TopTung Limited

ANNUAL REPORT 2015

ABN 12 118 788 846

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CORPORATE DIRECTORY

Board of Directors

Mr Leon PRETORIUS
(Executive Chairman)
Mr Dennis LOVELL
(Non-Executive Director)
Mr Josh PUCKERIDGE
(Non Executive Director)

Company Secretary

Mr Michael MEINTJES

Registered Office

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Telephone: (07) 3232 3405
Facsimile: (07) 3232 3499
Email: info@toptung.com.au

Principal Place of Business

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Brisbane QLD 4000

Bankers

National Australia Bank
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Brisbane QLD 4000

Country of Incorporation

Australia

Auditor

BDO Audit Pty Ltd
Level 10,12 Creek Street
Brisbane QLD 4000
Telephone: (07) 3237 5999
Facsimile: (07) 3221 9227

Share Registry

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123 Eagle Street
Brisbane QLD 4000
Free Call: 1300 737 760
Telephone: (02) 9290 9600
Facsimile: (02) 9279 0664
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Home Exchange

Australian Securities Exchange Limited (ASX)
Exchange Centre
20 Bridge Street
Sydney NSW 2000

ASX Code
TTW

Website:
www.toptung.com.au

CHAIRMAN'S LETTER

Dear Fellow Shareholders,

Since the removal of the former Managing Director / Chief Executive Officer together with the resignation of the entire former Board of Krucible Metals Limited (ASX:KRB) in November 2014 it has been a very busy and demanding period for your new Board.

Without repeating many of the issues that have already been disclosed regarding the former Board and managements' errors and shortcomings; the most devastating event has been the guilty verdict handed down by the Northern Territory Judicial system against the Company. This verdict includes a $300,000 fine and convictions levelled at the Company and present Directors for the conduct of the previous Board and Management. The Company has appealed the fine, but it is likely the convictions will stand.

Since taking over the Company's management, the new Board has set about rationalising all facets of the Company. A comprehensive review of all the exploration assets was completed and, unfortunately, no future exploration value or joint venture potential was evident and all the tenements were relinquished. Outstanding rehabilitation was completed and final technical reports have been lodged with and accepted by the respective Government Departments.

Another time consuming issue has been the compilation of Corporate Governance and Standard Operating Procedure manuals and documents which were not in place.

The Townsville office premises were sold and the Company head office moved to Brisbane.

Acquisition of the Torrington Tungsten and Topaz project in Northern NSW was completed.

Shareholders approved the Company name change from Krucible Metals Limited to TopTung Limited (ASX: TTW) to better reflect the new Tungsten and Topaz direction the Company has taken.

A five cent per share capital return to shareholders amounting to approximately $4 million was carried out. This was completed after an extensive review of the best return for shareholders given the state of the Company and equity and commodities markets. I am proud of the new Board carrying out this significant return of capital to shareholders as it evidences the new Board's clinical approach to delivering the best outcome to the Company's shareholders.

The Company now has available cash resources of just over five million dollars which the Board estimate will be sufficient to meet its requirements over the next few years so allowing the Torrington project to be fully assessed to feasibility stage.

The Board believes the Torrington project has good resource and development potential, albeit that the permitting and approval delays to allow drilling and physical exploration to commence is frustrating. Drilling is not expected to commence before March 2016.

CHAIRMAN'S LETTER (cont)

Until relatively recently the tungsten price has been robust and seemed to be immune to the broad decline in commodity prices, this has recently changed. The present substantially lower price has come about mainly due to the large amount of tungsten reportedly held by the Chinese FANYA Metals Exchange, which has been experiencing financial difficulties and uncertainties. These have caused APT (the traded downstream tungsten product) prices to decline by around 50%. The consensus view of market participants is that this decline in the APT price is a short-term anomaly and a solid price recovery is expected in 2016.

Whilst concerned about the short-term ATP price, your Board of Directors believe that the medium to longer term fundamentals of the tungsten market remains very positive.

Discussions have been held with metallurgical engineering and research groups to carry out laboratory test work on available one tonne composite samples to confirm grind-size, recoveries and concentrate purity. Once proposals and quotes are assessed a decision will be made to progress this aspect of the feasibility study work programme in the interim.

All the previous topaz research has been reassessed and contact is being re-established with potential consumers and others. It is possible that some verification test work will be required on existing concentrate material to have a competent person's summary report done on all the previous research results as a marketing report.

In closing, I would like to thank you as shareholders for your ongoing support in what we believe to be a new and exciting future direction for our Company.

Leon Pretorius

Executive Chairman

DIRECTORS' REPORT

TopTung Limited ("the Company" or "TopTung") (previously Krucible Metals Limited) is an Australian company listed on the Australian Securities Exchange Limited (ASX) with code TTW (previously KRB). The Company has two wholly owned subsidiaries, Korella Phosphate Pty Ltd and Torrington Minerals Pty Ltd which collectively form a consolidated group ("Group").

The Directors present their report together with the financial statements of the Company and Group for the year ended 30 June 2015 and the auditor's report thereon.

Directors

The directors of the Company and Group at any time during the financial year and until the date of this report are as below. Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

Leon Pretorius BSc (Hons) MSc PhD FAusIMM (CP) MAIG PrNatSci - Executive Chairman

Appointed 11 November 2014

Dr Pretorius is a Geochemist with 44 years' international mineral and mining experience.

Since settling in Brisbane in 1978 he has worked on varied commodities with discovery **success in gold, industrial minerals and uranium both in Queensland and southern Africa.** Mining and processing experience has been gained in Gold, Industrial Minerals, Uranium and Tungsten.

Corporately, he has also been involved as a public listed company director in Australia and overseas since 1985 and in the ten years prior to joining TopTung's Board as its Executive Chairman, he was a Director of ASX listed Paladin Energy until April 2005; Managing Director of Deep Yellow Limited until March 2010; and, Executive Chairman of Carbine Tungsten until July 2013.

Dennis Lovell CA - Non-Executive Director (Joint Company Secretary- 11 November 2014- 26 February 2015)

Appointed 11 November 2014

Mr Lovell is a Chartered Accountant with extensive experience in corporate financial management in a range of industries including mineral exploration, mining, manufacturing and wholesale and retail operations in Australia and overseas. He has consulted to a number of ASX listing and capital raising projects and has acted as company secretary, CFO and financial director to a number of public listed companies.

He was one of the founding directors of Krucible Metals Ltd (ASX: KRB) from the time of the IPO in 2007 and served as a non-executive Director, Company Secretary and CFO until resigning in 2012.

He was also the Company Secretary and CFO of Pacific Niugini Ltd (ASX:PNR) from 2009 until 2015.

Josh Puckridge B.Comm. - Non- Executive Director (Joint Company Secretary- 11 November 2014- 26 February 2015)

Appointed 11 November 2014

Mr Puckridge is a Corporate Finance and Funds Management Executive with significant experience within capital raisings, mergers, acquisitions and divestments of resources

DIRECTORS' REPORT (cont)

projects by ASX listed companies. Mr Puckridge currently serves as a Director of Discovery

Resources Limited and Naracoota Resources Limited and was a founding Director and Secretary of Windward Resources Limited.

Former Directors

Sean Kelly LL.B. – Non-Executive Chairman

Appointed 9 May 2012

Resigned 10 November 2014

Sean Kelly is a solicitor admitted to practise in the Supreme Court of Queensland and the High Court of Australia. Since 2002 Sean has held the position of commercial litigation partner for the long established and respected Townsville based legal firm, BCK Lawyers.

With extensive experience in all facets of litigation and a particular emphasis on advocacy, Sean regularly appears in court including the Supreme Court of Queensland and the Queensland Court of Appeal where he has been personally involved in a number of reported decisions. Sean also has extensive experience in mediation and negotiation.

Allan Branch – Managing Director & CEO

Appointed 1 May 2012

Removed 11 November 2014

Allan Branch has prior experience in the mining and resources sector including projects with Creat Resources Holdings and Minecom International. Mr Branch was also on the Executive Council of the Association of Mining and Exploration Companies (AMEC) and the Queensland Advisory Council`.

Ray Koenig AusIMM Chartered Professional, FAusIMM – Non-Executive Director

Appointed 9 July 2009

Resigned 10 November 2014

Ray Koenig has 46 years' experience in the mining industry in managerial roles in operations and in the engineering and construction sector. These roles have included the development of a number of major projects from greenfield to on-going operations in base metals, gold, industrial minerals, coal and iron ore.

Prior to joining GHD, Ray was the General Manager for Australian Magnesium Corporation at Gladstone in Central Queensland and was engineering manager for QMAG, from feasibility to production of refractory magnesia, the only project of its type operating in Australia. During the 1980's Ray was the Chief Metallurgist for Fluor Australia where his projects included feasibility studies and design and developments for Olympic Dam, Selwyn Copper, Hilton lead zinc concentrator and developments at Robe River and Channar Iron Ore.

Andrew Vigar BSc (App. Geo.), FAusIMM, MSEG – Non-Executive Director

Appointed 23 May 2014

Resigned 10 November 2014

Andrew Vigar has 34 years of experience in the minerals industry covering areas from regional exploration to mining, corporate and finance. He held Company positions with Utah,

DIRECTORS' REPORT (cont)

Emperor, WMC and CRAE prior to commencing consulting in 1996 as Vigar & Associates which became part of SRK Consulting where he built and managed the Brisbane practice. He left SRK in 2003 to pursue a range of mining related interests, including the formation of Mining Associates, Forum Pacific and the Brisbane Mining Club and founded the ASX listed Drummond Gold in 2007. He returned to Mining Associates as a Director in 2009.

He was a national councillor of the AusIMM in 2000 and Chairman of the International Mine Geology 2000 and 2003 conference committees. He is the past Chairman and current member of the AusIMM Geoscience Committee. He is the Chairman of the Brisbane Mining Club and a non-executive director of Alligator Energy Ltd.

Other Appointments Recorded on the Public Record

Whilst the following individuals consented and are on the public record as directors of the Company, their appointment was deficient under the powers bestowed on a director under the Constitution. The names of these individuals and the period recorded for their appointment and resignation are listed in this report for completeness.

Individuals recorded as non-executive directors: Miriam Bester, Alexander Vail, Morris Hansen.

Appointed 10 November 2014 and Resigned 11 November 2014

Company Secretary

Michael Meintjes BCom (Hon), ACA, GradDipAppFin

Appointed 8 August 2012

Resigned 10 November 2014

Reappointed 26 February 2015

Michael Meintjes (Mike) has significant experience in public company financial reporting and compliance with more than 29 years of experience in professional services including 25 years of experience in the Australian resources sector. He has extensive knowledge in risk management, corporate governance, audits and due diligence in accounting and commercial acquisition scenarios.

Mike was previously a partner of Ernst & Young Australia and is currently also the Company Secretary for Alligator Energy Limited (ASX: AGE).

His industry experience has primarily been with mining and metals, oil and gas and mining services sectors in both Australia and overseas. During his professional services career he was an advisor to a number of ASX listed companies including a number in the exploration and evaluation phase.

DIRECTORS' REPORT (cont)

Principal Activities

The principal activities of the Group during the financial year were:

(a) mineral exploration on the Group's existing tenement holdings and evaluation of the ongoing prospectivity; and

(b) the acquisition of exploration tenements and the carrying out of mineral exploration activities on those tenements

There were no significant changes in the principal activities during the year.

Operating Results

The net operating loss of the Group was $3,229,328 (compared with 2014: profit $6,813,982)

Operating and Financial Review

(a) Operations

TopTung is a Junior Explorer in the high-risk, high-reward Australian mining industry
At the beginning of the financial year the Group had 15 tenements including 12 granted tenements and 4 applications in West and WNW Queensland and 1 tenement in the Northern Territory adjacent to the Queensland border.

In early November 2014, the Company underwent a complete change of its Board of Directors and management with removal of the Company's Chief Executive Officer by way of shareholder voting based on a s249D notice at the 2014 Annual General Meeting.

The new Board of Directors immediately commenced a strategic review of the Group's operations, including a full technical review of the Company's exploration projects by a consultant in conjunction with management. This review confirmed that the Company did not have an ongoing Rare Earth Elements (REE) project despite numerous claims to this effect made by the Company's previous Board and Management. In addition market clarification was made regarding the incorrect claims of a copper discovery on the Tobermorey project in the Northern Territory in ASX announcements on 23 and 27 October 2014, including an unjustified pre-announcement trading halt.

Concurrently with the technical review the Board also reviewed the Company's outstanding trade liabilities (such as unpaid drilling and legal fees etc) present at the time of the new Boards' arrival and settled all known potential claims of a material nature against the Company for unpaid expenditures.

It was established, even after the new Board negotiated reduced payments to certain third parties, that in excess of A$497,000.00 was incurred in direct costs relating to the unjustifiable drilling and related activities undertaken on the Company's Toomba and Tobermorey project areas by the previous Board and management.

On completion of the technical review, it was determined that although the majority of the tenements had been sufficiently explored to the point that the Company could not warrant any further exploration expenditure, there were a few project areas that may attract Joint Venture interest. The Company subsequently relinquished all of its Queensland and Northern Territory holdings after no interest was expressed by parties reviewing our data. At the time of relinquishment all statutory requirements had been met, including rehabilitation.

DIRECTORS' REPORT (cont)

Operating and Financial Review (cont)

The technical evaluation resulted in the Board resolving to write off the balance of the capitalised exploration and evaluation expenditure at 31 December 2014, resulting in an impairment charge of $2,735,675.

At that time of completing the strategic review, the Board resolved to pay out the recently arranged $320,000 bank mortgage loan over the new Townsville office premises. These premises were subsequently sold for a loss of $121,710 during the financial year.

On 26 February 2015, the Board, after considering the appropriate capital structure for the Company going forward, concluded that a return of capital to shareholders of $0.05 per share (approximately $4 million) (Return) was appropriate. The Return was approved by shareholders in a general meeting held subsequent to year end and the payment processed on 27 August 2015.

After evaluating a number of projects (Australia-wide and two offshore) under confidentiality agreements it was decided to focus on the Torrington historic tungsten mining area held under exploration licences by Resolve Geo (Pty) Limited (Resolve) in north-eastern New South Wales. The Company reached agreement with Resolve to acquire 100% of EL 8258 and EL 8355 as announced to the ASX on 15 April 2015. This transaction was completed subsequent to 30 June 2015 and will be the principal focus of the Group's activities going forward.

As part of the acquisition, Resolve's technical personnel will be contracted to conduct the exploration at Torrington under TopTung's direction. As a result of this and the Group's change in direction the two technical staff members in Townsville were retrenched. The Group also commenced planning for relocating its office to Brisbane which is the closest city to Torrington. A single office space has been sublet from Resolve in their inner city premises and the transition completed on 31 August 2015. The long serving Townsville office manager was offered the same position in Brisbane once that office was closed, but she unfortunately declined the relocated appointment**.**

A detailed aerial LiDAR survey using an aircraft equipped with two lasers was completed in March 2015 and Resolve's in-house interpretation of the data and compilation of the detailed topographic maps is underway. Due to the use of two lasers the resolution accuracy is approximately 5cm and this data has been invaluable in positioning the previous drill holes and workings, both of which allowed for most of the historic data to be included in the existing JORC Code resource estimate. This was completed and announced subsequent to the end of the year.

The management and Resolve employees have commenced field mapping and compiling drill programmes for inclusion in the submission to the DRE for approval of its planned exploration activities under its Reviews of Environmental Factors (REFs). It is envisaged that the REF procedures and applications will commence in September 2015 and that the process could take 4 to 6-weeks.

Although Resolve had received certain clearances (specifically over the Torrington State Forest) for their ELs these were deemed to have lapsed or ceased due to certain subsequent events deemed as a "future act" (Native Title Act 1993 No. 110, 1993 as amended: Part 2 Native Title Division 3 'Future acts etc. and Native Title').This also means the "right to negotiate" or RTN process previously undertaken by Resolve lapsed. This means the RTN process will need to be followed by the Company again for any activities

DIRECTORS' REPORT (cont)

Operating and Financial Review (cont)

that are to be undertaken on land where Native Title has not been extinguished. This Government-run 6-month process could only be applied for after transfer of the ELs to Torrington Minerals had been registered and due to other unforeseen statutory delays will now only occur in fortnightly Koori Mail on the 23 September and 7 October 2015.

The Company has gone through the NSW Protocol and checklist for proof of extinguishment of Native Title on freehold land where it plans to conduct exploration and is awaiting the proof of extinguishment report. This will allow the Company to apply for other permits and approvals to commence drilling activities, but pending timing and additional costs incurred in splitting the programme between the State Forrest and private land it may be prudent to delay any activity until approvals are in place for the complete programme to take place.

Either way, the drilling program will be designed to further expand on the present JORC Code resource areas and to evaluate potential continuation of mineralisation under cover between them which has not previously been tested. Both the RC and diamond drilling rigs to be employed will have a small footprint to minimise environmental disturbance and given that the holes are not expected to exceed 50m deep this will be possible. Diamond drilling will use mobile mud tanks. It is estimated that the programme will entail in the order of 13,000m of RC and 3,000m of diamond drilling.

The Company's stated aim to develop a project processing in the order of 500,000 to 750,000 tpa of ore requires proven resources of up to 10Mt to allow for a 10-year project life with production of approximately 1,000 tpa of WO_3.

Following the acquisition of the Torrington Tungsten Project, the Board resolved to change the Company's name to TopTung Limited to be consistent with the new exploration focus on Tungsten (and Topaz). This change of name was approved by shareholders subsequent to year end.

The Company received a summons from the Northern Territory Department of Mines and Energy on the 25th June 2015 concerning a breach of the Mining Management Act (NT) relating to illegal exploration activities permitted by the previous Board and management. Subsequent to year end the Company was found guilty and a fine of $300,000 applied. The Company has appealed this verdict on the basis that it is excessive when considering the successful completion of rehabilitation of all disturbed areas by the Company as well as the relativity when consider other prosecutions under this Act for more serious transgressions.

(b) Operating Loss

Key financial variances relating to the 2015 financial year include the following:

- Increase in interest received from $188,296 to $258,240
- Reduction in Other income as a result of not selling any of the Company's mineral tenements during the year (2014: phosphate asset sale income of $8,470,537)
- Disposal of the Townsville premises acquired by the previous Board for a loss of $121,710
- Provision recognised for the fine applied by the Court of Jurisdiction in the Northern Territory as a result of a breach of the Mining Management Act (NT) of $300,000. This is currently under appeal.

DIRECTORS' REPORT (cont)

Operating and Financial Review (cont)

- Impairment charge on abandoning all Queensland and Northern Territory tenements in order to focus purely on the Torrington Tungsten Project being acquired from Resolve Geo Pty Ltd- $2,735,677

An operating loss after tax of $3,229,328 includes a write back of the deferred tax liability relating to the capitalised exploration and evaluation expenditure which was impaired during the year ($618,809) as well as an overprovision for income tax as a result of being able to claim Div 40H deductions for exploration and evaluation expenditure in prior years ($146,969).

The Group's overall employment costs and administrative overheads reduced by $75,994 on the prior year as a result of the removal of the previous Managing Director in early November 2014 and engaging an Executive Chairman on more favourable terms, reduction of the permanent workforce by two technical personnel at the end of April 2015 and a focus on minimising overhead expenditure. This reduction would have been more significant if the previous Board of Directors had not expended significant Company funds on defending an s249D Notice seeking to remove the previous Managing Director.This involved incurring direct cost of $127,300 comprising share registry mail-out costs, legal fees and fees for professional proxy hunters and shareholder lobbyists and do not take into account other internal costs such as management time and corporate overheads. The current Board believes that the costs incurred were excessive and, as was clearly demonstrated by the number of shareholder votes overwhelmingly supporting the issuer of the 249D notice, were not in the best interests of the Company and its shareholders.

The Group's interest revenue increased by $69,944 during the financial year due to the higher cash balances from the phosphate sale proceeds which were received part way through the previous financial year.

(c) Financial Position

Key financial variances relating to the 2015 financial year include the following:

- Net assets decreased- $3,222,270
- Cash balance at year end $9,424,500

Net assets decreased by 25% during the financial year. This is principally as a result of the strategic review of the Company's tenement holdings in Queensland and Northern Territory that occurred in December/January of the financial year. Based on the outcome of this review it was decided to cease any further expenditure and to seek joint venture partners or to relinquish the holding. As a result the capitalised exploration and evaluation expenditure at 30 June 2014 of $2,062,774 was impaired reducing the Company's net asset position.

Cash balances (including term deposits with a maturity of > 3months) reduced by approximately $1.505m during the financial year as a result of funding overhead expenditure outflows of approximately $580k and exploration expenditure of $972k. All funds at 30 June 2015 have been invested on a short term basis in deposits with financial institutions holding sound credit ratings.

The Company has made recoupable advances on the acquisition of the Torrington Tungsten Project during the year and had a receivable at 30 June 2015 of $223,829. This transaction was completed subsequent to year end.

DIRECTORS' REPORT (cont)

Operating and Financial Review (cont)

The Group has disposed of the property acquired during 2014 in Boundary Street in Townsville realising proceeds (together with some minor equipment and furniture sales) of $534,214. As a result the written down balance of property plant and equipment at 30 June 2015 reduced by $501,828 to $117,573.

The Group has recognised a provision for fines and penalties of $300,000 which is the major liability at 30 June 2015 (see Operating Loss above for more detail).

The outstanding lease liability and mortgage liabilities were extinguished during the financial year.

(d) Business Strategies and Prospects for Future Financial Years

(i) Core Business Activities

The company has acquired the Torrington Tungsten Project (and Topaz) (see ASX announcements for details) following the Company's new Board's decision to concentrate on one advanced exploration project as the future direction of the Company. It is estimated that the planned fully funded aggressive exploration drilling program will lead to mine development and production within a 5-year timeframe subject to results, approvals and financing.

(ii) Exploration Strategy and Project Risks

As above, once the Company has received Departmental permits and approvals it will undertake an aggressive exploration drilling programme. Pending timing and then prevailing drilling costs, it is estimated that the programme will entail in the order of 13,000m of RC and 3,000m of diamond drilling. This initial drilling programme will be designed to further expand on the present JORC Code resource areas and to evaluate potential continuation of mineralisation under cover between them, which has not previously been tested. The Company's stated aim is to develop a project processing in the order of 500,000 to 750,000 tpa of ore which requires proven resources of up to 10Mt to allow for a 10-year project life with production of approximately 1,000 tpa of WO3. This equates to about double the amount of presently known resources.

The Torrington area has been subjected to intermittent mining for tungsten for more than 100 years and the metallurgical recovery is known to be by simple gravimetric processing, hence removing one of the major project risks.

Commodity prices are of concern to any mineral Company, but tungsten is not a bulk commodity and not dominated by large multinationals and is also a recognised strategic mineral by most western countries given the dominance of China in the mining and production of tungsten and its compounds.

DIRECTORS' REPORT (cont)

Operating and Financial Review (cont)

The biggest hurdle facing the Company is the extraordinary time required in the NSW permitting and approvals processes. This risk needs to be managed very closely as the project evolves.

In summary the key risks to be managed over the forthcoming year, include:

- Regulatory compliance with permitting obligations and retaining the Company's ELs in good standing
- Contractor management during the drilling program
- Occupational Health and Safety at the project site
- Community Relations
- Resource estimation
- Evaluation of economic processing technologies

(e) Administration and Organisational

TopTung Limited is proud to be an equal opportunity workplace with 33% female personnel at 30 June 2015. There are no females on our board of directors and no Indigenous Australians on the board or on staff.

Dividends

No dividends have been paid or declared by the company since the end of the previous financial period and no dividend will be paid for the current financial year.

Options

At the date of this report the listed and unlisted and unexercised options over ordinary shares of the Company were:

Number	Type	Exercise price	Expiry date
Listed			
11,556,919	Bonus	0 cents	23 January 2016
Unlisted			
1,500,000	Other	11.96 cents	28 November 2015

DIRECTORS' REPORT (cont)

Operating and Financial Review (cont)

During the financial year 141,178 listed bonus option holders exercised their right to acquire fully paid ordinary shares in the Company at a price of 5 cents per share.

No option holder has any right under the options to participate in any other share issue of the company or any other entity.

Environmental Regulation

The company's operations are subject to significant environmental regulation principally under the provision of the Mineral Resources Act (1989) (MRA), the Code of Practice on Environment Management for Exploration Permits and Mineral Development Licences and the Environmental Protection Act (1994) (EPA).

The company believes it has met its obligations in all areas with the exception of the matter raised in Subsequent Events below in relation to the Mining Management Act (NT).

Significant Changes in the State of Affairs

Other than as disclosed in this report, in the opinion of the directors there were no significant changes in the state of affairs of the company during the financial year under review.

Events Subsequent to Balance Date

Subsequent to year end the Group received approval from shareholders in general meeting for a Capital Return of 5 cents per share. This Return totalling $4,027,553 was paid on 27 August 2015 to all shareholders registered at the Record Date of 20 August 2015.

On 14 August 2015, shareholders in general meeting approved the change of the company name to TopTung Limited. This change of name was registered by ASIC on 16 August 2015 and became effective for trading on the ASX on 31 August 2015.

On 24 August 2015, the transaction to acquire EL8355 and EL8258 (collectively the Torrington Tungsten Project) from Resolve Geo Pty Ltd was completed and the Tranche 1 shares being 12m fully paid ordinary shares in the Company were issued. The Company has obtained approval from shareholders in general meeting to issue these shares together with the Tranche 3 shares of 6m. The Tranche 3 shares are only issued when the Company makes a Final Investment Decision on the project and applies for mining leases over the area. This decision and application needs to occur before 31 December 2017.

On 25 August 2015, the Court of Summary Jurisdiction handed down a verdict finding the Company guilty of the allegations pertaining to the breach of the Mining Management Act (NT) for drilling at the Tobermorey project in October 2014 and ordered the Company to pay a fine of $300,000. The Company has appealed this decision.

On 31 August 2015, the Company closed its office in Townsville and relocated to Level 8, 46 Edward Street, Brisbane.

Subsequent to 30 June 2015, option-holders have elected to convert 7,417,943 listed options with an exercise price post the Capital Return of nil cents to fully paid ordinary shares.

DIRECTORS' REPORT (cont)

Operating and Financial Review (cont)

There are no other events that have occurred subsequent to year end that are material or unusual in nature that are likely to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group in subsequent financial years.

Meetings of Directors

The table below sets out the number of meetings of directors held during the year ended 30 June 2015 and the number attended by each director:

Director	Meetings eligible to attend	Meetings attended
L Pretorius	10	10
D Lovell	10	10
J Puckridge	10	10
S Kelly	4	4
A C Branch	3	3
R L Koenig	4	4
A J Vigar	4	4

A meeting was not held during the period of office recorded for the invalidly appointed non-executive directors.

There were no separately constituted meetings of the Corporate Governance and Audit and Risk Management during the financial year. Owing to the limited size of the Board and the Company and its operations, these are combined with the normal Board Meetings of the Company.

The Remuneration Committee did not meet during the year ended 30 June 2015.

Remuneration Report (Audited)

This remuneration report, set out under the following main headings, has been audited:

(a) Remuneration policy

(b) Service contracts

(c) Remuneration details

(d) Share based payments

(e) Other transactions with KMP and their related parties

DIRECTORS' REPORT (cont)

Operating and Financial Review (cont)

(a) Remuneration Policy

A separate Remuneration Committee has not been established for the current financial year with all decisions regarding remuneration being made the full Board. The full Board is charged with the duties of considering and approving recommendations from management concerning non-executive director remuneration.

(i) The Board and the Remuneration Committee determines the remuneration policy in such a way that it:

- motivates directors and management to pursue the long-term growth and success of the Company within an appropriate control framework; and
- demonstrates a clear relationship between key executive performance and remuneration.

(ii) In performing its role, the Board and the Remuneration Committee is required to ensure that:

- the remuneration offered is in accordance with prevailing market conditions, and that exceptional circumstances are taken into consideration;
- contract provisions reflect market practice; and
- if targets and incentives are set they are based on realistic performance criteria.

(iii) The Board and the Remuneration Committee will also:

- overview the application of sound remuneration and employment practices across the Company; and
- ensure the Company complies with legislative requirements related to employment practices.

All remuneration paid to directors and executives is valued at cost to the company and expensed or capitalised (where exploration related). Shares issued to directors or executives are valued at the difference between the market price of the shares and the amount paid by the recipient. Options are valued using the Black-Scholes model.

Fees paid to non-executive directors are considered by the Board based on market rates for time, commitment and responsibility. These are reviewed regularly by the Board and independent external advice is sought when required. The maximum aggregate amount of fees that can be paid to non-executive directors is subject to shareholder approval and is currently set at $200,000 per annum.

To further align directors' interests with those of shareholders and in order to provide a reward for performance and to enable directors and key employees to participate in future

Company success, the Company utilises a Long Term Incentive Plan and may issue options or performance rights to

directors subject to shareholder approval. No director options were issued during the financial year and details of options previously issued are provided below.

DIRECTORS' REPORT (cont)

Operating and Financial Review (cont)

Other than the alignment between company performance and remuneration provided by the issue of options to directors as part of their remuneration, there were no other performance conditions set as part of director remuneration.

The Company has not used remuneration consultants during the year.

Relationship between the Remuneration Policy and the Company's performance

The Company has previously focussed on refinancing through a difficult economic climate, and is now focused on driving sustained growth in shareholder wealth, principally through mineral exploration, commercialisation of discoveries and joint ventures with or acquisition of revenue generating mining operations, each designed to increase the share price.

The mineral discovery focus of the Company is based on exploration and evaluation activities with the objective of proving up a resource that can be commercialised through development, joint venture or sale. Consequently there are sustained periods where a net operating loss is incurred. In the current year the Company's strategy was significantly advanced through the agreement to acquire the prospective Torrington Tungsten Project and to discontinue exploration on the Queensland and Northern Territory tenements.

Comparison of the operating profit/loss and the year-end share price for the previous five years is set out in the table below:

Financial Year	Net Operating Profit/(Loss) ($)	Share price at year end ($)
30 June 2015	(3,229,328)	0.071
30 June 2014	6,813,982	0.049
30 June 2013	(832,530)	0.057
30 June 2012	(2,217,396)	0.077
30 June 2011	(1,536,726)	0.205

No dividend was paid or share capital returned during the year

For details of the company's activities during the year, refer to the Operational and Financial Review section above in this report.

The following persons acted as Directors during the financial year and are considered to be key management personnel (KMP) of the company for the purposes of this report:

L Pretorius - Executive Chairman

D Lovell - Non Executive Director

J Puckridge - Non Executive Director

S Kelly - Non-Executive Chairman (resigned -10 November 2014)

DIRECTORS' REPORT (cont)

Operating and Financial Review (cont)

A C Branch - Managing Director & CEO (removed 11 November 2014)

R L Koenig - Non-Executive Director (resigned 10 November 2014)

A J Vigar - Non Executive Director (resigned 10 November 2014)

Three individuals are noted in this Report as having been included on the public record as non-executive directors of the Company. Their appointment was however deficient under the powers bestowed on a director under the Constitution. For purposes of completeness details of the individuals are noted below together with their dates of appointment and resignation. No remuneration was paid to these individuals and they did not hold shares or options in the Company during the recorded period of office.

Individuals recorded as non-executive directors: Miriam Bester, Alexander Vail, Morris Hansen. Appointed 10 November 2014 and Resigned 11 November 2014.

In addition the Company Secretary, who is also the principal financial advisor to the Company, is regarded as a KMP.

M C Meintjes – Company Secretary

There were no other key management personnel or executives of the Company during the financial year.

(b) Service Contracts

The employment conditions of the Executive Chairman, ex-Managing Director & CEO and the Company Secretary in office for the financial year have been formalised in contracts as follows:

Name	Position	Agreement Type	Duration	Termination notice period
L E Pretorius	Executive Chairman	Consultancy Agreement	No fixed term	3 months
M C Meintjes	Company Secretary	Consultancy Agreement	No fixed term	4 weeks

On termination, directors are entitled to receive their statutory entitlements of accrued annual and long service leave, together with any superannuation benefits. No other termination benefits are payable.

Contracts do not provide for pre-determined compensation values. Compensation is determined in accordance with the remuneration policy set out above. The manner of payment is considered on a case by case basis and is generally a mix of cash and non-cash benefits.

Remuneration of the Executive Chairman is by way of consulting fees paid to Opaline Gold Pty Ltd (a company associated with L E Pretorius) for the services provided to the company

DIRECTORS' REPORT (cont)

Operating and Financial Review (cont)

at a rate of $12,000 (excluding GST) per month commencing on 11 November 2014. Furthermore the contract states that although the Executive Chairman has a residence in Perth, he may from time-to-time choose to reside in Southern Africa and if this is the case up to three return business class airfares will be reimbursed to him by the Company for himself and similarly for no more than one family member, i.e. a total of 6 return airfares during any one 12-month period. This may be varied by the Board if additional overseas travel for the Company's business is required and may be included in the planned trips to Southern Africa. These airfares have no monetary value if not utilised and do not accrue. No airfares have been claimed and/or paid for a family member to 30 June 2015. Fees paid to Opaline Gold Pty Ltd for the financial period from 11 November 2014 totalled $92,000.

Remuneration of the previous Managing Director & CEO was by way of consulting fees paid to International Organics Pty Ltd (a company associated with A C Branch) for the services provided to the company at a rate of $21,000 (excluding GST) per month commencing on 1 May 2012 and subject to market rate reviews. Fees paid to International Organics Pty Ltd during the financial year totalled $91,700 (2014: $254,023) excluding GST and have been included in the remuneration report. The services contract also required the issuance of 500,000 options to the ex-Managing Director & CEO under the Long Term Incentive Plan.

Shareholder approval was obtained for the issuance of these options at the 2012 Annual General Meeting and the options were subsequently issued. These options were cancelled on removal of AC Branch as a director and consultant of the Company.

Remuneration of the Company Secretary is by way of fees paid for secretarial, accounting and administration services provided to the Company and invoiced on an hourly basis. Fees paid to M C Meintjes during the financial year totalled $71,116 (2014: $52,978) excluding GST.

In addition R L Koenig, a Non-Executive Director, provides technical consulting services which are invoiced to the Company by Koenig Consulting Pty Ltd (a company associated with R L Koenig) on an hourly basis. Fees paid to Koenig Consulting Pty Ltd during the financial year totalled $1,296 (2014: $9,022) excluding GST. The total amount has been included in the Remuneration Report, together with the non-executive directors' fees for the year of $14,711 (2014:$36,603).

(c) Remuneration Details

2015 Directors	Short term benefits			Post employment benefits	Share based payments	Total	% Total issued as options	% Total performance related
	Salary & Fees	Cash bonus	Non-cash benefit	Super - annuation	Options			
	$	$	$	$	$	$	%	%
L Pretorius	92,000	-	-	-	-	92,000	-	-

D Lovell	25,555	-	-	2,428		27,983	-	-
J Puckridge	25,555	-	-	2,428		27,983	-	-
S Kelly	23,645	-	-	2,100	-	25,745	-	-
A C Branch	91,700	-	-	-	-	91,700	-	-
R L Koenig	16,007	-	-	1,398	-	17,405	-	-
A J Vigar	14,711	-	-	1,398	-	16,109	-	-
M C Meintjes	71,116	-	-	-	-	71,116	-	-
Total	**360,289**	**-**	**-**	**9,752**		**370,041**	-	-

2014 Directors	**Short term benefits**			**Post employment benefits**	**Share based payments**	**Total**	**% Total issued as options**	**% Total performance related**
	Salary & Fees	**Cash bonus**	**Non-cash benefit**	**Super - annuation**	**Options**			
	$	**$**	**$**	**$**	**$**	**$**	**%**	**%**
S Kelly	55,000	5,500	-	5,596	-	66,096	-	8.3%
A C Branch	231,823	22,200	-	-	-	254,023	-	8.7%
R L Koenig	45,625	3,660	-	3,724	-	53,009	-	6.9%
A J Vigar	3,520	-	-	326	-	3,846	-	-
M C Meintjes	48,321	4,657	-	-	-	52,978	-	8.7%
TOTAL	**384,289**	**36,017**	**-**	**9,646**	**-**	**429,952**	**-**	**8.3%**

The cash bonus paid in 2014 to all key management personnel, was discretionary based on the successful completion of the asset sale transaction and was not linked to assessment against specific performance criteria. Consequently, no amount of the proposed bonus was forfeited.

No element of remuneration is dependent on the satisfaction of a performance condition.

(d) Share Based Payments

2015 Financial year:

No options were issued as part of remuneration to the key management personnel during the 2015 financial year and 750,000 KMP options expired or were cancelled during the year.

The directors did not exercise any options during the 2015 financial year.

2014 Financial year:

No options were issued as part of remuneration to the key management personnel during the 2014 financial year and no KMP options expired during the year.

DIRECTORS' REPORT (cont)

Operating and Financial Review (cont)

The directors did not exercise any options during the 2014 financial year.

Additional disclosures on equity holdings relating to KMP
Shareholding

The number of shares in the Company held during the financial year by each director and other members of the key management personnel of the Group, including their personally related parties, is set out below:

Ordinary shares	Balance at the start of the year	Received as part of remuneration	Additions	Disposals	Balance at the end of the year
L Pretorius	4,266,668**	-	1,466,664	-	5,733,332
D Lovell	462,834**	-	537,166	-	1,000,000
J Puckridge	7,300**	-	-	-	7,300
S Kelly*	283,645	-	-	-	*
A Branch*	-	-	-	-	*
R Koenig*	180,556	-	-	-	*
A Vigar*	-	-	-	-	*
M Meintjes	-	-	8,000	-	8,000
Total	**5,193,703**	**-**	**2,011,830**	**-**	**6,748,632**

*Resigned/removed as a director during the year

** Balance held at the date of appointment on 11 November 2014

Options
The number of options in the Company held during the financial year by each director and other members of the key management personnel of the Group, including their personally related parties, is set out below:

Options	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ Expired/ Cancelled	Balance at the end of the year
L Pretorius	1,066,668*	-	-	-	1,066,668
D Lovell	115,709*	-	-	-	115,709
J Puckridge		-	-	-	-
S Kelly	-	-	-	-	-
A Branch	500,000	-	-	(500,000)	-
R Koenig	250,000	-	-	(250,000)	-
A Vigar	-	-	-	-	-
M Meintjes	-	-	-	-	-

* Balance held at the date of appointment on 11 November 2014

(e) Other transactions with KMP and their related parties.

Andrew Vigar is the principal of Mining Associates and was engaged by the company to perform the role of Competent Person. Fees paid to Mining Associates total $0 (2014: $3,845).

This is the end of the remuneration report

Directors Interests in Shares and Options of the Company

The directors had the following interests in shares and options in the Company at the date of this report:

Director	Ordinary shares	Zero cent Options
L Pretorius	7,000,000	800,000
D Lovell	1,115,709	-
J Puckridge	7,300	-

Proceedings on Behalf of the Company

No person has applied for leave of Court to bring proceedings on behalf of the company or intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or any part of those proceedings. The company was not a party to any such proceedings during the year.

Indemnifying Officers or Auditors

An indemnity agreement has been entered into between the Company and each of the current officers and directors under which the Company has agreed to indemnify those officers and directors against any claim or for any expenses or costs, to the extent permitted by law, which may arise as a result of work performed in their capacities as officers or directors of the Company. In addition, the agreement provides for the Company to procure and pay the premium for an insurance policy to cover, to the extent permitted by law, such claims and expenses, other than conduct involving a wilful breach of duty in relation to the Company.

The amount of the insurance premium paid was $7,230 excluding GST (2014: $6,299).

The Company has not indemnified its auditors during the financial year.

Auditor's Independence Declaration

The company's auditor, BDO Audit Pty Ltd, has provided their independence declaration. This is on the following page of the Directors' Report.

Non-Audit Services

The auditor did not provide any non-audit services during the year other than a tax advisory engagement for which they were paid $3,030.

Signed on 25 September 2015, in accordance with a resolution of the Board of Directors

L Pretorius	D Lovell
Executive Chairman	Non-Executive Director

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DECLARATION OF INDEPENDENCE BY C R JENKINS TO DIRECTORS OF TOPTUNG LIMITED

As lead auditor of TopTung Limited for the year ended 30 June 2015, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

1. the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. any applicable code of professional conduct in relation to the audit.

This declaration is in respect of TopTung Limited and the entities it controlled during the year

C R Jenkins

Director

BDO Audit Pty Ltd

Brisbane, 25 September 2015

Consolidated Statement of Profit or Loss and other Comprehensive Income for the year ended 30 June 2015

	Note	2015 $	2014 $
Interest Revenue	4	258,240	188,296
Other Income	4	97,878	8,477,082
Depreciation and amortisation expense	5	(43,519)	(29,572)
Loss on disposal-non-current assets		(124,868)	-
Employee benefits expense	5	(231,887)	(261,500)
Interest expense		(21,407)	(2,017)
Penalties and fines		(300,000)	-
Other expenses	5	(580,098)	(626,479)
Exploration expenditure write-off	5	(2,735,677)	(30,979)
Exploration expenditure expensed		(294,282)	-
Profit/(Loss) before income tax		(3,975,620)	7,714,831
Income tax credit /(expense)	6	746,292	(900,849)
Profit/(Loss) for the year		(3,229,328)	6,813,982
Other comprehensive income		-	-
Total comprehensive income for the year		(3,229,328)	6,813,982
Earnings per share	23	cents	cents
Basic and diluted earnings/(loss) per share		(4.01)	8.48
Diluted earnings/(loss) per share		(4.01)	7.98

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

Consolidated Statement of Financial Position as at 30 June 2015

	Note	2015 $	2014 $
ASSETS			
Current assets			
Cash and cash equivalents	8	9,424,500	5,814,959
Financial assets	9	244,866	5,223,741
Total current assets		9,669,366	11,038,700
Non-current assets			
Other assets	9	47,500	60,000
Deferred tax assets	6	-	19,396
Property, plant and equipment	10	117,573	619,401
Exploration and evaluation assets	11	-	2,062,774
Total non-current assets		165,073	2,761,571
Total assets		9,834,439	13,800,271
LIABILITIES			
Current liabilities			
Trade and other payables	12	51,160	54,510
Income tax	6	-	301,436
Provisions	13	300,000	-
Borrowings	14	-	20,146
Employee benefits		15,171	28,248
Total current liabilities		366,331	404,340
Non-current liabilities			
Borrowings	14	-	67,740
Employee benefits		-	19,004
Deferred Tax Liabilities	6	-	618,809
Total non-current liabilities		-	705,553
Total liabilities		366,331	1,109,893
Net assets		9,468,108	12,690,378
EQUITY			
Contributed equity	15	11,404,778	11,397,720
Share option reserve	16	583,089	583,089
Retained profits/(Accumulated losses)		(2,519,759)	709,569
Total equity		9,468,108	12,690,378

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

Consolidated Statement of Changes in Equity for the year ended 30 June 2015

	Contributed Equity $	Option Reserve $	Accumulated Profit/(Losses) $	Total Equity $
At 1 July 2013	**11,395,760**	**583,089**	**(6,104,413)**	**5,874,436**
Loss for the year	-	-	6,813,982	6,813,982
Other Comprehensive Income	-	-	-	-
Total Comprehensive Income	-	-	6,813,982	6,813,982
Transactions with owners in their capacity as owners:				
Issue of shares, net of costs	1,960	-	-	1,960
Share-based payments	-	-	-	-
At 30 June 2014	**11,397,720**	**583,089**	**709,569**	**12,690,378**
Loss for the year	**-**	**-**	(3,229,328)	(3,229,328)
Other Comprehensive Income	**-**	**-**	-	-
Total Comprehensive Income	**-**	**-**	(3,229,328)	(3,229,328)
Transactions with owners in their capacity as owners:				
Issue of shares, net of costs	7,058			7,058
Share-based payments	-	-	-	-
At 30 June 2015	**11,404,778**	**583,089**	**(2,519,759)**	**9,468,108**

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

Consolidated Statement of Cash Flows for the year ended 30 June 2015

	Note	2015 $	2014 $
Cash flows from operating activities			
Proceeds from phosphate asset sales		-	12,371,000
Payments to suppliers and employees		(796,297)	(949,045)
Interest received		294,323	138,293
Interest Paid		(13,397)	-
R&D rebate received		91,311	-
Income tax paid		(154,467)	-
Net cash inflow/(outflow) from operating activities	18	(578,527)	11,560,248
Cash flows from investing activities			
Payment for exploration and evaluation assets		(971,310)	(657,449)
Advance for asset acquisition		(223,829)	-
Purchase of property, plant and equipment		(150,369)	(619,359)
Proceeds from disposal of property, plant and equipment		534,214	6,545
Recovery of/(payment for) security deposits		12,500	27,500
Payments for term deposits (> 3 months)		(4,025,317)	(5,115,000)
Receipts from term deposit maturity (> 3 months)		9,140,317	-
Net cash inflow/(outflow) from investing activities		4,316,206	(6,357,763)
Cash flows from financing activities			
Proceeds from issue of shares		7,058	1,960
Capital raising costs		-	-
Proceed from mortgage finance		325,000	-
Repayment of mortgage finance		(325,000)	-
Proceeds from lease refinancing		-	89,501
Lease finance payments		(135,196)	(1,615)
Net cash inflow/(outflow) from financing activities		(128,138)	89,846
Net increase / (decrease) in cash and cash equivalents		3,609,541	5,292,331
Cash and cash equivalents at beginning of year		5,814,959	522,628
Cash and cash equivalents at end of year	8	9,424,500	5,814,959

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

Notes to the Financial Statements for the year ended 30 June 2015

Corporate Information

The financial statements of TopTung Limited (previously Krucible Metals Limited) for the year ended 30 June 2015 were authorised for issue in accordance with a resolution of the directors on 25 September 2015 and covers the consolidated entity consisting of TopTung Limited and its subsidiary (the Group) as required by the Corporations Act 2001.

The financial report is presented in the Australian currency.

TopTung Limited is a company limited by shares incorporated and domiciled in Australia and listed on the Australian Securities Exchange Limited.

On 14 August 2015 the shareholders in general meeting voted in favour of changing the name of the company from Krucible Metals Limited to TopTung Limited. This change of name has been registered by ASIC on 16 August 2015.

The address of the registered office and principal place of business is set out in the Corporate Directory section at the front of this report.

1. Summary Of Significant Accounting Policies

(a) Basis of Preparation

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

The consolidated entity is a for profit entity with the financial statements being prepared on an accruals basis based on historical costs. Compliance with Australian Accounting Standards ensures that the financial statements, comprising the financial statements and notes thereto, comply with International Financial Reporting Standards (IFRS). Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 27.

New, revised or amending Accounting Standards and Interpretations adopted

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

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

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the consolidated entity.

The following Accounting Standards and Interpretations are most relevant to the consolidated entity:

AASB 2014-1 Amendments to Australian Accounting Standards (Parts A to C)

The consolidated entity has applied Parts A to C of AASB 2014-1 from 1 July 2014. These amendments affect the following standards: AASB 2 'Share-based Payment': clarifies the definition of 'vesting condition' by separately defining a 'performance condition' and a 'service condition' and amends the definition of 'market condition'; AASB 3 'Business Combinations': clarifies that contingent consideration in a business combination is subsequently measured at fair value with changes in fair value recognised in profit or loss irrespective of whether the contingent consideration is within the scope of AASB 9; AASB 8 'Operating Segments': amended to require disclosures of judgements made in applying the aggregation criteria and clarifies that a reconciliation of the total reportable segment assets to the entity's assets is required only if segment assets are reported regularly to the chief operating decision maker; AASB 13 'Fair Value Measurement': clarifies that the portfolio exemption applies to the valuation of contracts within the scope of AASB 9 and AASB 139; AASB 116 'Property, Plant and Equipment' and AASB 138 'Intangible Assets': clarifies that on revaluation, restatement of accumulated depreciation will not necessarily be in the same proportion to the change in the gross carrying value of the asset; AASB 124 'Related Party Disclosures': extends the definition of 'related party' to include a management entity that provides KMP services to the entity or its parent and requires disclosure of the fees paid to the management entity; AASB 140 'Investment Property': clarifies that the acquisition of an investment property may constitute a business combination

AASB 2013-3 Amendments to AASB 136 - Recoverable Amount Disclosures for Non-Financial Assets

The consolidated entity has applied AASB 2013-3 from 1 July 2014. The disclosure requirements of AASB 136 'Impairment of Assets' have been enhanced to require additional information about the fair value measurement when the recoverable amount of impaired assets is based on fair value less costs of disposals. Additionally, if measured using a present value technique, the discount rate is required to be disclosed.

1. Summary Of Significant Accounting Policies (Cont)

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2015. The consolidated entity's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the consolidated entity, are set out below.

AASB 9 Financial Instruments
This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard replaces all previous versions of AASB 9 and completes the project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. AASB 9 introduces new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost, if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows, which arise on specified dates and solely principal and interest. All other financial instrument assets are to be classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading) in other comprehensive income ('OCI'). For financial liabilities, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch). New simpler hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements will use an 'expected credit loss' ('ECL') model to recognise an allowance. Impairment will be measured under a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. The standard introduces additional new disclosures. The consolidated entity will adopt this standard from 1 July 2018 but the impact of its adoption is yet to be assessed by the consolidated entity.

AASB 15 Revenue from Contracts with Customers
This standard is applicable to annual reporting periods beginning on or after 1 January 2017. The standard provides a single standard for revenue recognition. The core principle of the standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard will require: contracts (either written, verbal or implied) to be identified, together with the separate performance obligations within the contract; determine the transaction price, adjusted for the time value of money excluding credit risk; allocation of the transaction price to the separate performance obligations on a basis of relative stand-alone selling price of each distinct good or service, or estimation approach if no distinct observable prices exist; and recognition of revenue when each performance obligation is satisfied. Credit risk will be presented separately as an expense rather than adjusted to revenue. For goods, the performance obligation would be satisfied when the customer obtains control of the goods. For services, the performance obligation is satisfied when the service has been provided, typically for promises to transfer services to customers. For performance obligations satisfied over time, an entity would select an appropriate measure of progress to determine how much revenue should be recognised as the performance obligation is satisfied. Contracts with customers will be presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Sufficient quantitative and qualitative disclosure is required to enable users to understand the contracts with customers; the significant judgments made in applying the guidance to those contracts; and any assets recognised from the costs to obtain or fulfil a contract with a customer. The consolidated entity will adopt this standard from 1 July 2017 but the impact of its adoption is yet to be assessed by the consolidated entity.

(b) Income Tax

The income tax expense/credit for the period is the tax payable/recoverable on the current period's taxable income/loss based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax base of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for all temporary differences, between carrying amounts of assets and liabilities for financial reporting purposes and their respective tax bases, at the tax rates expected to apply when the assets are recovered or liabilities settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. Exceptions are made for certain temporary differences arising on initial recognition of an asset or a liability if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit.

Deferred tax assets are only recognised for deductible temporary differences and unused tax losses if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax balances relating to amounts recognised in other comprehensive income or directly in equity are also recognised in other comprehensive income or directly in equity, respectively.

TopTung Limited (the “head entity”) and its wholly owned subsidiary have formed an income tax consolidated group under the tax consolidation regime for the 2014 tax year. The head entity and the subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the ‘separate taxpayer within the group’ approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, the head entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from the subsidiary.

The group does not have a tax funding or sharing agreement in place in relation to tax liabilities that might arise.

1. Summary Of Significant Accounting Policies (Cont)

(c) Impairment

At each reporting date the Group assesses whether there is any indication that individual assets are impaired. Where impairment indicators exist, recoverable amount is determined and impairment losses are recognised in profit or loss where 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. For the purpose of assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Where it is not possible to estimate recoverable amount for an individual asset, recoverable amount is determined for the cash-generating unit to which the asset belongs.

(d) Cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents include cash on hand and at bank, deposits held at call with financial institutions, and short-term highly liquid investments with maturities of three months or less, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts.

(e) Financial Instruments

Non-derivative financial instruments comprise cash and cash equivalents, trade and other receivables and trade and other payables.

Recognition:
Financial instruments are initially measured at fair value plus transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.
(i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the balance date, which are classified as non-current assets. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment loss.

(ii) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group has the positive intention and ability to hold-to-maturity and are measured at amortised cost subsequent to initial recognition using the effective interest method. If the Group were to sell other than an insignificant amount of held-to-maturity investments, the whole category is then reclassified as available-for-sale.

(iii) Financial liabilities

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principle payments and amortisation.

Impairment:
An assessment is made at each balance date to determine whether there is objective evidence that a specific financial asset or a group of financial assets may be impaired. A financial asset is considered impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.
If such evidence exists, the estimated recoverable amount of that asset is determined by publicly available information such as quoted market prices or by calculating the net present value of future anticipated cash flows. An impairment loss in respect of a financial asset is calculated as the difference between its carrying amount and its recoverable amount. All impairment losses are recognised in profit and loss. There were no impairments at year end and as such no provision for impairment has been raised.

(f) Exploration and Evaluation Assets

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. To the extent these costs are carried forward, they are only carried forward if they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Certain accumulated costs are expensed three years after being incurred even when they are expected to be recouped through successful development of the area of interest or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

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

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

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

1. Summary Of Significant Accounting Policies (Cont)

(g) Property, Plant and Equipment

Property, plant and equipment is stated at historical cost less depreciation and where applicable impairment losses.

Depreciation of assets is calculated on a straight line method to allocate their cost, net of their residual values, over their estimated useful lives.

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

Buildings	2.5%
Equipment and furniture	8%~50%
Motor vehicles	19%~30%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date.

An assets' carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

(h) Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the year end and which are unpaid and unsecured and on credit terms ranging from 7 to 60 days.

(i) Employee Benefits

(a) Wages and Salaries and Annual Leave

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

(b) Long Service Leave

Liabilities for long service leave are recognised as part of the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees to the balance date. Consideration is given to expected future salaries and wages levels, experience of employee departures and periods of service. Expected future payments are discounted using national government bond rates at balance date with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

(c) Defined contribution superannuation expense

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

(j) Share-based payments

Share-based compensation benefits are provided to employees via the Employee Share Option Plan.

The fair value of options granted under the Employee Share Option Plan is recognised as an employee benefit expense with a corresponding increase in equity.

The fair value is measured at grant date and recognized over the period during which employees become unconditionally entitled to the options.

The fair value at grant date for options is independently determined using an option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

(k) Contributed Equity

Ordinary shares are classified as equity.

Costs directly attributable to the issue of new shares or options are shown as a deduction from the equity proceeds, net of any income tax benefit.

1. Summary Of Significant Accounting Policies (Cont)

(l) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the profit and loss attributable to equity holders of the company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the year, adjusted for bonus elements in ordinary shares issued during the year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(m) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of GST except where GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

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

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

(n) Basis of consolidation

The consolidated financial statements comprise the financial statements of TopTung Limited and its subsidiaries at 30 June each year ("the Group"). Subsidiaries are entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. Potential voting rights that are currently exercisable or convertible are considered when assessing control. Consolidated financial statements include all subsidiaries from the date that control commences until the date that control ceases. The financial statements of subsidiaries are prepared for the same reporting period as the parent using consistent accounting policies.

All intercompany balances and transactions, including unrealised profits arising from intragroup transactions have been eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred.

Subsidiaries are accounted for in the parent entity financial statements at cost.

(o) Restoration, rehabilitation and environmental expenditure

Costs of site restoration are provided over the life of the facility from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structure, waste removal, and rehabilitation of the site in accordance with clauses of mining permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on an undiscounted basis.

Estimates of future costs are reassessed at least annually. Changes in estimates relating to areas of interest in the exploration and evaluation phase are dealt with retrospectively, with any amounts that would have been written off or provided against under the accounting policy for exploration and evaluation immediately written off.

Restoration from exploration drilling is carried out at the time of drilling and accordingly no provision is required.

(p) Revenue Recognition

Revenue is recognised when it is probable that the economic benefit will flow to the consolidated entity and the revenue can be reliably measured, Revenue is measured at the fair value of the consideration received or receivable

(q) 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 asses or assets and the arrangement conveys the right to use the asset.

A distinction is made between finance leases, which effectively transfer from the lessor to the lessee substantially all the risks and benefits incidental to ownership of the leased assets, and operating leases, under which the lessor effectively retains substantially all such risks and benefits.

Finance leases are capitalised. A lease asset and liability are established at the fair value of the leased assets, or if lower, the present value of minimum lease payments. Lease payments are allocated between the principal component of the lease liability and the finance costs, so as to achieve a constant rate of interest on the remaining balance of the liability.

1. Summary Of Significant Accounting Policies (Cont)

Leased assets acquired under finance lease are depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the consolidated entity will obtain ownership at the end of the lease term.

Operating lease payments, net of any incentives received from the lessor, are charged to the profit and loss on a straight line basis over the term of the lease.

(r) Non-Current Assets Classified as held for Sale

Non-current assets classified as held for sale are those assets whose carrying amounts will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. These assets are stated at the lower of their carrying amount and fair value less costs to sell and are not depreciated or amortised.

(s) Fair Values

Fair values may be used for financial asset and liability measurement and well as for sundry disclosures.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It is based on the presumption that the transaction takes place either in the principal market for the asset or liability or, in the absence of a principal market, in the most advantageous market. The principal or most advantageous market must be accessible to, or by, the group.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

The fair value measurement of a non-financial asset takes into account the market participant's ability to generate economic benefits by using the asset at its highest and best use or by selling it to another market participant that would use the asset at its highest and best use.

In measuring fair value, the group uses valuation techniques that maximise the use of observable inputs and minimise the use of unobservable inputs.

(t) Change in accounting policy

During the financial year the Group changed its accounting policy in relation to the receipt of Research & Development (R&D) Offset paid to the Group by the Australian Tax Office.

Previously this R&D Offset was recorded as a tax credit once this could be reliably measured

For the 30 June 2015 financial year, the Group has adopted the capital approach to accounting for research and development tax offsets under the revised regime, pursuant to AASB 120 Accounting for Government Grants and Disclosure of Government Assistance. Under this approach the grant or incentive is recorded directly in the balance sheet against the underlying asset to which the offset, grant or incentive relate.

The R&D Offset Grant received in the 2015 financial year of $91,311 related to the capitalised exploration and evaluation asset. This asset was however impaired during the financial year and consequently this amount was taken to Other Income (see Note 4).

The reported comparatives do not require restatement as there was no R&D Offset grant received in the 2014 financial year and any receipts in years prior to this related to the capitalised exploration and evaluation expenditure which has subsequently been impaired.

(u) Comparatives

Where required by the Australian Accounting Standards comparative figures have been adjusted to conform to changes in presentation for the current financial year.

2. Critical Accounting Estimates And Other Accounting Judgements

The directors evaluate estimates and judgements 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.

The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Share-based payment transactions
The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Income tax
The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Exploration and evaluation costs
Exploration and evaluation costs have been capitalised on the basis that the consolidated entity will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

Provision for Fines and Penalties
In determining the level of provision required for fines and penalties the consolidated entity has made an estimate based on the recent judgement of the Magistrate of the Court of Summary Jurisdiction. The consolidated entity plans to appeal the verdict in the Supreme Court however the best estimate at the time of preparing the financial report is this amount.

3. Segment Information

The Group has identified its operating segments based on the internal reports that are reviewed and used by the board of directors (chief operating decision makers) in assessing performance and determining the allocation of resources. The Group is managed primarily on a geographic basis that is the location of the respective areas of interest (tenements) in Australia. Operating segments are determined on the basis of financial information reported to the Board which is at the Group level. The Group does not have any products/services it derives revenue from.

The Group does not have any products/services from which it derives revenue.

Management currently identifies the Group as having only one operating segment, being exploration. All significant operating decisions are based upon analysis of the Group as one segment. The financial results from the segment are equivalent to the financial statements of the Group as a whole.

4. Revenue

	2015 $	2014 $
From continuing operations		
Interest – cash and cash equivalents	258,239	188,296
Other income		
Profit on sale of phosphate tenements	-	8,470,537
Profit on disposal-non-current assets	6,567	6,545
R&D Offset	91,311	-
	97,878	8,477,082

5. Expenses

	2015	2014 $
Profit/ (loss) before income tax includes the following specific expenses:		
***(a) Depreciation expense**:*		
Motor vehicles-owned	12,540	6,007
Motor vehicles-leased	9,111	10,630
Field equipment	7,666	11,506
Office equipment and furniture	1,013	364
Computer equipment	366	1,065
Buildings and improvements	12,823	-
Total Depreciation	43,519	29,572
(b) Other expenses		
(i) Employee benefits		
Wages and salaries	318,646	302,317
Directors' fees	107,945	100,763
Defined contribution superannuation expense	32,093	37,285
Other employee benefits	7,738	46,660
Less: Capitalised to exploration	(234,535)	(225,525)
	231,887	261,500
Share based payments	-	-
	231,887	261,500
(ii) Other expenses		
Administration expenses	271,976	164,175
Audit fees	30,588	24,525
Consulting (incl management)	259,068	322,721
Office accommodation	18,466	23,804
Sale transaction and funding costs	-	91,254
	580,098	626,479
Exploration expenditure written off	2,735,677	30,979

6. Income Tax Expense

	2015 $	2014 $
(a) Income tax expense		
The components of income tax expense comprise:		
Current tax	(146,969)	301,436
Deferred tax	(599,323)	2,013,013
Deferred Tax Asset /Tax Losses not recognised/(recouped)	-	(1,413,600)
Tax expense/ (credit)	(746,292)	900,849
Current tax is made up of:		
Current year's tax payable	-	301,346
Under/(over)provision-prior period	(146,969)	-
Total Current Tax	(146,969)	301,346
(b) Numerical reconciliation of income tax benefit to prima facie tax payable		
Operating profit/(loss) before income tax	(3,975,620)	7,714,831
Tax at the Australian tax rate of 30% (2014: 30%)	(1,192,686)	2,314,449
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non-deductible (income)/expenses	62,799	-
Overprovision for tax	(146,969)	-
Net adjustment to deferred tax assets and liabilities for tax losses and temporary differences not recognised/(recouped)	530,564	(1,413,600)
Total income tax expense/(credit) in income statement	(746,292)	900,849
(c) Deferred tax liabilities are made up of:		
Interest receivable	4,180	-
Capitalised exploration and evaluation expenditure	-	618,809
	4,180	618,809
Set off of deferred tax liabilities pursuant to set off provisions	(4,180)	-
	-	618,809
(d) Deferred tax assets are made up of:		
Tax losses	492,486	-
Provisions	11,568	19,396
Business capital costs	30,552	-
	534,606	19,396
Set off of deferred tax assets pursuant to set-off provisions	(4,180)	-
Net adjustment to deferred tax assets not brought to account	(530,426)	-
	-	19,396
(e) Tax assets:		
Unused tax losses for which no deferred tax asset has been recognised	1,641,620	-
Potential tax effect at 30%	492,486	-

Unused losses which have not been recognised as an asset, will only be obtained if:

(i) the economic entity derives future assessable income of a nature and of an amount sufficient to enable the losses to be realised;

(ii) the economic entity continues to comply with the conditions for deductibility imposed by the law; and
(iii) no changes in tax legislation adversely affect the economic entity in realising the losses.

There are no franking credits available to shareholders of the company.

7. Auditor's Remuneration

	2015 $	2014 $
Amounts paid/payable to BDO for:		
Audit or review of the financial reports	26,600	24,525
Non-audit services	3,030	
	29,630	24,525

8. Cash and Cash Equivalents

	2015 $	2014 $
Cash at bank and on hand	193,417	427,697
Cash on deposit (in short term high interest bearing deposits < 3mths)	9,231,083	5,387,262
	9,424,500	5,814,959
The above figures are reconciled to cash and cash equivalents at the end of the financial year as shown in the statement of cash flow as follows:		
Balances as above	9,424,500	5,814,959
Bank overdraft	-	-
Balance per statement of cash flow	9,424,500	5,814,959
Note: This balance excludes the cash held on terms deposits for >3mths totalling $nil at 30 June 2015 (2014:$5,115,000) - see Note 9 below		

9. Financial and Other Assets

	2015 $	2014 $
Current		
Investments- Held to Maturity (Term Deposits > 3 months)	-	5,115,000
Other receivables	7,182	58,802
Interest receivable	13,855	49,939
Asset Acquisition Advance (see Note 22 (d))	223,829	-
	244,866	5,223,741
Non-Current		
Security deposits	47,500	60,000

10. Property, Plant And Equipment

	2015 $	2014 $
Land & Buildings		
At Cost	-	519,018
Accumulated depreciation	-	-
Written down value	-	519,018
Field Equipment		
At cost	57,415	85,553
Accumulated depreciation	(13,898)	(78,796)
Written down value	43,517	6,757
Computer equipment		
At cost	5,499	5,347
Accumulated depreciation	(5,499)	(5,133)
Written down value	-	214
Office equipment & Furniture		
At cost	6,635	4,045
Accumulated depreciation	(1,553)	(1,258)
Written down value	5,082	2,787
Motor Vehicles-owned		
At cost	145,620	49,710
Accumulated depreciation	(76,646)	(44,364)
Written down value	68,974	5,346
Motor Vehicles-leased		
At cost	-	95,909
Accumulated depreciation	-	(10,630)
Written down value	-	85,279
Total non-current property, plant and equipment	117,573	619,401

Property, Plant and Equipment (Cont)

Reconciliations
Reconciliations of the carrying amount of each class of property, plant and equipment at the beginning and end of the current and previous financial period are set out below:

	2015 $	2014 $
Land & Buildings		
Carrying amount at beginning of financial year	519,018	-
Additions	147,787	519,018
Disposals	(653,982)	-
Depreciation	(12,823)	-
Carrying amount at end of financial year	-	519,018
Field equipment		
Carrying amount at beginning of financial year	6,757	16,013
Additions	49,315	2,250
Disposals	(4,879)	-
Depreciation	(7,666)	(11,506)
Carrying amount at end of financial year	43,527	6,757
Computer equipment		
Carrying amount at beginning of financial year	214	1,279
Additions	-	-
Depreciation	(214)	(1,065)
Carrying amount at end of financial year	-	214
Office equipment & Furniture		
Carrying amount at beginning of financial year	2,787	969
Additions	7,064	2,182
Disposals	(3,756)	-
Depreciation	(1,013)	(364)
Carrying amount at end of financial year	5,082	2,787
Motor Vehicles-owned		
Carrying amount at beginning of financial year	5,346	11,353
Additions	-	-
Transfer from leased assets	76,168	
Depreciation	(12,540)	(6,007)
Carrying amount at end of financial year	68,974	5,346
Motor Vehicles-leased		
Carrying amount at beginning of financial year	85,279	-
Additions	-	95,909
Depreciation	(9,111)	(10,630)
Transfer to owned assets	(76,168)	
Carrying amount at end of financial year	-	85,279

11. Exploration and Evaluation Assets

	2015 $	2014 $
Capitalised exploration and evaluation expenditure		
Carrying amount in respect of areas of interest in exploration and evaluation phase at beginning of year	2,062,774	5,359,652
Expenditure incurred during the year on:		
Exploration of tenements	672,903	634,565
Carrying value of tenements sold	-	(3,900,464)
Less: Exploration written off	(2,735,677)	(30,979)
Carrying amount in respect of areas of interest in exploration and evaluation phase at end of year	-	2,062,774

Exploration and Evaluation Assets (Cont)

Australian New Agribusiness and Chemical Group Ltd, (ANB), (formerly Daton Group Australia Limited), acquired the Group's phosphate tenements in a transaction that was completed in January 2014. The carrying value of the tenements that were sold amounted to $3,900,464. The split of the above balance into current and non-current is set out below:

	2015 $	2014 $
Current – held for sale (ANB)	-	-
Non-Current	-	2,062,774
	-	2,062,774

Recovery of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

12. Trade and Other Payables

	2015 $	2014 $
Trade payables	19,484	23,349
Other payables	31,676	31,161
	51,160	54,510

13. Provisions

	2015 $	2014 $
Fines and Penalties	300,000	-
	300,000	-

On 24 June 2015 the Company received a Summons from the Northern Territory Department of Mines and Energy (Department) under the Mining Management Act (NT). The summons related to the Tobermorey Project (EL 28710) on the basis of:

"Being an operator for a mining site carried out mining activities on that site without authorisation, contrary to section 35(4) of the Mining Management Act (NT)"

The mining activities referred to in this Summons related to a drilling program conducted under the approval and supervision of the previous Board, management and consultants of the Company. Subsequent to 30 June 2015, the Court of Summary Jurisdiction found the Company guilty of the breach and levied a fine of $300,000. This amount has been recognised as a provision at 30 June 2015 for this amount, however the Directors intend to appeal the judgement.

14. Borrowings

	2015 $	2014 $
Current		
Lease Liability	-	20,146
Non-Current		
Lease Liability	-	67,740

Lease liabilities are effectively secured as the rights to the leased assets, recognised in the statement of financial position, revert to the lessor in the event of default.

15. Contributed Equity

(a) Share capital

	2015 No.Shares	2015 $	2014 No.Shares	2014 $
Ordinary shares				
Fully paid	80,551,065	11,404,778	80,409,887	11,397,720

(b) Movements in ordinary share capital

Date	Details	Number of shares	Issue price $	$
30 Jun 2013	Closing balance	80,370,695		11,395,760
	Bonus Option conversion	2,500	0.05	125
	Bonus Option conversion	36,692	0.05	1,835
30 Jun 2014	Closing balance	80,409,887		11,397,720
	Bonus Option conversion	3,250	0.05	163
	Bonus Option conversion	95,428	0.05	4,771
	Bonus Option conversion	42,500	0.05	2,125
30 June 2015	Closing balance	80,551,065		11,404,779

2014 Share Capital transactions

On 24 January 2014 the Board of TopTung Ltd announced a pro-rata issue (Bonus Issue) of bonus options to eligible shareholders on the basis of one (1) free bonus option for every four (4) shares held at the record date.

The purpose of the Bonus Issue was to reward the loyalty of shareholders from the successful sale of the Company's phosphate tenements to Australia New Agribusiness & Chemical Group Ltd, which resulted in Krucible having sufficient cash reserves to fund its exploration and business development activities into the foreseeable future.

The Bonus Issue was not intended to raise additional capital and was designed to allow shareholders to receive tradable equities, while retaining their existing shares if desired, while preserving the Company's cash for its growth strategy as outlined in "Business strategies" and prospects for future financial years in the Directors Report. The 19,155,232 bonus options issued under the offer have an exercise price of $0.05 and were issued at no cost to shareholders. The bonus options have an expiry date of 23 January 2016.

The bonus option issue was completed on 25 March 2014 and the options are listed on the ASX for trading.

2015 Share Capital transactions

During the 2015 financial year holders of the listed Bonus Options elected to convert 141,178 Bonus Options into fully ordinary paid shares by paying the exercise price of $0.05 per share.

(c) Options

30 June 2014 Option movements

150,000 unlisted options issued to employees in prior years with an exercise price of $0.38 each expiring 11 October 2013 lapsed.

19,155,232 bonus options listed on the ASX were issued to shareholders on 25 March 2014 at an exercise price of $0.05 per option with an expiry date of 23 January 2016. The bonus options were allocated on a 1:4 basis to shareholders registered at 20 March 2014.The options were issued for no consideration so there was no impact on issued capital.

39,192 bonus options were converted to ordinary shares during May and June 2014 through payments totalling $1,960

Details of unlisted and unexercised options at balance date are as follows:

Number	Type	Exercise price	Expiry date
270,000	Employee	24 cents	12 August 2014
300,000	Employee	15 cents	28 February 2015
500,000	Director	15 cents	8 May 2015
500,000	Director	15 cents	8 May 2015
1,500,000	Unlisted	11.96 cents	28 November 2015

Details of listed and unexercised options at balance date are as follows:

Number	Type	Exercise price	Expiry date
19,116,040	Bonus	5 cents	23 January 2016

Contributed Equity (Cont)

30 June 2015 Option movements

A total of 570,000 unlisted options issued to employees in prior years with exercise prices of $0.24 and $0.15 each expiring on 12 August 2014 and 28 February 2015 lapsed.

500,000 unlisted options issued to the former Managing Director with an exercise price of 0.15 each were cancelled when the Managing Director was removed from office on 11 November 2015.

500,000 unlisted options issued to two former directors with shareholder approval and having an exercise price of $0.15 each expiring on 8 May 2015 lapsed.

During the 2015 financial year holders of the listed Bonus Options elected to convert 141,178 Bonus Options into fully ordinary paid shares by paying the exercise price of $0.05 per share. See Note 26- Subsequent Events for the reduction in the exercise price to nil as a result of the $0.05 per share Return of Capital

Details of unlisted and unexercised options at balance date are as follows:

Number	Type	Exercise price	Expiry date
1,500,000	Unlisted	11.96 cents	28 November 2015

Details of listed and unexercised options at balance date are as follows:

Number	Type	Exercise price	Expiry date
18,974,862	Bonus	5 cents	23 January 2016

16. Share Option Reserve

	2015 $	2014 $
The share option reserve records items recognised as expenses on granting of director and employee share options.		
Opening balance	583,089	583,089
Options issued during the year	-	-
Closing balance	583,089	583,089

17. Financial Risk Management

(a) Risk management policies

In common with exploration businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

Categories of Financial Instruments	Carrying amount $	Contractual cashflow $	Maturing in one year or less $	Maturing in 1 to 5 years $	Weighted Average Effective interest rate %
Year ended 2015					
Financial Assets					
Cash and cash equivalents	9,424,500	9,424,500	9,424,500	-	2.37%
Held to Maturity Term Deposits	-	-	-	-	-
Trade and other receivables	292,366	292,366	292,366	-	N/A
Financial Liabilities					
Trade and other payables	51,160	51,160	51,160	-	-
Income Tax	-	-	-	-	-
Leases	-	-	-	-	-

Financial Risk Management (Cont)

Year ended 2014					
Financial Assets					
Cash and cash equivalents	5,814,959	5,814,959	5,814,959	-	2.62%
Held to Maturity Term Deposits	5,115,000	5,115,000	5,115,000	-	3.82%
Trade and other receivables	168,741	168,741	108,741	60,000	N/A
Financial Liabilities					
Trade and other payables	54,510	54,510	54,510	-	-
Income Tax	301,436	301,436	301,436	-	-
Leases	87,886	87,886	20,146	67,740	7.2%

The Board has overall responsibility for the determination of the Group's risk management objectives and policies. The Group' risk management policies and objectives are designed to minimise the potential impacts of the risks on the results of the Group where such impacts may be material. The Board receives monthly financial reports from the Company Secretary through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets. The overall objective of the Board is to set polices that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below.

(b) Credit Risk

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets is the carrying amount, net of any provisions, as disclosed in the statement of financial position and notes to the financial statements.

Credit risk is the risk that the other party to a financial instrument will fail to discharge their obligation resulting in the Group incurring a financial loss. This usually occurs when debtors or counterparties to contracts fail to settle their obligations owing to the Group.

The Group manages its credit risk associated with funds on deposit and cash at bank by only dealing with a spread of reputable financial institutions.

(c) Liquidity risk

Liquidity risk arises from the Group's management of working capital. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due. As the Group's main component of working capital comprises cash, the policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due by continuous monitoring of actual and projected cash flows.

(d) Market risk

Market risk is the risk that the change in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments.

The Group is not exposed to market risks other than interest rate risk.

(e) Interest rate risk

Interest rate risk arises principally from cash and cash equivalents.

Interest rate risk is managed by continuous monitoring of interest rate exposure and using a mixture of fixed and floating rate cash deposits with reputable financial institutions. At 30 June 2015 approximately 98% (2014- 96%) of cash deposits were at fixed terms of between 30-60 days. It is the policy of the Group to keep as much cash as possible on fixed interest rates.

The sensitivity to movements in the interest rates would result in an increase or decrease interest revenue of $92,310 as a result of a 1% increase or decrease in interest rates. This exposure is managed in the short-term through the fixing of term deposits for periods between 1-2 months.

(f) Capital Risk Management

The Group considers its capital to comprise its ordinary share capital, reserves and accumulated losses as disclosed in the statement of financial position.

In managing its capital, the Group's primary objective is to ensure it has sufficient funds to meet its working capital requirements and its strategic investment needs.

The Group has debt financing at balance date of nil in relation to finance leases (2014: $87,886)

The Group is not exposed to externally imposed capital requirements.

(g) Fair values

The fair values of cash, trade and other receivables and trade and other payables, approximates their carrying amounts at balance date.

18 Cash Flow Information

	2015 $	2014 $
Reconciliation of profit (loss) after income tax to net cash flow from operating activities		
Profit (loss) for the year	(3,229,328)	6,813,982
Depreciation and amortisation	43,519	29,572
Non-cash share-based payments expense	-	-
Profit on disposal of non-current assets	(4,547)	(6,545)
Book value of phosphate tenements sold	-	3,900,464
Loss on disposal of non-current assets	124,868	-
Exploration expenses written off	3,030,012	32,755
Lease interest expense	7,995	-
Change in operating assets and liabilities:		
-(increase)/decrease in receivables	87,784	(98,377)
- increase/(decrease) in trade and other payables	(37,459)	(11,852)
-increase/(decrease) in provisions	299,389	(600)
-increase/(decrease) in tax balances	(900,759)	900,849
Net cash flow from/(used in) operating activities	(578,527)	11,560,248

19. Share Based Payments

	2015 $	2014 $
Share-based payment expenses recognised during the financial year		
Equity settled options issued to directors	-	-
Equity settled options issued to employees	-	-
Equity settled options issued under Share Purchase Agreement (note 14)	-	-
	-	-

Details of share-based payments made during the financial year:

(a) The weighted average remaining contractual life of share options outstanding at the end of the financial year was nil. (2014:1.04 years).

The weighted average exercise price of share options outstanding at the end of the financial year was $nil (2014:$0.124).

(b) Fair Value of Options Granted

The weighted average fair value of options granted during the year was nil (2014: nil).

Reconciliation of movements in options on issue for the financial year:

Issue date	Opening balance	Granted	Expired	Forfeited	Exercised	Closing balance	Exercisable
12/08/11	270,000	-	270,000	-	-	-	-
28/02/12	300,000	-	300,000	-	-	-	-
16/07/12	500,000	-	500,000	-	-	-	-
28/11/12	1,500,000	-	-	-	-	1,500,000	1,500,000
3/12/12	500,000	-	-	500,000	-	-	-

Key Management Personnel Disclosures

(a) Names of key management personnel and positions held for 2015

L Pretorius	Executive Chairman	
D Lovell	Non-Executive Director	
J Puckridge	Non-Executive Director	
S Kelly	Chairman & Non-executive Director	Resigned 10 November 2014
A C Branch	Managing Director & CEO	Removed 11 November 2014
R L Koenig	Non-Executive Director	Resigned 10 November 2014
A J Vigar	Non-Executive Director	Resigned 10 November 2014
M C Meintjes	Company Secretary & CFO	Resigned 10 November 2014 - Reappointed 26 February 2015
A Vail*	Non-Executive Director	Appointed 10 November 2014 - Resigned 11 November 2014
M Bester*	Non-Executive Director	Appointed 10 November 2014 - Resigned 11 November 2014
M Hansen*	Non-Executive Director	Appointed 10 November 2014 - Resigned 11 November 2014

*- the following directors were not properly appointed under the Company's Constitution but are on the public record as being appointed. No remuneration was paid to these individuals and they did not hold shares or options in the Company during the recorded period of office.

(b) Key management personnel compensation

	2015 $	2014 $
Short-term employee benefits	360,289	420,306
Post-employment benefits	9,752	9,646
Other long-term benefits	-	-
Share based payments	-	-
	370,041	429,952

(c) Equity Holdings at 30 June 2015

	2015 No.	2014 No.
Ordinary Shares		
L Pretorius	5,733,332	N/A
D Lovell	1,000,000	N/A
J Puckridge	7,300	N/A
S Kelly	N/A	283,645
R Koenig	N/A	180,556
A Vigar	N/A	-
M Meintjes	8,000	-
Options		
L Pretorius	1,066,668	N/A
D Lovell	115,709	N/A
J Puckridge	-	N/A
A Branch	N/A	500,000
R Koenig	N/A	250,000
A Vigar	-	-
M Meintjes	-	-

20. Related Party Transactions

(a) Key management personnel- service agreements

Remuneration of the Executive Chairman is by way of consulting fees paid to Opaline Gold Pty Ltd (a company associated with L E Pretorius) for the services provided to the company at a rate of $12,000 (excluding GST) per month commencing on 11 November 2014. Furthermore the contract states that although the Executive Chairman has a residence in Perth, he may from time-to-time choose to reside in Southern Africa and if this is the case up to three return business class airfares will be reimbursed to him by the Company for himself and similarly for no more than one family member, i.e. a total of 6 return airfares during any one 12-month period. This may be varied by the Board if additional overseas travel for the Company's business is required and may be included in the planned trips to Southern Africa.

Related Party Transactions (cont)

These airfares have no monetary value if not utilised. Fees paid to Opaline Gold Pty Ltd for the financial period from 11 November 2014 totalled $92,000.and are included in the Remuneration Report within the Directors' Report.

Remuneration of the previous Managing Director was by way of consulting fees paid to International Organics Pty Ltd (a company associated with A C Branch) for the services provided to the company at a rate of $21,000 (excluding GST) per month commencing on 1 March 2014 (previously $18,500). Fees paid to International Organics Pty Ltd for the financial period through to his removal on 11

November 2014 totalled $91,700 (2014: $254,200) excluding GST and are included in the Remuneration Report within the Directors' Report.

Remuneration of non-executive director Ray Koenig is partly by way of consulting fees paid to Koenig Consulting Pty Ltd (a company associated with R Koenig) for technical consulting services provided to the Group and invoiced on an hourly basis. Fees paid to Koenig Consulting Pty Ltd during the financial year totalled $1,296 (2014: $9,022) excluding GST and is included in the Remuneration Report within the Directors' Report.

Remuneration of the Company Secretary is by way of fees paid for secretarial, accounting and administration services provided to the Group and invoiced on an hourly basis. Fees paid to M C Meintjes during the financial year totalled $71,116 (2014:$52,978) excluding GST and is included in the Remuneration Report within the Directors' Report.

Andrew Vigar is the principal of Mining Associates and is engaged by the company to perform the role of Competent Person. Fees paid to Mining Associates during the period through to his resignation were nil ($3,845 for the two month period in 2014 where he was a director).

Total amounts due to key management personnel at 30 June 2015 in relation to the above transactions and included in trade creditors were $ 8,286 (2014: $6,995) including GST.

(b) Other related parties

There were no transactions with other related parties during the year and no balances held with other related parties at year end.

21. Capital And Lease Commitments

(a) Mineral Tenements

	2015 $	2014 $
Future exploration payable:		
Within one year	-	1,193,560
Later than one year but not later than 5 years	-	3,270,365
Later than 5 years	-	-
	-	4,463,925

The Group has certain obligations to expend minimum amounts on exploration in tenement areas. These obligations may be varied from time to time and are expected to be fulfilled in the normal course of operations of the Group.

At 30 June 2015, the Company had submitted relinquishment reports for all existing tenement holdings in Queensland and the Northern Territory. Consequently there were no expenditure commitments for mineral tenements at 30 June 2015.

(b) Operating Leases

	2015 $	2014 $
Future operating lease rentals for office space payable not recognised as a liability:		
Within one year	-	11,970
Later than one year but not later than 5 years	-	-
	-	11,970

Capital and Lease Commitments (cont)

(c) Finance Leases

	2015 $	2014 $
Committed at the reporting date and recognised as a liability:		
Within one year	-	25,950
Later than one year but not later than 5 years	-	75,171
Total committed	-	101,121
Less: Future Finance charges	-	13,235
Net commitment recognised as a liability	-	87,886
Representing:		
Lease liability- current (note 13)	-	20,146
Lease liability-non-current (note 13)	-	67,740
	-	87,886

Finance lease commitments includes contracted amounts for motor vehicles with a written down value of $nil (2014: $85,279) secured under finance leases expiring within one to five years. Under the terms of the leases, the consolidated entity has the option to acquire the leased assets for an insignificant residual value on the expiry of the leases.

(d) **Contractual Commitments**

On 15 April 2015 the Company announced the acquisition, through its wholly owned subsidiary Torrington Minerals Pty Ltd, of two exploration licences in New South Wales known as the Torrington Tungsten Project from Resolve Geo Pty Ltd. The Torrington Project is considered prospective for tungsten. The purchase price for the licences is:

(a) A$135,000, to be paid within 5 days of the acquisition agreement being signed and being agreed reimbursement to the vendor for past exploration expenditure (this payment has been made);
(b) the issue of 12,000,000 Shares (Tranche 1) upon satisfaction of the Condition Precedent (with 5% of these Shares to be issued to a nominee of Resolve);
(c) the issue of a further 6,000,000 Shares within 20 Business Days of the Company completing a preliminary feasibility study or 30 January 2016, whichever occurs first (Tranche 2); and
(d) the issue of a further 6,000,000 Shares 20 Business Days after the Company both prepares:
    (i) a Final Investment Decision (as defined in the agreement under which licences are being acquired) affecting the licences; and
    (ii) applying for one or more mineral leases over the area/s of mineralisation described in the Final Investment Decision (as defined in the agreement) (Tranche 3) and in any event, no later than 31 December 2017

The sale and purchase of the licences is subject to a number of terms and conditions, including the following key Conditions Precedent:

(a) the licences being transferred to, and registered in the name of the Company or its subsidiary; and
(b) the Company and the Vendor both funding expenditure requirements during the Pre-Completion Period (as defined in the agreement), including any mutually agreed exploration costs.

Subsequent to 30 June 2015 the transaction completed and the tenements have been acquired and the 12 million shares (Tranche 1) have been issued . At 30 June 2015 the Company had paid recoupable advances of $223,829 in relation to this transaction.

22. Earnings per Share

	2015 cents	2014 cents
Basic earnings/(loss) per share	(4.01)	8.48
Diluted earnings/(loss) per share	(4.01)	7.98

Reconciliation of profit/(loss)	$	$
Net profit/(loss) for the year used to calculate earnings per share-basic and diluted	(3,229,329)	6,813,982

Earnings per Share (cont)

	2015 No. of shares	2014 No. of shares
Weighted average number of ordinary shares outstanding during the year used to calculate: basic earnings/(loss) per share	80,477,289	80,373,768
Diluted earnings/(loss) per share	80,477,289	85,461,264

Options could potentially dilute basic earnings per share in the future, but were not included in the calculation of diluted earnings per share calculations in 2015 because they were anti-dilutive

23. Subsidiary Companies

(i) Korella Phosphate Pty Ltd

Korella Phosphate Pty Ltd (Korella) was incorporated on 28 April 2010 and is 100% owned by TopTung Ltd.

Korella was incorporated for the purposes of applying for the mining lease on the Company's Phosphate Hill South project and held the mining lease on trust for the Group until such time as a decision was made to proceed with the trial mining, completing bankable feasibility studies and possible development of future phosphate mining operations or joint venture or disposal to a third party.

The Mining Lease 90209 held by Korella was sold as part of the asset sale in 2014. The Company is now dormant and any administrative costs are borne by the holding company.

(ii) Torrington Minerals Pty Ltd

Torrington Minerals Pty Ltd was incorporated on 25 February 2015 and is 100% owned by TopTung Ltd.

Torrington Minerals is party to the transaction with Resolve Geo to acquire two mineral exploration licences in New South Wales (Torrington Tungsten Project). See Note 22(d) for details of the transaction which was completed after 30 June 2015.

25 Contingencies

Contingent Liabilities

There were no contingent liabilities at 30 June 2015.

26 Subsequent Events

Subsequent to year end the Group received approval from shareholders in general meeting for a Capital Return of 5 cents per share. This Return was paid on 27 August 2015 to all shareholders registered at the Record Date of 20 August 2015.

On 14 August 2015, shareholders in general meeting approved the change of the company name to TopTung Limited. This change of name was registered by ASIC on 16 August 2015 and became effective for trading on the ASX on 31 August 2015.

After the approval of the Capital Return outlined above, the exercise price of the Listed (Bonus) Options was reduced in accordance with the ASX Listing Rules. Accordingly, the Options on issue with an expiry date of 23 January 2016 and an exercise price of $0.05 became free carried options after the 5 cent per share Capital Return.

On 24 August 2015, the transaction to acquire EL8355 and EL 8258 (collectively the Torrington Tungsten Project) from Resolve Geo Pty Ltd was completed and the Tranche 1 shares being 12m fully paid ordinary shares in the Company were issued. The Company has obtained approval from shareholders in general meeting to issue these shares together with the Tranche 3 shares of 6m. The Tranche 3 shares are only issued when the Company makes a Final Investment Decision on the project and applies for mineral leases over the area. This decision and application needs to occur before 31 December 2017.

On 25 August 2015, the Court of Summary Jurisdiction handed down a verdict finding the Company guilty of the allegations pertaining to the breach of the Mining Management Act (NT) relating to drilling at the Tobermorey project in October 2014 and ordered the Company to pay a fine of $300,000. The Company has appealed this decision.
.

On 31 August 2015, the Company closed its office in Townsville and relocated to Level 8, 46 Edward Street, Brisbane.
There are no other events that have occurred subsequent to year end that are material or unusual in nature that are likely to affect significantly the operations of the Group, the results of those operations, of the state of affairs of the Group in subsequent financial years.
Subsequent to 30 June 2015, option-holders have elected to convert 7,417,943 listed options with an exercise price post the Capital Return of nil cents to fully paid ordinary shares.

27 Parent Entity Information

The Corporations Act requirement to prepare parent entity financial statements where consolidated financial statements are prepared has been removed and replaced by regulation 2M.3.01 which requires limited disclosure in regards to the parent entity (TopTung Limited).

As both subsidiaries were dormant during the year, the financial information of the parent does not differ from that of the consolidated entity.

There were no contractual commitments or contingent liabilities of the parent at 30 June 2015 other than those disclosed at note 22 and 25.

Declaration by Directors

The directors of the company declare that:

1. The financial statements and notes, comprising the statement of profit or loss and other comprehensive income, statement of financial position, statement of cash flows, statement of changes in equity, and accompanying notes, are in accordance with the Corporations Act 2001 and:

   (a) comply with Accounting Standards and the Corporations Regulations 2001; and

   (b) give a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the year ended on that date.

2. The company has included in the notes to the financial statements an explicit and unreserved statement of compliance with International Financial Reporting Standards.

3. In the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

4. The remuneration disclosures included in the directors report (as part of the audited remuneration report), for the year ended 30 June 2015, comply with section 300A of the Corporations Act 2001.

5. The directors have been given the declarations by the chief executive officer and the company secretary required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of the board of directors on 25 September 2015:

L PRETORIUS

Executive Chairman

D LOVELL

Non-Executive Director

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INDEPENDENT AUDITOR'S REPORT

To the members of TopTung Limited (formerly Krucible Metals Limited)

Report on the Financial Report

We have audited the accompanying financial report of TopTung Limited, which comprises the consolidated statement of financial position as at 30 June 2015, the consolidated statements of profit or loss and other 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 of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and 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 judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of TopTung Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

Opinion

In our opinion:

a) the financial report of TopTung Limited is in accordance with the *Corporations Act 2001*, including:

   i. giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of it's performance for the year ended on that date; and

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

b) the financial report also complies *with International Financial Reporting Standards* as disclosed in Note 1.

Report on the Remuneration Report

We have audited the Remuneration Report included in pages 13 to 19 of the directors' report for the year ended 30 June 2015. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

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

BDO Audit Pty Ltd

C R Jenkins

Director

Brisbane, 29 September 2015

CORPORATE GOVERNANCE

All ASX listed entities are required to disclose compliance or otherwise with the recommendations and disclosure obligations contained in the revised ASX Corporate Governance Council Corporate Governance Principles and Recommendations (3rd Edition).

This Compliance Statement has been uploaded on the Company's website at www.toptung.com.au.

SHAREHOLDER INFORMATION

As at 29 September 2015

1. Substantial Shareholders

The names of the substantial shareholders and the number of shares to which they are entitled are:

Name	Number of Shares	Percentage
Resolve Geo Pty Ltd	11,400,000	11.404
Dr Leon Eugene Pretorius	7,000,000	7.002
FWMI No 2 Pty Ltd	5,743,647	5.745
Southern Reaches Pty Ltd	5,574,907	5.577

2. Ordinary shares on Issue

(a) Total number of ordinary shares on issue 99,969,008

99,969,008 ordinary shares are quoted on the Australian Securities Exchange (ASX) under the code TTW

(b) Distribution of ordinary shares

Range of holding	Total holders	Number of shares	% Issued capital
1 - 1,000	26	9,267	0.009
1,001 - 5,000	101	328,218	0.328
5,001 - 10,000	159	1,452,331	1.453
10,001 - 100,000	322	13,550,292	13.554
100,001 and over	135	84,628,900	84.656
Total	**743**	**99,969,008**	**100.000**

(c) The number of ordinary shareholders holding less than a marketable parcel (9,999 shares) is 286 representing 1,789,816 ordinary shares.

(d) The 20 largest ordinary shareholders together held 59,134,242 shares representing 59.15% of the total issued ordinary shares.

3. Voting rights

At a general meeting of the Company on a show of hands, every member present in person, or by proxy, attorney or representative has one vote and upon a poll, every member present in person, or by proxy, attorney or representative has one vote for every Share held by them.

4. Waiver from Listing Rule 7.3.2

Shareholder approval has been obtained for the issue of 6,000,000 fully paid ordinary shares ("Tranche 3 Shares") as part of the acquisition of two exploration licences in NSW known as the Torrington Project from Resolve Geo Pty Ltd ("Resolve"). This waiver has been obtained to issue the shares more than three months after approval at the meeting on 14 August 2015, on the proviso that the Company provides a note stating the terms on which this issue will occur.

The Tranche 3 Shares are to be issued 20 business days after the Company prepares:

- a final investment decision affecting the licences (as defined in the agreement); and
- applies for one or more mineral leases over the area/s of mineralisation described in the final investment decision

and in any event no later than 31 December 2017.

5. Twenty largest ordinary shareholders

	Name	Number of shares	Percentage
1	Resolve Geo Pty Ltd	11,400,000	11.404
2	Dr Leon Eugene Petorius	7,000,000	7.002
3	FWMI No 2 Pty Ltd	5,743,647	5.745
4	Southern Reaches Pty Ltd	5,574,907	5.577
5	Cryptodome Pty Ltd	4,199,309	4.201
6	Mr Anthony James Alston & Mr Loughlan Anthony Alston	3,172,681	3.174
7	Mr Ramon John Andrew Poli & Mrs Terese Joy Poli	3,043,625	3.045
8	McNeil Nominees Pty Limited	3,000,000	3.001
9	The Leanda Group Qld Pty Ltd	2,645,835	2.647
10	Warramboo Holdings Pty Ltd	2,050,000	2.051
11	Wythenshawe Pty Ltd	2,050,000	2.051
12	Mr James Ernest Kern & Mrs Deborah Mary Kern	1,241,265	1.242
13	Mr Dennis John Lovell & Mrs J C Lovell	1,115,709	1.116
14	Newmek Investments Pty Ltd	1,095,428	1.096
15	Whitechurch Developments Pty Ltd	1,055,000	1.055
16	Mr Ian Burston & Mrs Melanie Kirkby & Mrs Kristy Bayliss	1,042,808	1.043
17	Courtney Superannuation Pty Ltd	1,012,523	1.013
18	Dr Elisabeth Van Papenrecht	939,964	0.940
19	Terra Search Pty Ltd	883,334	0.884
20	Mr Mark Ronald Wilkinson	868,207	0.868
		59,134,242	59.153

6. Details of unlisted options

Name of option holder	Number of options	Expiry date	Exercise Price
Bergen Global Opportunity Fund II LLC	1,500,000	28-11-2015	6.96 cents
Total options	1,500,000		

7. Bonus Options on issue

	Number of options	Expiry Date	Exercise Price
Shareholder Bonus Options	11,556,919	23-01-2016	0 cents

(a) 11,556,919 bonus options are quoted on the Australian Securities Exchange (ASX) under the code TTWO at the date of preparing this table.

Shareholder Information (cont)

(b) Distribution of bonus options

Range of Holding	Total Holders	Number of Shares	% Issued Capital
1-1,000	91	46,958	0.406
1,001-5,000	244	671,310	5.809
5,001-10,000	88	621,977	5.382
10,001-100,000	147	3,902,477	33.767
100,001-9,999,999,999	24	6,314,197	54.636
Total	**594**	**11,556,919**	**100.000**

(c) The number of option-holders holding less than a marketable parcel (9,999 options) is 423 representing 1,340,245 bonus options.

(d) The 20 largest option-holders together held 6,137,295 bonus options representing 53.105% of the total issued and unexercised bonus options. See table set out below:

8. Twenty largest option-holders

	Name	Number of Options	Percentage
1	Dr Leon Eugene Pretorius	800,000	6.922
2	Mrs Liane Denise Tollis	709,164	6.136
3	Warramboo Holdings Pty Ltd	512,500	4.435
4	Wythenshawe Pty Ltd	512,500	4.435
5	Randal Investment Holdings Pty Ltd	320,921	2.777
6	Mr James Ernest Kern & Mrs Deborah Mary Kern	310,317	2.685
7	All Positive Pty Ltd	300,201	2.598
8	Whitechurch Developments Pty Ltd	263,750	2.282
9	Mr Peter Howarth	256,650	2.221
10	Courtney Superannuation Pty Ltd	253,131	2.190
11	Mr Chor Leng Tan	250,000	2.163
12	Ironside Pty Ltd	237,500	2.055
13	Terra Search Pty Ltd	220,834	1.911
14	TCH Holdings Pty Ltd	200,000	1.731
15	Barjaye Pty Limited	198,817	1.720
16	Mr Kah Howe Chan	181,041	1.567
17	ASR Investments Pty Ltd	164,798	1.426
18	Dr Elisabeth Van Papenrecht	162,491	1.406
19	Nalmor Pty Ltd	150,000	1.298
20	AJJ Investments Pty Limited	132,680	1.148
		6,137,295	53.105

Voting Rights- The Bonus Option holder do not have any right to attend and vote at general meetings.

9. Share Registry Details

Boardroom Pty Limited

123 Eagle Street, Brisbane, QLD 4000, Australia

Level 7, 207 Kent Street, Sydney NSW 2000, Australia

Telephone:	(02) 9290 9600	Facsimile:	(02) 9279 0664
Free Call:	1300 737 760	Website:	www.boardroomlimited.com.au

MINERAL TENEMENT INORMATION AND RESOURCE STATEMENT

Mineral Tenement Information

As at 30 September 2015

Project	Tenement No.	Interest 30 June 2014	Interest 30 June 2015	Interest 30 Sept. 2015
New South Wales - Current				
Torrington 1*	EL 8258	-	-	100%
Torrington 2*	EL 8355	-	-	100%
Queensland - Relinquished				
Squirrel Hills	EPM 15354	100%	100%	0%
Toomba	EPM 15367	100%	100%	0%
Kamaran	EPM 15389	100%	100%	0%
Cowie Mag	EPM 17291	100%	0%	-
Luke's Plot	EPM 17613	100%	100%	0%
Toolebuc	EPM 19027	100%	0%	-
Big Toby Creek	EPM 19095	100%	100%	0%
Flemington	EPM 19099	100%	0%	-
Coorabulka	EPM 19286	100%	100%	0%
Wheelers Creek	EPM 19475	Application	100%	0%
Tertiary	EPM 19717	100%	100%	0%
Valroy	EPM 25126	100%	100%	0%
Mosses Bore	EPM 25487	100%	0%	-
Mulya	EPM 25771	Application	Withdrawn	-
Northern Territory - Relinquished				
Tobermorey	EL 28170	100%	0%	-

*Tenements held through Torrington Minerals Pty Ltd, a 100% owned subsidiary.

ANNUAL MINERAL RESOURCE STATEMENT

Torrington Tungsten Project – New South Wales

Torrington Minerals Pty Ltd a wholly owned subsidiary of TopTung Limited acquired the Torrington Tungsten Project comprising Exploration Licences 8258 and 8355 from Resolve Geo Pty Ltd (ASX announcement 15 April 2015) with the transaction completing on 24 August 2015.

Resolve had previously estimated a combined Indicated and Inferred Resource estimate for the project of **1,164,000 tonnes at 0.19% WO3 for 2,247 tonnes WO3** (JORC 2012) which was the position at 30 June 2015.

Table 1: Summary of Indicated and Inferred Tungsten Resources – 30 June 2015

Resource Category	Silexite (t) >0.05% W	Grade (% W)	Grade (% WO3)	W (t)	WO3 (t)
Indicated	332,000	0.17	0.22	577	727
Inferred	832,000	0.14	0.18	1,206	1,520
Total (rounded)	**1,164,000**	**0.15**	**0.19**	**1,783**	**2,247**

(Cut-off grade is 0.05% W and is equivalent to 0.063% WO_3)

Review of Material Changes

Subsequent to 30 June 2015 an updated Indicated and Inferred Mineral Resource has been estimated for the Torrington Project totalling **2,146,000 tonnes at 0.23% WO3 for 4,965 tonnes WO3 (**in accordance with the 2012 edition of the JORC Code (JORC 2012)) and as announced to the ASX 12 August, 2015 and detailed in **Tables 2, 3 and 4 below.**

Table 2: Summary Indicated and Inferred Tungsten Resources – 12 August 2015

Resource Category	Silexite (t) >0.05% W	Grade (% W)	Grade (%WO3)	W (t)	WO3 (t)
Indicated	422,000	0.20	0.25	827	1,043
Inferred	1,724,000	0.18	0.23	3,110	3,922
Total (rounded)	**2,146,000**	**0.18**	**0.23**	**3,937**	**4,965**

(Cut-off grade is 0.05% W and is equivalent to 0.063% WO_3)

Table 3: Indicated Tungsten Resources - Torrington Project

Deposit	Silexite (t) >0.05% W	Grade(%W)	Grade (%WO3)	W (t)	WO3 (t)
WK Central Main North	151,310	0.17	0.21	257	324
WK Central Upper (south)	67,126	0.32	0.40	215	271
WK North Upper	77,474	0.20	0.25	154	194
Mt Everard	126,457	0.16	0.20	202	255
Total (rounded)	**422,000**	**0.20**	**0.25**	**827**	**1,043**

Table 4: Inferred Tungsten Resources – Torrington Project

Deposit	Silexite (t) >0.05% W	Grade (%) W	Grade (%WO3)	W (t)	WO3 (t)
WK Central main (exc indicated)	941,789	0.17	0.21	1,568	1,978
WK North Lower	56,093	0.20	0.25	93	118
Fielders Hill North	134,232	0.21	0.26	287	362
Fielders Hill South	343,596	0.21	0.26	736	928
Burnt Hut	192,393	0.17	0.21	336	423
Mt Everard	55,572	0.16	0.20	89	112
Total (rounded)	**1,724,000**	**0.18**	**0.23**	**3,110**	**3,922**

(Cut-off grade is 0.05% W and is equivalent to 0.063% WO3)

* Reported in accordance with JORC Code 2012 Edition for the Reporting of Exploration Results, Mineral Resources and Ore Reserves

Mineral Resource Governance

The Mineral Resources for the Torrington Project in New South Wales have been compiled in accordance with the guidelines defined in the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code, 2012 Edition). Detail information in relation to the Torrington Mineral Resource Estimate is available in a Company report released via the ASX Platform on 12 August 2015. Importantly the statutory JORC Code Table 1 of the report details the resource estimation methodology used at Torrington.

The Mineral Resource estimate followed standard industry methodology using geological interpretation and assay results from drilling samples as well as information from previous

Mineral Resource Governance (cont)

bulk sampling programmes. Detail mapping of outcropping mineralised bodies was also controlled by LiDar survey data which provided accurate topographic control for subsequent volume estimations. The Mineral Resource statement for the Torrington Project was based on information compiled by Mr Gordon Soul the designated competent person for the Project.

Competent Person Statement

I, Gordon Saul, confirm that I am the Competent Person for the Torrington Project JORC Mineral Resource Estimates and:

- I have read and understood the requirements of the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code, 2012 Edition);
- I am a Competent Person as defined by the JORC Code, 2012 Edition, having five years' experience that is relevant to the style of mineralisation and type of deposit described in the Report, and to the activity for which I am accepting responsibility;
- I am a Member of the Australian Institute of Geoscientists (Membership 3440); and
- I have reviewed the Report to which this Consent Statement applies.

I am a consultant and TopTung Limited shareholder working for Resolve Geo Pty Ltd, and have been engaged by TopTung Limited to prepare the documentation for the Torrington tungsten and topaz deposits.

I have disclosed to the reporting company the full nature of the relationship between myself and the company, including any issue that could be perceived by investors as a conflict of interest. Resolve Geo Pty Ltd are the previous holders of the tenements prior to acquisition by TopTung Limited and have been retained in a consultant capacity. Resolve Geo Pty Ltd holds the right (subject to achieving certain milestones) to a 15% shareholding in the parent company at the time of reporting.

I verify that the Mineral Resource Estimation is based on and fairly and accurately reflects in the form and context in which it appears, the information in my supporting documentation relating to the Torrington tungsten deposits.

I consent to the inclusion in the Annual Report in the form and context in which it appears.

Forward Looking Statements

This Annual Report may contain forward-looking statements. Any forward-looking statements reflect management's current beliefs based on information currently available to management and are based on what management believes to be reasonable assumptions. A number of factors could cause actual results, or expectations to differ materially from the results expressed or implied in the forward looking statements.