit and equity values reported at balance date would have been affected by changes in the relevant risk variable that management considers to be reasonable possible. These sensitivities assume that the movement in a particular variable is independent of other variables.

## NOTES TO THE FINANCIAL INFORMATION

## Note 20 - Financial Risk Management (continued)

## Specific Financial Risk Exposures and Management (continued)

	Increase in interest rate by 1%		Decrease in interest rate by 1%	
	Profit US\$'000	Equity US\$'000	Profit US\$'000	Equity US\$'000
Period ended 30 June 2012				
Cash and cash equivalents	274	-	(274)	-
Year ended 30 June 2013				
Cash and cash equivalents	221	-	(221)	-

- ii. *Foreign exchange risk* - Exposure to foreign exchange risk may result in the fair value or future cash flows of a financial instrument fluctuating due to movement in foreign exchange rates of currencies in which the Group holds financial instruments which are other than the US\$ the functional currency of the Group.

As at 30 June 2013, the company hedged AUD\$19 millions towards USD at an average rate of 0.924 maturing up to 12 August 2013.

The Group's year-end statement of financial position exposure to foreign currency risk was as follows, based on notional amounts. The following are financial assets and liabilities in currencies other than the functional currencies of the entity in which they are recorded:

As at 30 June 2013 (US\$'000)	AUD	HKD	MNT
Cash and cash equivalents	18,854	-	96
Receivables	-	-	651
Payables	(26)	-	103
Gross statement of financial position exposure	18,828	-	850

As at 30 June 2012 (US\$'000)	AUD	HKD	MNT
Cash and cash equivalents	20,664	5	-
Receivables	-	-	1,084
Payables	(58)	(5)	(260)
Gross statement of financial position exposure	20,606	-	824

A 10% weakening of the US dollar against the following currencies at 30 June 2013 would have decreased profit by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

Consolidated 2013		
Effect in US\$'000	Equity	Profit
AUD	-	(1,883)
HKD	-	-
MNT	-	(85)

Consolidated 2012		
Effect in US\$'000	Equity	Profit
AUD	-	(2,061)
HKD	-	-
MNT	-	(82)

## NOTES TO THE FINANCIAL INFORMATION

## Note 20 - Financial Risk Management (continued)

A 10% strengthening of the US dollar against the above currencies at 30 June 2013 would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

The following significant exchange rates applied during the financial year:

	Average exchange rate	Spot rate as at the end of the period
AUD	1.03	0.91
HKD	0.13	0.13
MNT	1,391	1,435

- iii. *Commodity price risk* - Commodity price risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices largely due to demand and supply factors for commodities.

The Group has no exposure to commodity price risk as it is not yet in production.

*Net Fair Value*

Fair values are those amounts at which an asset could be exchanged, or a liability settled between knowledgeable, willing parties in an arm's length transaction. The fair values of financial assets and financial liabilities presented in the financial statements are not materially different to the carrying value of these assets and liabilities.

## Note 21 - Key Management Personnel Disclosures

*Compensation of Key Management Personnel*

	2013 US\$'000	2012 US\$'000
Short-term employee benefits (Salary/fee)	268	423
	268	423

*Shareholdings of Key Management Personnel*

The Group issued US\$100,000 convertible note to Bruce Higgins and Ruth Janine Higgins ATF Higgins Family Superannuation fund in 2011. The note was converted to 708,000 shares of FeOre as a part of pre-IPO shares issued. No other shares were held by KMP as at or during the period ended 30 June 2013.

## NOTES TO THE FINANCIAL INFORMATION

## Note 21 - Key Management Personnel Disclosures (Continued)

*Option Holdings of Key Management Personnel***2013**

Name	Balance 30.06.12 (number)	Granted during the period (number)	Option expired (number)	Balance 30.06.13 (number)	Vested at 30 June 2013	
					Total (number)	Exercisable %
Mr. Tim Sun	2,272,163	-	-	2,272,163	2,272,163	100%
Mr. Bruce Higgins	-	-	-	-	-	-
Ms. Christina (Jun) Mu	2,272,163	-	-	2,272,163	2,272,163	100%
Mr. Quintus Roux	3,408,245	-	-	3,408,245	3,408,245	100%
Total:	7,952,571	-	-	7,952,571	7,952,571	100%

**2012**

Name	Balance 01.08.11 (number)	Granted during the period (number)	Option expired (number)	Balance 30.06.12 (number)	Vested at 30 June 2012	
					Total (number)	Exercisable %
Mr. Tim Sun	-	2,272,163	-	2,272,163	2,272,163	100%
Mr. Bruce Higgins	-	-	-	-	-	-
Ms. Christina (Jun) Mu	-	2,272,163	-	2,272,163	2,272,163	100%
Mr. Quintus Roux	-	3,408,245	-	3,408,245	3,408,245	100%
Total:	-	7,952,571	-	7,952,571	7,952,571	100%

There have been no other transactions involving key management personnel.

**Note 22 - Parent Entity**

The following information has been extracted from the books and records of the parent, FeOre Limited and has been prepared in accordance with Accounting Standards.

The financial information for the parent entity, FeOre Limited has been prepared on the same basis as the consolidated financial statements except as disclosed below.

## NOTES TO THE FINANCIAL INFORMATION

## Note 22 - Parent Entity (continued)

*Investments in subsidiaries*

Investments in subsidiaries are accounted for at cost in the financial statements of the parent entity.

**Statement of Financial Position**

	2013 US\$'000	2012 US\$'000
Assets		
Current Assets	22,757	28,017
Non- current assets	49,292	47,152
Total Assets	72,049	75,169
Liabilities		
Current liabilities	24,876	24,913
Total liabilities	24,876	24,913
Equity		
Issued capital	52,600	52,600
Share-based reserve	776	776
Accumulated losses	(6,203)	(3,120)
Total Equity	47,173	50,256

**Statement of Comprehensive Income**

Total loss for the period	(3,083)	(3,120)
Total comprehensive income	(3,083)	(3,120)

Details of contractual commitments have been included at Note 19.

**Note 23 - Reconciliation of Cash Flow to the Operating Loss**

	1-Jul-12 To 30-Jun-13 US\$'000	1-Aug-11 To 30-Jun-12 US\$'000
Operating loss	(3,983)	(3,404)
Depreciation	54	13
Exchange realignment	2,302	-
Share-based employee remuneration	-	776
Acquisition costs	-	533
IPO related costs	-	1,126
(Increase)/decrease in receivables and other assets *	769	(1,541)
Increase/(decrease) in creditors *	(157)	1,734
	(1,015)	(763)

\* Reconciliation is presented after adjustments for balances acquired through business combination and balances related to exploration activity.



**Note 24 - Company Details**

The registered office of the Company is:

FeOre Limited

Clarendon House

2 Church Street

Hamilton, HM 11, BERMUDA

The principal place of business of the Company is:

FeOre Limited

62/F, The Center, 99 Queen's Road Central, HONG KONG

## ANNUAL FINANCIAL STATEMENTS

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### DIRECTORS' DECLARATION

In accordance with a resolution of the directors of Feore Limited, I state that:

In the opinion of the directors:

- (a) the financial statements and notes of the Group:
  - (i) present fairly the Group's financial position as at 30 June 2013 and of its performance for the year ended on that date; and
  - (ii) comply with Australian Accounting Standards;
- (b) the financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 1; and
- (c) there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

On behalf of the Board



Director: .....

Dated: 27 September 2013

## AUDITOR'S INDEPENDENCE DECLARATION

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Ernst & Young  
680 George Street  
Sydney NSW 2000 Australia  
GPO Box 2646 Sydney NSW 2001

Tel: +61 2 9248 5555  
Fax: +61 2 9248 5959  
ey.com/au

### Auditor's Independence Declaration to the Directors of Feore Limited

In relation to our audit of the financial report of Feore Limited for the financial year ended 30 June 2013, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the Australian professional accounting bodies.

A handwritten signature in black ink that reads 'Ernst &amp; Young'.

Ernst & Young

A handwritten signature in black ink that appears to read 'A. Ivanyi'.

Anton Ivanyi  
Partner  
Sydney

27 September 2013



Ernst & Young  
680 George Street  
Sydney NSW 2000 Australia  
GPO Box 2646 Sydney NSW 2001

Tel: +61 2 9248 5555  
Fax: +61 2 9248 5959  
ey.com/au

### Independent auditor's report to the members of Feore Limited

#### *Report on the financial report*

We have audited the accompanying financial report of Feore Limited which comprises the consolidated statement of financial position as at 30 June 2013, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated 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 of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

#### *Directors' responsibility for the financial report*

The directors of the company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards 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 1, 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 and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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 Australian professional accounting bodies.



### **Opinion**

In our opinion:

(a) the financial report presents fairly, in all material respects, the financial positions of the company and the consolidated entity as of 30 June 2013 and their financial performance and cash flows for the year then ended in accordance with Australian Accounting Standards.

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

### **Material Uncertainty Regarding Continuation as a Going Concern**

Without qualifying our opinion, we draw attention to Note 1(b) in the financial report which describes the principal conditions that raise doubt about the entity's ability to continue as a going concern. As a result of these matters there is significant uncertainty whether the company will continue as a going concern 12 months from the date of the report, and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report. The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the company not continue as a going concern.

The Ernst &amp; Young logo is shown in a stylized, handwritten font.

Ernst & Young

A handwritten signature, likely of Anton Ivanyi, is shown.

Anton Ivanyi  
Partner  
Sydney

27 September 2013



## ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES

The following additional information is required by the Australian Stock Exchange Limited in respect of listed public companies only.

The shareholder information set out below was applicable as at 19 September 2013.

### DISTRIBUTION OF SHAREHOLDERS

Analysis of numbers of equity securities holders by size of holding:

Category (size of holding)	Total Holders	Units	% of Issued Capital
1 – 1,000	5	113	0.00%
1,001 – 5,000	2	7,000	0.00%
5,001 – 10,000	33	264,606	0.05%
10,001 – 100,000	131	5,899,732	1.12%
100,001 – and over	99	522,938,550	98.83%
<b>Total</b>	<b>270</b>	<b>529,110,001</b>	<b>100%</b>

The number of shareholders held in less than marketable parcels is 40.

### SUBSTANTIAL SHAREHOLDERS

	Fully Paid Ordinary Shares	
	Number	Percentage
Fronterre Limited	34,380,801	6.50%
Colville Management Limited	31,574,205	5.97%
Craddock Worldwide Company Ltd	31,574,205	5.97%
Colfax Tradecorp Ltd	31,293,546	5.91%
Merchant Holdings Group Limited	28,880,415	5.46%
Jumilia Limited	28,065,960	5.30%
Kennewick Business Limited	28,065,960	5.30%
<b>Total</b>	<b>213,835,092</b>	<b>40.41%</b>

### VOTING RIGHTS

The voting rights attached to each class of equity securities are as follows:

#### Ordinary shares

- Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

#### Options

- Options do not carry a right to vote.

## ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES

### TWENTY LARGEST SHAREHOLDERS – ORDINARY SHARES

The shareholder information set out below was applicable as at 19 September 2013.

Rank	Name	Number of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
1	Gleneagle Securities Nominees Pty Limited	93,672,796	17.70%
2	Frountere Limited	34,380,801	6.50%
3	Colville Management Limited	31,574,205	5.97%
4	Craddock Worldwide Company Ltd	31,574,205	5.97%
5	Colfax Tradecorp Ltd.	31,293,546	5.91%
6	Merchant Holdings Group Limited	28,880,415	5.46%
7	Jumilia Limited	28,065,960	5.30%
8	Kennewick Business Limited	28,065,960	5.30%
9	Mr. Zhang Su	22,800,000	4.31%
10	Sun Hung Kai Investment Services Ltd <Clients A/C>	20,000,000	3.78%
11	UBS Nominees Pty Ltd	19,208,238	3.63%
12	National Nominees Limited	18,277,918	3.45%
13	Red Star Developments Pte Ltd	18,177,308	3.44%
14	Raymond Securities Limited	14,032,986	2.65%
15	Carr-Billington Investments Ltd	14,032,980	2.65%
16	Stirsgill Holdings Limited	14,032,980	2.65%
17	Project Alliance Limited	9,088,654	1.72%
18	Brispot Nominees Pty Ltd <House Head Nominee No 1 A/C>	7,431,761	1.40%
19	HSBC Custody Nominees (Australia) Limited	5,902,000	1.12%
20	Citicorp Nominees Pty Limited	4,620,001	0.87%
<b>Total</b>		<b>475,112,714</b>	<b>89.79%</b>

### RESTRICTED SECURITIES

The number and class of restricted securities and securities subject to voluntary escrow that are in issue are as follows:

Ordinary Shares	Number of shares
Escrow until 15/12/2013	283,508,001
Escrow until 7/12/2013 (inclusive of a voluntary escrow period from 8/12/2012 to 7/12/2013)	22,800,000
<b>Total</b>	<b>306,308,001</b>

Options	Number of options
Escrow until 15/12/2013	5,435,046
Escrow until 15/12/2014 (inclusive of a voluntary escrow period from 16/12/2013 to 15/12/2014)	2,717,525
<b>Total</b>	<b>8,152,571</b>

## **ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES**

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### **COMPANY SECRETARY**

Dion Cohen

### **REGISTERED OFFICE**

Clarendon House  
2 Church Street  
Hamilton HM 11, Bermuda

### **HEAD OFFICE**

62/F, The Center  
99 Queen's Road Central  
Hong Kong  
Tel: +852 3960 6518

### **SHARE REGISTRY**

Computershare Investor Services Pty Limited  
Level 4, 60 Carrington Street  
Sydney NSW 2000  
Australia  
Tel +61 2 8234 5000

### **STOCK EXCHANGE LISTING**

Quotation has been granted for all the ordinary shares of the Company on all member exchanges of the Australian Stock Exchange Limited.

### **ON-MARKET BUY-BACK**

There is no current on-market buy-back in respect of the Company's shares.