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# ***Vortex Pipes*** *Limited*

ACN 096 870 978

**ANNUAL REPORT**  
**FOR THE FINANCIAL YEAR ENDED**  
**30 JUNE 2013**

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## CORPORATE DIRECTORY

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### Directors

Patrick Corr (Chairman)  
Trevor Gosatti (Managing Director)  
James Robinson (Non-Executive Director)  
Brett Matich (Non-Executive Director)

### Company Secretary

Loren Jones

### Registered Office

C/- Cicero Corporate Services Pty Ltd  
Suite 9, 330 Churchill Avenue  
Subiaco, WA 6008  
Tel: (08) 6489 1600  
Fax: (08) 6489 1601  
Email: loren@cicerocorporate.com.au

### Postal Address

PO Box 866  
Subiaco, WA 6904

### Principal Place of Business

Unit 6, 110 Inspiration Drive  
Wangara, WA 6065  
Tel: (08) 9302 5151  
Fax: (08) 9302 5076  
Email: trevor.gosatti@vortexpipes.com

### Website

[www.vortexpipes.com](http://www.vortexpipes.com)

ASX Code: VTX

### Auditors

Pitcher Partners Corporate & Audit (WA) Pty Ltd  
Level 1, 914 Hay Street  
Perth, WA 6000

### Share Registry

Security Transfer Registrars Pty Ltd  
Alexandrea House  
Suite 1, 770 Canning Highway  
Applecross, WA 6153  
Tel: (61 8) 9315 2333  
Fax: (61 8) 9315 2233

### Patent Attorney

Wray & Associates  
Level 4, 1 William Street  
Perth, WA 6000

### Banker

National Australia Bank  
226 Main Street  
Osborne Park, WA 6017

### Home Stock Exchange

Australian Securities Exchange Limited  
Exchange Plaza  
Level 2, The Esplanade  
Perth, WA 6000

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## CORPORATE GOVERNANCE STATEMENT

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The Board recognises that the Company's shareholders, employees, regulatory bodies, customers and the community expect a high standard of accountability, performance and ethical behaviour and the Board acknowledges its responsibilities for and commitment to best practice in corporate governance.

Corporate governance is the system by which companies are directed and managed. It influences how the objectives of the Company are achieved, how risk is monitored and assessed and how performance is optimised.

The Board is committed to corporate governance and, to the extent they are applicable to the Company, have adopted the Eight Essential Corporate Governance Principles and each of the Best Practice Recommendations as published by ASX Corporate Governance Council ("CGC").

### **Principle 1 – Lay solid foundations for management and oversight**

The Board of directors is responsible for the overall Corporate Governance of the Company including the strategic direction, establishing goals for management and monitoring the achievement of these goals.

At present the only executive of the Company is the Managing Director. The evaluation of the performance of the Managing Director is assessed annually (or on an as needed basis).

The Board has established a framework for the management of the Company including an overall framework of internal control, risk management and ethical standards. This framework is expressed in a Board Charter and in a statement of delegation of authority to senior management which is held in the Company's registered office and available to the public upon request. The responsibility for the operations and administration of the Company is delegated to the Board to the Managing Director.

### **Principle 2 – Structure the Board to add value**

The Council states that the Company should have a Board of an effective composition, size and commitment to adequately discharge its responsibilities and duties.

The full Board is responsible for establishing criteria for Board membership, reviewing Board membership and identifying and nominating directors. Board membership is reviewed regularly to ensure the Board has an appropriate mix of qualifications, skills and experience. Candidates appointed by the Board must stand for election at the first General Meeting of shareholders following their appointment. The Board of the Company currently comprises of a non-executive Chairman, Managing Director and two non-executive directors.

Details of directors (Mr Patrick Corr, Mr Trevor Gosatti, Mr James Robinson and Mr Brett Match) are set out in the Directors' Report. Mr Gosatti is an executive director and therefore not considered an independent director.

The Company complies with ASX Corporate Governance Principle 2.1 which recommends that a company's Board comprise a majority of independent directors.

The Company's Managing Director has the responsibility for guiding management in effectively carrying out tasks and achieving job task objectives. The full Board meets on an as-to-when required basis with a comprehensive set of Board papers issued before the meeting for consideration and discussion. The Board as a whole makes decisions on important Company issues.

The Company is currently not of a relevant size that justifies the formation of a separate nomination committee. Matters typically dealt with by such a committee are dealt with by the Board of directors. To assist the Directors with independent judgement, it is the Board's policy that if a Director considers it necessary to obtain independent professional advice to properly discharge the responsibility of their duties, they may do so at the Company's expense.

### Principle 2 – Structure the Board to add value (Continued)

During the financial year ended 30 June 2013, there have been changes to the Board. During the year two new directors were appointed to the Board. Mr Santino Di Giacomo resigned as Non-Executive Director of the Company in December 2012. In January 2013, Mr James Robinson was appointed as Non-Executive Director replacing Mr Keith Bowker who resigned as Non-Executive Director and Company Secretary of the Company in January 2013. Mr Brett Matich was appointed as Non-Executive Director in May 2013. Subsequently, the Board has not yet developed a formal process for performance evaluation at this time. However, to ensure that the responsibilities of the Board are discharged in an appropriate manner, the performance of the Board will be reviewed annually by the independent, non-executive Chair; and the performance of the Chair will be reviewed annually by the rest of the Board. Directors whose performance is consistently unsatisfactory may be asked to retire.

### Principle 3 – Promote ethical and responsible decision-making

The Board has adopted a Company Code of Conduct to promote ethical and responsible decision-making by all employees (including directors). The Code embraces the values of honesty, integrity, accountability, equality and striving to enhance the reputation and performance of the Company. In summary the over-riding principles are:

- all employees must conduct their duties honestly and in the best interests of the Company as a whole.
- treat other stakeholders fairly and without discrimination.
- respect confidentiality and do not misuse Company information or assets.
- conduct themselves in accordance with both the letter and spirit of the law.
- maintain a safe working environment.

A copy of the Company's Code of Conduct is available at the Company's principal place of business.

The Company has also formulated a Company policy for directors, executives and employees concerning dealings in Company securities. This policy is as follows:

*Company policy and the Corporations Act 2001, prohibits directors and employees from buying and selling or otherwise dealing in securities of the Company whilst in possession of price sensitive information that, in accordance with the Corporations Act 2001, has not been made public or is otherwise not generally available.*

*In accordance with good practice and to assist in the avoidance of any inadvertent breach of the Corporations Act 2001, the policy of the Company in relation to dealings by directors and employees in securities of the Company is as follows:*

*Key Management Personnel must not, except in exceptional circumstances deal in securities of the Company during the following periods:*

- (a) within the period of 1 month prior to the release of annual reports or half yearly results; and*
- (b) there is in existence price sensitive information that has not been disclosed because of an ASX Listing Rule exception.*

*Key Management Personnel should wait at least 2 days after the relevant releases before dealing in securities so that the market has time to absorb the information.*

*The Company may at its discretion vary this rule in relation to a particular Closed Periods by general announcement to all Key Management Personnel either before or during the Closed Periods. However, if a Key Management Personnel is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at **any** time.*

*Each director and employee is required to satisfy themselves that any dealing in securities of the Company which they undertake is not in breach of the Corporations Act 2001.*

This policy has been incorporated into a set of Guidelines for Trading in Company Shares, which is available at the Company's principal place of business.

## CORPORATE GOVERNANCE STATEMENT

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### **Principle 3 – Promote ethical and responsible decision-making (Continued)**

The Company adopted a diversity policy on the 8 May 2013 as part of their Corporate Governance Plan. The Company recognises the benefits arising from Board diversity, and is committed to providing a diverse workplace that embraces and promotes diversity. The Company is currently not of a size that justifies the formal establishment of measurable diversity objectives.

### **Principle 4 – Safeguard integrity in financial reporting**

The Company is not of a size at the moment that justifies having a separate audit committee. However, matters typically dealt with by an audit committee are currently dealt with by the Board of directors which comprises one independent Non-Executive Chair, two Non-Executive Directors and one non-independent director. Though the Company intends to seek out and appoint additional independent directors to the Board when size and scale of the Company justify and warrant their inclusion, for the time being the Company maintains a mix of directors from different backgrounds with complementary skills and experience. No charter has been developed, as there is no audit committee due to the role currently being fulfilled by the Board.

The Company's auditor is Pitcher Partners Corporate & Audit (WA) Pty Ltd ("Pitcher Partners"), appointed in 2011. Consistent with ASX CGC 6 Pitcher Partners attends, and is available to answer questions at, the Company's Annual General Meeting.

The signing off of the annual accounts is a matter considered by the whole Board together with the external auditors.

### **Principle 5 – Make timely and balanced disclosure**

The Council states that the Company should make timely and balanced disclosure of all material matters concerning the Company.

In the Company's current stage of development, matters of critical importance arise regularly. The Managing Director and Company Secretary will discuss significant issues with Board members and jointly will make a decision on the timely release of factual and balanced information concerning the Company's activities. To maintain consistency, the Board has approved a Continuous Disclosure Policy, which is available at the Company's registered office, and which covers announcements to the ASX, prevention of selective or inadvertent disclosure, conduct of investor and analysts' briefings, and media communications.

### **Principle 6 – Respect the rights of shareholders**

Pursuant to Principle 6, the Company's objective is to ensure effective communication with its shareholders at all time. The Company recognises the important role of communicating with shareholders, and has for several years regularly informed shareholders about current and proposed activities.

Given the size of the Company, all communication with shareholders is currently reverted to the Board and its Company Secretary. The Company's website has a dedicated media section which publishes all important Company Information and relevant announcements made to the market.

The Company will ensure that the Annual General Meeting is held in a manner that enables as many shareholders as possible to attend and encourages effective participation by shareholders. The Company requires the attendance of the external auditor at the Company's Annual General Meeting and to be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

## CORPORATE GOVERNANCE STATEMENT

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### **Principle 7 – Recognise and manage risk**

The Company has adequate policies in relation to risk management, compliance and internal control systems. The Company's policies are designed to ensure strategic, operational, legal, reputational and financial risks are identified, assessed effectively and efficiently managed and monitored to enable achievement of the Company's business objectives.

The Managing Director and the Company Secretary are responsible to the Board for the Company's system of internal control and risk management.

Consistent with the requirements of ASX CGC 4 & 7, the Managing Director is required to state to the Board in writing that the financial statements of the Group present a true and fair view, in all material respects, of the Group's financial position and operational results and are in accordance with the relevant accounting standards and the appropriate disclosure of all information required by statute. Additionally, the Managing Director is required to state in writing that this statement is founded on a sound system of risk management and control which implements the policies adopted by the Board and that the Company's risk management and internal compliance and control framework is operating efficiently and effectively in all material respects.

A risk management policy has been approved by the Board. Full details of the Company's risk management policy can be obtained from the principal place of business.

In fulfilling their duties, the directors may obtain independent professional advice at the Company's expense.

### **Principle 8 – Remunerate fairly and responsibly**

The Council states that the Company should ensure that the level and composition of remuneration is sufficient and reasonable and that its relationship to corporate and individual performance is defined.

The Board has not established a remuneration committee at this point in the Company's development. It is considered that the size of the Board along with the level of activity of the Company renders this impractical as the full Board considers in detail all of the matters for which the directors are responsible.

The Board is currently made up of three non-executive directors. The remuneration structure specific to non-executive directors is contained in the remuneration in this annual report as required by the Corporations Act 2001. The fees payable to non-executive directors is currently capped at A\$200,000 per annum in total.

## CHAIRMAN'S LETTER

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Dear Shareholder,

During the year, the Company advised it entered into option agreements to acquire up to 100% of the Snelgrove DSO iron ore project located in Newfoundland Labrador, Canada, from TSX-listed Cap-Ex Iron Ore Ltd ("Cap-Ex Iron Ore") and Preston Mineral Resources Ltd ("Preston"). The Project, which consists of 593 continuous claims covering a total area of 148 square kilometres is adjacent to mineral claims and hematite deposits owned by Mamba Minerals Ltd (ASX: MAB). The hematite deposits include the recently discovered CLC deposit, the Blaire deposit and the RW deposit (refer Mamba Minerals release dated 10 April 2013). For further details of the option agreements please refer to the ASX release dated 23 May 2013.

The Company has also resolved to explore opportunities to develop and commercialise the ShieldLiner system in North America. Opportunities to be explored will include in areas such as the oil and gas industry and slurry pipes for mineral concentrates. ShieldLiner is a unique trenchless pipe relining technology developed for the rehabilitation of existing pipes insitu. ShieldLiner's unique system involves the insertion of a tool that travels along the pipe being rehabilitated, delivering and compacting resin to fill and repair cracks and holes whilst at the same time wetting out an inverting liner. The fluctuation in the net loss is due to a renewed focus on costs and expense reduction.

Three placements took place throughout the year. In October 2012 a placement was completed seeing the allotment of 263,083,335 fully paid ordinary shares at \$0.0007 per share to raise \$184,158.33. The Company raised a further \$350,000 at \$0.0007 in December 2012 with the allotment of 500,000,000 fully paid ordinary shares and 500,000,000 unlisted options. The final placement of 625,000,000 fully paid ordinary shares at \$0.0005 per share took place in June 2013 raising \$312,500.

The Board welcomed James Robinson and Brett Matich as Directors of the Company and Loren Jones as Company Secretary following resignations of Santino Di-Giacomo and Keith Bowker.



**Patrick Corr**  
Chairman



## DIRECTORS' REPORT

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The directors of Vortex Pipes Limited (the Company) submit herewith the annual report of the Company and its controlled entity (the Group) for the financial year ended 30 June 2013. In order to comply with the provisions of the Corporations Act 2001, the directors report as follows:

### Information about the Directors

The names and particulars of directors of the Company at the end of the financial 2013 year are:

#### **Trevor Gosatti (Managing Director)**

Mr Gosatti is a founding director of Vortex Pipes Limited. He has over 25 years' experience in all aspects of civil contracting operations, including administration and management. He is also Managing Director of Premium Pipe Services Pty Ltd, a wholly owned subsidiary of Vortex Pipes Limited. He is a member of the Australian Institute of Company Directors, a current Board member and past president of the Civil Contractors Federation (WA Branch), a member of the National Board of the Civil Contractors Federation, an Alternate Director of the Skills DMC Industry Skills Council Board, a member of the Civil Construction Industry Sector of the Skills DMC Industry Skills Council, Chairman of the Civil Construction Training Package Working Party of the Skills DMC Industry Skills Council, and a Western Australian Councillor and current Australian Chairman for the Australasian Society for Trenchless Technology.

#### **James Robinson (Non-Executive Director)**

Mr Robinson gained extensive capital markets and advisory experience during 10 years with one of Western Australia's leading corporate advisory and stockbroking firms. Mr Robinson has served in either board or managerial positions of companies operating in North America, South America, Eastern Europe, Asia and Australia. He currently serves as a Non-Executive Director of Condor Energy Services Limited, Vesuvius Minerals Limited and Bisan Limited. He is also a Director of corporate advisory firm Cicero Corporate Services Pty Ltd. Mr Robinson is a member of the Australian Institute of Company Directors and holds a Bachelor of Economics from the University of Western Australia.

#### **Brett Matich (Non-Executive Director)**

Mr Matich was the inaugural Managing Director of ASX-listed Aztec Resources Ltd ("Aztec") and brings more than 20 years' experience in the mining industry. At Aztec, he was responsible for identifying the Koolan DSO hematite deposit and guiding the project towards development, prior to the Mt Gibson Iron Ltd takeover bid in 2006. In addition, Mr Matich identified and oversaw the discovery of Cap-Ex Iron Ore Ltd Block 103 magnetite deposit near Schefferville, only 50 kilometres northeast of Snelgrove.

#### **Patrick Corr LLB (Chairman)**

Patrick Corr is a Barrister and Solicitor of the Supreme Court of Western Australia and specialises in laws regulating companies and securities in Australia. He also has considerable experience in the management and direction of private, public and ASX listed companies. Mr Corr currently serves as a Non-Executive Chairman of ASX-listed Midas Resources Limited. Mr Corr's management and legal experience extends to a range of industries including IT, software and services and the mineral and natural resources industry in Australia and foreign jurisdictions, in particular the United Kingdom and various African countries.

#### **Loren Jones (Company Secretary)**

Miss Jones has worked in finance and back office administration roles with ASX listed companies, stockbroking and corporate advisory services for the past 6 years. During this time she has gained invaluable experience in dealing with all aspects of corporate administration and governance. She currently serves as the Company Secretary of Skywards Limited (ASX: SKL) and Jernigan Commodities Limited, a company specialising in global marketing and pricing solutions for producers of soft commodities. She is a BIA Accredited Bookkeeper and a member of the Institute of Certified Bookkeepers, holds a Certificate IV Financial Services (Bookkeeping), has a Bachelor of Science in Psychology from Curtin University of Technology and is currently enrolled in the Graduate Diploma of Applied Corporate Governance with Chartered Secretaries Australia.

The Company directors held office during the whole of the financial year and since the end of the financial year except for:

- Santino Di Giacomo - resigned 5 December 2012
- Keith Bowker - resigned 21 January 2013
- James Robinson - appointed 21 January 2013
- Brett Matich - appointed 23 May 2013

## DIRECTORS' REPORT

### Directorships of other listed companies

Directorships of other listed companies held by current directors in the 3 years immediately before the end of the financial year are as follows:

Name	Company	Period of directorship
Patrick Corr	Datamotion Asia Pacific Limited	March 2010 - December 2010
	Midas Resources Limited	June 2013
James Robinson	Cohiba Minerals Limited	January 2011 - September 2012
	Triple Energy Limited	July 2010 - November 2010
	Hastings Rare Metals Limited	March 2011 - October 2011
	Bisan Limited	February 2012 - May 2012 and since August 2013

### Directors' shareholdings

The following table sets out the current director's relevant interest in shares and options in shares of the Company as at the date of this report:

Directors	Fully paid ordinary shares Number	Share options Number
Patrick Corr	-	-
Trevor Gosatti	45,630,940	-
James Robinson	84,015,707	-
Brett Matich	25,000,000	-

### Remuneration of key management personnel

Information about the remuneration of key management personnel is set out in the remuneration report of this Directors' Report. The term 'key management personnel' refers to those persons having authority and responsibility for planning, directing, and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group.

### Share options granted to Directors and senior management

During and since the end of the financial year, no options were granted to directors and senior management (2012: NIL).

### Principal Activities

The Group's principal activities in the course of the financial year were the development and commercialisation of the ShieldLiner™ System.

### Review of Operations

The Group incurred a net loss after tax for the year ended 30 June 2013 of \$376,457 (2012: loss \$650,885), a net cash outflow from operations of \$512,132 (2012: \$429,869) and a net asset position of \$514,942 (2012: \$102,131).

Three placements took place throughout the year. In October 2012 a placement was completed seeing the allotment of 263,083,335 fully paid ordinary shares at \$0.0007 per share to raise \$184,158.33. The Company raised a further \$350,000 at \$0.0007 in December 2012 with the allotment of 500,000,000 fully paid ordinary shares and 500,000,000 unlisted options. The final placement of 625,000,000 fully paid ordinary shares at \$0.0005 per share took place in June 2013 raising \$312,500.

During the year, the Company advised it has entered into option agreements to acquire up to 100% of the Snelgrove DSO iron ore project located in Newfoundland Labrador, Canada, from TSX-listed Cap-Ex Iron Ore Ltd ("Cap-Ex Iron Ore") and Preston Mineral Resources Ltd ("Preston"). The Project, which consists of 593 continuous claims covering a total area of 148 square kilometres is adjacent to mineral claims and hematite deposits owned by Mamba Minerals Ltd (ASX: MAB). The hematite deposits include the recently discovered CLC deposit, the Blaire deposit and the RW deposit (refer Mamba Minerals release dated 10 April 2013). For further details of the option agreements please refer to the ASX release dated 23 May 2013.

### Review of Operations (Continued)

The Company has also resolved to explore opportunities to develop and commercialise the ShieldLiner system in North America. Opportunities to be explored will include in areas such as the oil and gas industry and slurry pipes for mineral concentrates. ShieldLiner is a unique trenchless pipe relining technology developed for the rehabilitation of existing pipes insitu. ShieldLiner's unique system involves the insertion of a tool that travels along the pipe being rehabilitated, delivering and compacting resin to fill and repair cracks and holes whilst at the same time wetting out an inverting liner. The fluctuation in the net loss is due to a renewed focus on costs and expense reduction.

### Changes in state of affairs

There were no significant changes in the state of affairs of the Group other than as referred to elsewhere in this Annual Report and in the accounts and notes attached thereto.

### Subsequent Events

As announced to ASX on 23 May 2013 the Company disclosed that it had received commitments for \$312,500 to subscribe for 625,000,000 Shares. These shares were issued on 28 June 2013 pursuant to the Company's combined placement capacity under ASX Listing Rules 7.1 and 7.1A. The Company sought Shareholder approval for four resolutions at the 12 August 2013 General Meeting of shareholders relating to this announcement. The resolutions were as follows:

- Resolution 1 sought and received shareholder approval for the issue of 375,000,000 shares at an issue price of \$0.0005 per share to raise \$187,500;
- Resolution 2 sought and received shareholder approval for the issue of 250,000,000 shares at an issue price of \$0.0005 per share to raise \$125,000;
- Resolution 3 sought and received shareholder approval for the issue of 625,000,000 options for NIL cash consideration to subscribers in the capital raising on the basis of 1 option for every 1 share subscribed for and issued; and
- Resolution 4 sought and received shareholder approval for the issue of up to 1,000,000,000 options at an issue price of \$0.0001 each to raise up to \$100,000.

### Future developments

The Group will continue to pursue its operating strategy to create shareholder value via both the Snelgrove Iron Ore Project and the ShieldLiner system as has previously been outlined to the ASX.

With respect to the Snelgrove Iron Ore Project, future developments will depend upon the results of the ongoing due diligence process and the decision to exercise the option to acquire or not by 30 June 2014.

With respect to development and commercialisation of the ShieldLiner system in North America, the Group is continuing in discussions with various parties that have expressed initial interest in the ShieldLiner system and future developments will be dependent upon the results of those discussions.

### Environmental regulations

The Group's activities to date have not been subject to any particular and significant environmental regulation under Laws of either the Commonwealth of Australia or a State or Territory of Australia.

### Dividends

No dividends were paid or declared and the directors have not recommended the payment of a dividend for the year ended 30 June 2013 (2012: NIL).

## DIRECTORS' REPORT

### Shares under option or issued on exercise of options

Details of unissued shares or interests under options as at the date of this report are:

Issuing entity	Number of shares under option	Class of shares	Exercise price of option	Expiry date of options
Vortex Pipes Limited	1,500,000,000	Ordinary	\$0.00125	25 October 2015

The holders of these options do not have the right, by virtue of the option, to participate in any share issue or interest issue of the Company or any other body corporate.

### Indemnification of officers and auditors

During the financial year, the Company paid a premium in respect of a contract insuring the directors of the Company (as named above), the Company Secretary, Ms Loren Jones, and all officers of the Company and of any related body corporate against a liability incurred as such a Director, Secretary or officer to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of premium.

The Company has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the Company or of any related body corporate against a liability incurred as such an officer or auditor.

### Directors' meetings

The following table sets out the number of directors' meetings held during the financial year and the number of meetings attended by each director (while they were a director). During the financial year, 2 Board meetings were held.

Directors	Board of Directors	
	Eligible to Attend	Attended
Patrick Corr	2	2
Trevor Gosatti	2	2
Santino Di Giacomo	1	1
Keith Bowker	2	2
James Robinson	-	-
Brett Match	-	-

### Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to 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 part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the Corporations Act 2001.

### Non-audit services

The Company may decide from time to time to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Company and/or the Group are important.

Details of amounts paid or payable to the auditor for non-audit services provided during the year by the auditor are outlined in Note 24 to the financial statements.

### Auditor's independence declaration

The auditor's independence declaration is included on page 14 of the annual report.

### Remuneration Report (Audited)

This remuneration report, which forms part of the directors' report, sets out information about the remuneration of the Group's key management personnel for the financial year ended 30 June 2013. The term 'key management personnel' refers to those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group. The prescribed details for each person covered by this report are detailed below under the following headings:

- key management personnel
- remuneration policy
- relationship between the remuneration policy and Company performance
- remuneration of key management personnel
- bonuses and share-based payments granted as compensation for the current financial year
- key terms of employment contracts
- adoption of remuneration report by shareholders

#### Key management personnel

The directors and other key management personnel of the Group during or since the end of the financial year were:

- Mr Patrick Corr (Chairman)
- Mr Trevor Gosatti (Managing Director)
- Mr Santino Di Giacomo (Non-Executive Director) - resigned 5 December 2012
- Mr Keith Bowker (Non-Executive Director) - resigned 21 January 2013
- Mr James Robinson (Non-Executive Director) - appointed 21 January 2013
- Mr Brett Matich (Non-Executive Director) - appointed 23 May 2013

Except as noted, the named persons held their current position for the whole of the financial year and since the end of the financial year.

#### Remuneration policy

The Board as a whole is responsible for considering remuneration policies and packages applicable both to Board members and senior executives of the Company. The Board has not engaged the services of a remuneration consultant to provide recommendations when setting the remuneration received by the directors. Broadly, the Company's remuneration policy is to ensure that any remuneration package properly reflects the person's duties and responsibilities and that it is competitive in attracting, retaining and motivating people of the highest calibre.

Further, the policy incorporates the following key criteria of good reward governance practices:

- competitiveness and reasonableness;
- acceptability to shareholders;
- performance linkage / alignment of executive remuneration;
- transparency; and
- capital management.

#### Non-Executive directors

The remuneration of Non-Executive directors consists of directors' fees, payable in arrears. The total aggregate fee pool to be paid to directors (excluding Executive directors) is set at \$200,000 per year. Remuneration of Non-Executive directors is based on fees approved by the Board of directors and is set at levels to reflect market conditions and encourage the continued services of the directors. Non-Executive directors do not receive retirement benefits but are able to participate in share-based incentive programmes in accordance with Company policy.

The Company's Non-executive directors receive only fees for their services and the reimbursement of reasonable expenses. A monthly fee of \$12,000 (exc. GST) is paid to Cicero Corporate Services Pty Ltd, a company related to Mr Robinson for corporate administration services including financial reporting, company secretarial services and administrative operations.

## DIRECTORS' REPORT

### Remuneration policy (Continued)

#### Executive pay

In order to preserve the Group's limited cash reserves, it was agreed to cease payments to the Managing Director as from 1 April 2012. No payments were made to Mr Trevor Gosatti or a related entity for the year ended 30 June 2013 (2012: \$126,667).

#### Relationship between the remuneration policy and company performance

Director remuneration is currently not linked to either long term or short term performance conditions. The Board feels that the terms and conditions of options and shares currently on issue to the directors are a sufficient, long term incentive to align the goals of the directors with those of the shareholders to maximise shareholder wealth, and as such, has not set any performance conditions for the directors of the Company. The Board will continue to monitor this policy to ensure that it is appropriate for the Company in future years.

The table below sets out summary information about the Group's earnings and movement in shareholder wealth for the five years to 30 June 2013:

	30 June 2013	30 June 2012	30 June 2011	30 June 2010	30 June 2009
Revenue (\$)	18,950	251,613	1,138,469	318,697	2,675,538
Net (loss)/profit before tax (\$)	(376,457)	(650,885)	220,399	(1,517,958)	(2,683,919)
Net (loss)/profit after tax (\$)	(376,457)	(650,885)	220,399	(1,517,958)	(3,087,037)
Share price at start of year (\$)	0.001	0.001	0.001	0.04	0.010
Share price at end of year (\$)	0.001	0.001	0.001	\$0.001	0.04
Basic and diluted profit/(loss) cents per share	(0.00017)	(0.0005)	0.0024	(0.0172)	(0.0414)

#### Remuneration of key management personnel

	Short-term employee benefits				Post-employment benefits	Share-based payment	Total
	Salary & fees	Bonus	Non-monetary	Other	Superannuation	Options	
	\$	\$	\$	\$	\$	\$	\$
<b>2013 Directors</b>							
Patrick Corr <sup>(1)</sup>	20,000	-	-	-	-	-	20,000
Trevor Gosatti <sup>(2)</sup>	-	-	-	-	-	-	-
Santino Di Giacomo	8,030	-	-	-	-	-	8,030
Keith Bowker <sup>(3)</sup>	-	-	-	45,500	-	-	45,500
James Robinson <sup>(4)</sup>	36,000	-	-	72,000	-	-	108,000
Brett Match <sup>(5)</sup>	-	-	-	-	-	-	-
	64,030	-	-	117,500	-	-	181,530
<b>2012 Directors</b>							
Patrick Corr <sup>(1)</sup>	6,667	-	-	-	-	-	6,667
Trevor Gosatti <sup>(2)</sup>	126,667	-	-	-	-	-	126,667
Santino Di Giacomo	5,000	-	-	-	-	-	5,000
Keith Bowker <sup>(3)</sup>	-	-	-	26,000	-	-	26,000
Mark Jenkins	-	-	-	-	-	-	-
John Phillips	-	-	-	-	-	-	-
	138,334	-	-	26,000	-	-	164,334

(1) Appointed 7 March 2012.

(2) In order to conserve the Company's limited cash reserves, it was agreed to cease payments to the Managing Director as from 1 April 2012.

(3) Appointed 12 March 2012. Amounts in 'Other' represent a monthly fee of \$6,500 (exc. GST) paid to Somerville Corporate Pty Ltd, a company related to Mr Bowker for financial reporting, company secretarial services and director fees. Resigned 21 January 2013.

(4) Appointed 21 January 2013. Amounts in 'Other' represent a monthly fee of \$12,000 (exc. GST) paid to Cicero Corporate Services Pty Ltd, a company related to Mr Robinson for corporate administration services.

(5) Appointed 23 May 2013.

## DIRECTORS' REPORT

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### Remuneration of key management personnel (Continued)

#### Bonuses

No bonuses were paid to key management personnel during the financial year (2012: \$NIL).

#### Incentive share-based payments arrangements

During the financial year, there were no share-based payment arrangements in existence (2012: NIL).

No shares were issued during the financial year to directors or key management personnel as a result of exercising remuneration options (2012: NIL).

#### **Key terms of employment contract**

Remuneration and other terms of employment for the Managing Director and other key management personnel are formalised in individual contracts of employment. The principal components of this contract of employment are as follows:

##### Trevor Gosatti - Managing Director Employment Contract

- Term of agreement – on-going commencing 1 January 2007.
- Base salary, inclusive of superannuation, for the year ended 30 June 2013 was to be \$200,000 (2012: \$200,000). In order to conserve the Group's limited cash reserves, it was agreed to cease payments to the Managing Director from 1 April 2012 until further notice or agreement, and accordingly he received NIL this financial year.
- Agreement can be terminated by 3 months' notice or through mutual agreement.

##### James Robinson - Consultancy Services Agreement

- Term of agreement – two years commencing 21 January 2013.
- Base Consultant's fees, for the year ended 30 June 2013 was \$36,000.
- Agreement can be terminated by 3 months' notice or through mutual agreement.

#### **Adoption of remuneration report by shareholders**

The adoption of the remuneration report for the financial year ended 30 June 2012 was put to the shareholders of the Company at the Annual General Meeting (AGM) held on 30 October 2012. All proxies received were in favour of the resolution and the resolution was passed without amendment on a show of hands. The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

#### ***This is the end of the audited remuneration report.***

This Directors' report is signed in accordance with a resolution of directors made pursuant to s.298(2) of the Corporations Act 2001.

On behalf of the directors



**Trevor Gosatti**  
**Managing Director**

Perth, 26 September 2013

**AUDITOR'S INDEPENDENCE DECLARATION**

**To the Directors of Vortex Pipes Limited**

In relation to the independent audit of Vortex Pipes Limited and its controlled entity for the year ended 30 June 2013, to the best of my knowledge and belief there have been:

- (i) No contraventions of the auditor independence requirements of the *Corporations Act 2001*.
- (ii) No contraventions of any applicable code of professional conduct.

*Pitcher Partners Corporate & Audit (WA) Pty Ltd*

**PITCHER PARTNERS CORPORATE & AUDIT (WA) PTY LTD**

*C P Leong*

**C.P. LEONG**

Executive Director

**Perth, 26 September 2013**

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**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF  
VORTEX PIPES LIMITED AND ITS CONTROLLED ENTITY**

**Report on the Financial Report**

We have audited the accompanying consolidated financial report of Vortex Pipes Limited (the "Company"), and its controlled entity (the "Group") which comprises the consolidated statement of financial position as at 30 June 2013, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

*Directors' Responsibility for the Financial Report*

The directors of the Company are responsible for the preparation of the consolidated 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 consolidated financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 3, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the consolidated financial statements comply with *International Financial Reporting Standards*.

*Auditor's Responsibility*

Our responsibility is to express an opinion on the consolidated 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 consolidated financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 Group'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 consolidated 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*.

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**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF  
VORTEX PIPES LIMITED AND ITS CONTROLLED ENTITY**

*Opinion*

In our opinion:

- (a) the consolidated financial report of Vortex Pipes Limited and its controlled entity is in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the Group's financial position as at 30 June 2013 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the consolidated financial report also complies with *International Financial Reporting Standards* as disclosed in Note 3.

*Emphasis of Matter*

Without further modifying our opinion, we draw attention to Note 3.3 to the consolidated financial report which indicates that the Group incurred a net loss of \$376,457 during the year ended 30 June 2013, and as of that date, the Group's net current assets of \$470,172 and net assets of \$514,942. These conditions, along with other matters as set forth in Note 3.3, indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

**Report on the Remuneration Report**

We have audited the Remuneration Report included in pages 11 to 13 of the directors' report for the year ended 30 June 2013. 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 Vortex Pipes Limited and its controlled entity for the year ended 30 June 2013 complies with section 300A of the *Corporations Act 2001*.

*Pitcher Partners Corporate & Audit (WA) Pty Ltd*

**PITCHER PARTNERS CORPORATE & AUDIT (WA) PTY LTD**

*C P Leong*

**C.P. LEONG**

Executive Director

**Perth, 26 September 2013**

## DIRECTORS' DECLARATION

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The directors declare that the financial statements and notes set out on pages 18 to 43 in accordance with the *Corporations Act 2001*:

- (a) Comply with Accounting Standards and the *Corporations Regulations 2001*, and other mandatory professional reporting requirements;
- (b) As stated in Note 3 the consolidated financial statements also comply with International Financial Reporting Standards; and
- (c) Give a true and fair view of the financial position of the consolidated entity as at 30 June 2013 and of its performance for the year ended on that date.

In the directors' opinion there are reasonable grounds to believe that Vortex Pipes Limited and its controlled entity will be able to pay its debts as and when they become due and payable.

This declaration has been made after receiving the declaration required to be made by the managing director to the directors in accordance with sections 295A of the *Corporations Act 2001* for the financial year ended 30 June 2013.

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



**Trevor Gosatti**  
**Managing Director**

Perth, 26 September 2013

**VORTEX PIPES LIMITED AND ITS CONTROLLED ENTITY**  
**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
for the year ended 30 June 2013

	Notes	2013 \$	2012 \$
<b>Continuing operations</b>			
Other income	5	18,950	251,613
		(91,248)	(138,334)
Directors' fees, salaries, superannuation and consulting costs		(11,943)	(31,257)
Depreciation expenses		(19,566)	(36,241)
Public company costs, fees, share registry, shareholder costs		(37,935)	(33,428)
Occupancy costs		(43,891)	(27,933)
Legal fees		(2,451)	(98,536)
Audit fees		(22,036)	(24,825)
Insurances		3,332	(15,017)
Interest expenses		(169,669)	(496,927)
Other expenses from ordinary activities			
		(376,457)	(650,885)
Loss before tax		-	-
Income tax	7	(376,457)	(650,885)
Loss for the year from continuing operations	6		
		(376,457)	(650,885)
Loss for the year			
Other comprehensive expense		-	-
Other comprehensive income for the year, net of tax		(376,457)	(650,885)
Total comprehensive expense for the year			
Loss attributable to:		(376,457)	(650,885)
Owners of the Company		-	-
Non-controlling interests		(376,457)	(650,885)
Total comprehensive expense attributable to:		(376,457)	(650,885)
Owners of the Company		-	-
Non-controlling interests		(376,457)	(650,885)
Loss per share			
From continuing and discontinuing operations		(0.00017)	(0.0005)
Basic and diluted (cents per share)	8		
From continuing operations		(0.00017)	(0.0005)
Basic and diluted (cents per share)	8		

The consolidated statement of comprehensive income is to be read in conjunction with the notes to the financial statements set out on pages 22 to 43.

**VORTEX PIPES LIMITED AND ITS CONTROLLED ENTITY**  
**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
for the year ended 30 June 2013

	Notes	2013 \$	2012 \$
<b>Current assets</b>			
Cash and cash equivalents	21	522,446	214,233
Trade and other receivables	9	12,190	7,361
Other current assets		121,589	-
<b>Total current assets</b>		<b>656,225</b>	<b>221,594</b>
<b>Non-current assets</b>			
Plant and equipment	10	44,770	99,054
<b>Total non-current assets</b>		<b>44,770</b>	<b>99,054</b>
<b>Total assets</b>		<b>700,995</b>	<b>320,648</b>
<b>Current liabilities</b>			
Trade and other payables	12	186,053	178,370
Other financial liabilities	13	-	40,147
<b>Total current liabilities</b>		<b>186,053</b>	<b>218,517</b>
<b>Total liabilities</b>		<b>186,053</b>	<b>218,517</b>
<b>Net assets</b>		<b>514,942</b>	<b>102,131</b>
<b>Equity</b>			
Issued capital	14	9,811,391	9,022,123
Reserves	15	563,097	563,097
Accumulated losses		(9,859,546)	(9,483,089)
<b>Total equity</b>		<b>514,942</b>	<b>102,131</b>

The consolidated statement of financial position is to be read in conjunction with the notes to the financial statements set out on pages 22 to 43.

VORTEX PIPES LIMITED AND ITS CONTROLLED ENTITY  
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
for the year ended 30 June 2013

	Share Capital \$	Option Premium Reserve \$	Accumulated Losses \$	Total \$
<b>Balance at 1 July 2011</b>	7,370,837	-	(8,832,204)	(1,461,367)
<b>Comprehensive expense for the year</b>				
Loss for the year	-	-	(650,885)	(650,885)
<b>Total comprehensive expense for the year</b>	-	-	(650,885)	(650,885)
Issue of shares	1,650,000	-	-	1,650,000
Recoupment of share issue costs	1,286	-	-	1,286
Recognition of share-based payments	-	563,097	-	563,097
<b>Balance at 30 June 2012</b>	<b>9,022,123</b>	<b>563,097</b>	<b>(9,483,089)</b>	<b>102,131</b>
<b>Balance at 1 July 2012</b>	9,022,123	563,097	(9,483,089)	102,131
<b>Comprehensive expense for the year</b>				
Loss for the year	-	-	(376,457)	(376,457)
<b>Total comprehensive expense for the year</b>	-	-	(376,457)	(376,457)
Issue of shares	846,658	-	-	846,658
Share issue costs	(57,390)	-	-	(57,390)
<b>Balance at 30 June 2013</b>	<b>9,811,391</b>	<b>563,097</b>	<b>(9,859,546)</b>	<b>514,942</b>

The consolidated statement of changes in equity is to be read in conjunction with the notes to the financial statements set out on pages 22 to 43.

**VORTEX PIPES LIMITED AND ITS CONTROLLED ENTITY**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
for the year ended 30 June 2013

	Notes	2013 \$	2012 \$
<b>Cash flows from operating activities</b>			
Payments to suppliers and employees		(520,946)	(432,648)
Interest received		8,814	14,464
Interest paid		-	(11,685)
Net cash used by operating activities	21	(512,132)	(429,869)
<b>Cash flows from investing activities</b>			
Proceeds from disposal of plant and equipment		52,477	4,818
Net cash generated by investing activities		52,477	4,818
<b>Cash flows from financing activities</b>			
Proceeds from issues of shares		846,658	-
Payments of share issue costs		(38,643)	-
Repayment of loans		(40,147)	(10,128)
Net cash (used by)/generated by financing activities		767,868	(10,128)
<b>Net (decrease)/increase in cash and cash equivalents</b>			
Cash and cash equivalents at the beginning of the year		214,233	649,412
<b>Cash and cash equivalents at the end of the year</b>	21	<b>522,446</b>	<b>214,233</b>

The consolidated statement of cash flows is to be read in conjunction with the notes to the financial statements set out on pages 22 to 43.

**VORTEX PIPES LIMITED AND ITS CONTROLLED ENTITY**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2013

**1. General information**

Vortex Pipes Limited (the Company and controlled entity) is a limited company incorporated in Australia. The addresses of its registered office and principal place of business are disclosed in the corporate directory of the annual report. The principal activity in the course of the financial year was the development and commercialisation of the ShieldLiner™ System.

**2. Application of new and revised Accounting Standards**

**2.1. Standards and Interpretations affecting amounts reported in the current period (and/or prior periods)**

The following new and revised Standards and Interpretations have been adopted in the current year and have affected the amounts reported in these financial statements.

**Standards affecting presentation and disclosure**

Amendments to AASB 7 'Financial Instruments: Disclosure'	The amendments (part of AASB 2010-4 'Further Amendments to Australian Accounting Standards arising from the Annual Improvements Project') clarify the required level of disclosures about credit risk and collateral held and provide relief from disclosures previously required regarding renegotiated loans.
Amendments to AASB 101 'Presentation of Financial Statements'	The amendments (part of AASB 2010-4 'Further Amendments to Australian Accounting Standards arising from the Annual Improvements Project') clarify that an entity may choose to present the required analysis of items of other comprehensive income either in the statement of changes in equity or in the notes to the financial statements.
AASB 124 'Related Party Disclosures' (revised December 2009)	AASB 124 (revised December 2009) has been revised on the following two aspects: (a) AASB 124 (revised December 2009) has changed the definition of a related party and (b) AASB 124 (revised December 2009) introduces a partial exemption from the disclosure requirements for government-related entities.

**2.2. Standards and Interpretations adopted with no effect on financial statements**

The following new and revised Standards and Interpretations have also been adopted in these financial statements. Their adoption has not had any significant impact on the amounts reported in these financial statements but may affect the accounting for future transactions or arrangements.

AASB 2009-12 'Amendments to Australian Accounting Standards'	The application of AASB 2009-12 makes amendments to AASB 8 'Operating Segments' as a result of the issuance of AASB 124 'Related Party Disclosures' (2009). The amendment to AASB 8 requires an entity to exercise judgement in assessing whether a government and entities known to be under the control of that government are considered a single customer for the purposes of certain operating segment disclosures. The Standard also makes numerous editorial amendments to a range of Australian Accounting Standards and Interpretations. The application of AASB 2009-12 has not had any material effect on amounts reported in the Group's consolidated financial statements.
AASB 2010-5 'Amendments to Australian Accounting Standards'	The Standard makes numerous editorial amendments to a range of Australian Accounting Standards and Interpretations. The application of AASB 2010-5 has not had any material effect on amounts reported in the Group's consolidated financial statements.
AASB 2010-6 'Amendments to Australian Accounting Standards – Disclosures on Transfers of Financial Assets'	The application of AASB 2010-6 makes amendments to AASB 7 'Financial Instruments – Disclosures' to introduce additional disclosure requirements for transactions involving transfer of financial assets. These amendments are intended to provide greater transparency around risk exposures when a financial asset is transferred and derecognised but the transferor retains some level of continuing exposure in the asset.



**VORTEX PIPES LIMITED AND ITS CONTROLLED ENTITY**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2013

**2. Application of new and revised Accounting Standards (cont'd)**

**2.3. Standards and Interpretations in issue not yet adopted**

At the date of authorisation of the financial statements, the Standards and Interpretations listed below were in issue but not yet effective.

<b>Standard/Interpretation</b>	<b>Effective for annual reporting periods beginning on or after</b>	<b>Expected to be initially applied in the financial year ending</b>
AASB 9 'Financial Instruments', AASB 2009-11 'Amendments to Australian Accounting Standards arising from AASB 9' and AASB 2010-7 'Amendments to Australian Accounting Standards arising from AASB 9 (December 2010)'	1 January 2013	30 June 2014
AASB 10 'Consolidated Financial Statements'	1 January 2013	30 June 2014
AASB 11 'Joint Arrangements'	1 January 2013	30 June 2014
AASB 12 'Disclosure of Interests in Other Entities'	1 January 2013	30 June 2014
AASB 127 'Separate Financial Statements' (2011)	1 January 2013	30 June 2014
AASB 128 'Investments in Associates and Joint Ventures' (2011)	1 January 2013	30 June 2014
AASB 13 'Fair Value Measurements' and AASB 2011-8 'Amendments to Australian Accounting Standards arising from AASB 13'	1 January 2013	30 June 2014
AASB 119 'Employee Benefits' (2011) and AASB 2011-10 'Amendments to Australian Accounting Standards arising from AASB 119 (2011)'	1 January 2013	30 June 2014
AASB 2010-8 'Amendments to Australian Accounting Standards – Deferred Tax: Recovery of Underlying Assets'	1 January 2012	30 June 2013
AASB 2011-4 'Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements'	1 July 2013	30 June 2014
AASB 2011-7 'Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangements standards'	1 January 2013	30 June 2014
AASB 2011-9 'Amendments to Australian Accounting Standards – Presentation of Items of Other Comprehensive Income'	1 July 2012	30 June 2013

**VORTEX PIPES LIMITED AND ITS CONTROLLED ENTITY**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2013

**2. Application of new and revised Accounting Standards (cont'd)**

**2.3. Standards and Interpretations in issue not yet adopted (cont'd)**

At the date of authorisation of the financial statements, the following IASB Standards and IFRIC Interpretations were also in issue but not yet effective, although Australian equivalent Standards and Interpretations have not yet been issued.

<b>Standard/Interpretation</b>	<b>Effective for annual reporting periods beginning on or after</b>	<b>Expected to be initially applied in the financial year ending</b>
Offsetting Financial Assets and Financial Liabilities (Amendments to IAS 32)	1 January 2014	30 June 2015
Disclosures – Offsetting Financial Assets and Financial Liabilities (Amendments to IFRS 7)	1 January 2013	30 June 2014
Mandatory Effective Date of IFRS 9 and Transition Disclosures (Amendments to IFRS 9 and IFRS 7)	1 January 2015	30 June 2016

Apart from AASB 10 and AASB 11 detailed below, the above mentioned new Standards and Interpretations are not expected to have a material impact on the Group's consolidated financial statements. AASB 10 replaces all of the guidance on control and consolidation in AASB 127 Consolidated and Separate Financial Statements, and Interpretation 12 Consolidation – Special Purpose Entities. The standard introduces a single definition of control that applies to all entities. It focuses on the need to have both power and exposure to, or rights to, variable returns before control is present. Power is the current ability to direct the activities that significantly influence returns. Returns must vary and can be positive, negative or both. There is also new guidance on participating and protective rights and on agent/principal relationships. The Company has given irrevocably options to acquire interests in tenements on the terms and conditions stated in the acquisition agreements upon the payment of consideration. The assessment on the possible acquisition is still in process and the Company cannot assess the probability of the completion of acquisition up to the date of this report. It is therefore not possible to state the impact, if any, of the new standard on the Group's consolidated financial statements. However if the acquisition is completed, the acquisition will meet the guidance of control under AASB 10 and it will be expected to be accounted for as acquisition under AASB 3 Business Combination.

**3. Significant accounting policies**

**3.1. Statement of compliance**

These financial statements are general purpose financial statements which have been prepared in accordance with the Corporations Act 2001, Accounting Standards and Interpretations, and comply with other requirements of the law.

The financial statements comprise the consolidated financial statements of the Group. For the purposes of preparing the consolidated financial statements, the Group is a for-profit entity.

Accounting Standards include Australian Accounting Standards. Compliance with Australian Accounting Standards ensures that the financial statements and notes of the Company and the Group comply with International Financial Reporting Standards ("IFRS").

The financial statements were authorised for issue by the directors on 26 September 2013.

### 3. Significant accounting policies (cont'd)

#### 3.2. Basis of preparation

The consolidated financial statements have been prepared on the basis of historical cost, except for certain non-current assets and financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. Historical cost is generally based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

The following significant accounting policies have been adopted in the preparation and presentation of the consolidated financial statements:

#### 3.3. Going concern basis

The consolidated financial statements have been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

The Group has incurred a net loss after tax for the year ended 30 June 2013 of \$376,457 (2012: \$650,885), and a net cash outflow from operations of \$512,132 (2012: \$429,869). At 30 June 2013, the Group has net current assets of \$470,172 (2012: \$3,077) and net equity of \$514,942 (2012: \$102,131).

The Group's ability to continue as a going concern and pay its debts as and when they fall due is dependent upon the following:

- a) the Group will raise additional capital via any means available to it inclusive of, but not limited to placements, option conversions, rights issues, loans or assets sale in a timely manner in order to pursue business in North America and fund the ongoing activities of the Group and the acquisition;
- b) the Group will not proceed with the acquisition of tenements if no sufficient funds are raised;
- c) the Group will have alternative plans to pursue business in North America if no sufficient funds are raised; and
- d) the non-executive directors will not invoice any fees or payments for their services and; Cicero Corporate Services Pty Ltd, a related entity of Mr James Robinson, will not invoice the monthly corporate administration services fees if the Group is not in a position to pay the fees.

The Directors have reviewed the business outlook and cash flow forecasts after taking into account the above matters and are of the opinion that the use of the going concern basis of accounting is appropriate as the Directors believe the Group will achieve the matters set out above and be able to pay its debts as and when they fall due.

The financial statements are normally prepared on the assumption that the Group is a going concern and will continue in operation for the foreseeable future. Hence, it is assumed that the Group has neither the intention nor the need to liquidate or curtail materially the scale of its operations; if such an intention or need exists, the financial statements may have to be prepared on a different basis and, if so, the basis used is disclosed.

#### 3.4. Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entity controlled by the Company (its subsidiary). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

Income and expense of subsidiary acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate.

Total comprehensive income of subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiary to bring its accounting policies into line with those used by the Company.

**3. Significant accounting policies (cont'd)**

**3.4. Basis of consolidation (cont'd)**

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Changes in the Group's ownership interests in subsidiary that do not result in the Group losing control are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. When assets of the subsidiary are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the relevant assets (i.e. reclassified to profit or loss or transferred directly to retained earnings as specified by applicable Standards). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under AASB 139 'Financial Instruments: Recognition and Measurement' or, when applicable, the cost on initial recognition of an investment in an associate or jointly controlled entity.

**(a) Intangibles**

Patents, trademarks, core technologies and licences

Patents, trademarks, core technologies and licences are recorded at cost less accumulated amortisation and impairment losses. Amortisation is charged on a straight line basis over their estimated useful lives of 20 years. The estimated useful life and amortisation method is reviewed at the end of each annual reporting period.

**(b) Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates and amounts collected on behalf of third parties. All revenue is stated net of the amount of goods and services tax (GST).

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. Revenue is recognised for the major business activities as follows:

Interest revenue

Interest revenue is recognised on a time proportionate basis that takes into account the effective yield on the financial asset.

**(c) Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Finance lease assets are depreciated on a straight line basis over the estimated useful life of the asset.

Operating lease payments are recognised as an expense on a straight line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

### 3. Significant accounting policies (cont'd)

#### **(d) Foreign currencies**

All foreign currency transactions during the financial year are brought to account using the exchange rate in effect at the date of the transaction. Foreign currency monetary items at reporting date are translated at the exchange rate existing at reporting date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Exchange differences are recognised in profit or loss in the period in which they arise.

#### **(e) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in the consolidated statement of comprehensive income in the period in which they are incurred.

#### **(f) Share-based payments**

Equity-settled share-based payments to employees and others providing services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to reserves.

#### **(g) Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

##### Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

##### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

### 3. Significant accounting policies (cont'd)

#### (g) Taxation (cont'd)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities and assets are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

#### Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

#### (h) Plant and equipment

Plant, equipment, vehicles and other fixed assets are stated at cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the item. In the event that settlement of all or part of the purchase consideration is deferred, cost is determined by discounting the amounts payable in the future to their present value as at the date of acquisition.

Depreciation is provided on plant, equipment, vehicles and other fixed assets. Depreciation is calculated on a diminishing value basis so as to write off the net cost or other revalued amount of each asset over its expected useful life to its estimated residual value. The depreciation rates used for each class of asset for the current period are as follows:

- Plant and equipment 5% - 60%
- Motor vehicles 20% - 25%
- Furniture, fittings and office equipment 25% - 40%

Asset held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

#### (i) Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

**3. Significant accounting policies (cont'd)**

**(i) Financial instruments (cont'd)**

Derecognition

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

Classification and Subsequent Measurement

*Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amounts due less provision for doubtful debts.

*Available-for-sale financial assets*

Available-for-sale financial assets are non-derivative financial assets that are either designated as such or that are not classified in any of the other categories. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

*Financial Liabilities*

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost using the effective interest rate method.

**(j) Goods and services tax**

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of an asset or as part of an item of expense. Receivables and payables in the consolidated statement of financial position are recognised inclusive of GST.

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

**(k) Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand, cash in banks and investments in money market instruments, other short-term highly liquid investments with original maturities of three (3) months or less, net of outstanding bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the consolidated statement of financial position.

**(l) Impairment**

At each reporting date, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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**3. Significant accounting policies (cont'd)**

**(l) Impairment (cont'd)**

Goodwill, intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually and whenever there is an indication that the asset may be impaired. An impairment of goodwill is not subsequently reversed.

Tests are conducted annually by the Company to determine whether the carrying value of Technology rights and capitalised patent expenditure has suffered any impairment

**(m) Contributed equity**

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

**(n) Earnings per share**

Basic earnings per share is calculated by dividing the profit or 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. Diluted earnings per share is calculated by adjusting profit or loss attributable to ordinary equity holders of the parent entity, and the weighted average number of shares outstanding for the effects of all dilutive potential ordinary shares.

**(o) Comparative amounts**

Where necessary, comparative figures have been reclassified and repositioned for consistency with current year disclosures.

**4. Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Group's accounting policies, which are described in note 3, the directors are required to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

**Carrying value of Technology rights and capitalised patent expenditure**

Tests are conducted annually by the Company to determine whether the carrying value of Technology rights and capitalised patent expenditure has suffered any impairment, in accordance with the accounting policy stated in notes 3(a) and 3(m). At 30 June 2009, the Group fully provided for the remaining carrying values of all intangible assets, owing to the significant uncertainty for future operations. No adjustment to those provisions was made at 30 June 2013 (2012: NIL).

**5. Revenue**

**Operating Activities**

	2013 \$	2012 \$
Sales	-	-
Other Income		
Interest received	8,814	14,464
Debt forgiveness (i)	-	235,331
Profit on sale of assets	10,136	-
Other	-	1,818
	<b>18,950</b>	<b>251,613</b>

(i) The Company entered into agreements with a majority of its creditors (including directors and director related entities) with respect to the full and final settlement of outstanding liabilities. During the year ended 30 June 2012, an amount of \$235,331 was forgiven by these various parties as a consequence of these agreements.



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**6. Loss for the year**

Loss for the year has been arrived at after charging:

	2013 \$	2012 \$
Audit fees	26,000	98,536
Operating lease - minimum lease payments	-	40,147
(Profit)/Loss on disposal of plant and equipment	(10,136)	2,824
Share based payments (refer note 17)	-	463,097

**7. Income taxes**

**Income tax recognised in profit or loss**

	2012 \$	2011 \$
Current tax	-	-
Deferred tax	-	-

The income tax expense for the year can be reconciled to the accounting profit/(loss) as follows:

(Loss)/profit before tax	(376,457)	(650,885)
Income tax expense/(benefit) calculated at 30% (2012: 30%)	(112,937)	(195,266)
Effect of expenses that are not deductible on determining taxable profit/(loss)	8,131	147,647
Other deductible items	(9,607)	(70,600)
Utilisation of prior year losses	-	-
Effect of unused tax losses not recognised as deferred tax assets	114,413	118,219
Income tax expense in consolidated statement of comprehensive income	-	-

The tax rate used for the 2013 and 2012 tax reconciliations above is the corporate tax rate of 30% payable by Australian corporate entities on taxable profits under Australian tax law.

**Tax Losses**

Deferred tax asset on the unused 2013 tax loss of \$6,285,986 (2012: \$5,886,810) has not been recognised as a as the future recovery of these losses is subject to the Group satisfying the requirements imposed by the regulatory authorities. The benefit of deferred tax assets not brought to account will only be brought to account if:

- (a) Future assessable income is derived of a nature and of an amount sufficient to enable the benefit to be realised.
- (b) The conditions for deductibility imposed by tax legislation continue to be complied with and no changes in tax legislation adversely affect of the Group in realising the benefit.

**Unrecognised deferred tax assets**

Net deferred tax assets (calculated at 30%) have not been recognised in respect of the following items:

	2013 \$	2012 \$
Capital raising costs recognised directly in equity	25,962	10,716
Income tax losses not brought to account at 30%	1,880,456	-
Other temporary differences	15,842	7,730
Unrecognised deferred tax assets relating to the above temporary differences	1,922,260	18,446

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8. (Loss)/earnings per share

**Basic (loss)/earnings per share**

	2013 Cents per share	2012 Cents per share
From continuing operations	(0.00017)	(0.0005)
From discontinued operations	-	-
Total basic (loss)/earnings per share	(0.00017)	(0.0005)

The (loss)/profit and weighted average number of ordinary shares used in the calculation of basic (loss)/earnings per share are as follows:

	2013 \$	2012 \$
(Loss)/profit for the year from continuing operations	(376,457)	(650,885)
Profit for the year from discontinued operations	-	-
(Loss)/profit for the year	(376,457)	(650,885)

Weighted average number of ordinary shares for the purposes of basic (loss)/earnings per share

No.	No.
2,190,717,214	1,229,789,966

**Diluted (loss)/earnings per share**

The following potential ordinary shares are anti-dilutive and are therefore excluded from the weighted average number of ordinary shares for the purposes of diluted (loss)/earnings per share.

	No.	No.
Unlisted options exercisable at \$0.00125 on or before 25 October 2015	1,500,000,000	1,000,000,000

9. Trade and other receivables

	2013 \$	2012 \$
Trade debtors	386,847	386,847
Provision for impairment (i)	(386,847)	(386,847)
Sundry debtors and prepayments	12,190	7,361
	12,190	7,361

(i) As at 30 June 2013, current trade receivables of the Group with a value of \$386,847 (2012: \$386,847) were impaired. The amount of the provision was \$386,847 (2012: \$386,847). The impairment relates to a single trade debtor and although it is considered that a portion, of that debt will be recovered, a provision has been made because of the uncertainty of the matter.

**Trade receivables past due but not impaired**

There were no other trade receivables past due but not impaired (2012: \$NIL).

**Fair value and credit risk**

Due to the short term nature of these receivables, their carrying amount is assumed to approximate their fair value.

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**10. Plant and equipment**

	2013 \$	2012 \$
Plant and equipment at cost	338,791	338,791
Accumulated depreciation and impairment	(331,293)	(329,419)
	7,498	9,372
Motor vehicles at cost	159,971	231,004
Accumulated depreciation	(123,248)	(142,978)
	36,723	88,026
Office equipment at cost	63,883	63,883
Accumulated depreciation	(63,883)	(62,958)
	-	925
Office furniture at cost	16,803	16,803
Accumulated depreciation	(16,254)	(16,072)
	549	731
	44,770	99,054

**Movement in Carrying Amounts:**

	Plant & Equipment \$	Motor Vehicles \$	Office Furniture \$	Office Equipment \$	Total \$
Carrying amount at 30 June 2011	13,552	116,824	3,589	3,717	137,682
Disposals	-	(7,370)	-	-	(7,370)
Depreciation expense	(4,179)	(21,428)	(2,856)	(2,794)	(31,257)
Carrying amount at 30 June 2012	9,372	88,026	925	731	99,054
Disposals	-	(42,341)	-	-	(42,341)
Depreciation expense	(1,874)	(8,962)	(925)	(182)	(11,943)
Carrying amount at 30 June 2013	7,498	36,723	-	549	44,770

**11. Intangible assets**

	2013 \$	2012 \$
Technology rights at cost	500,000	500,000
Capitalised patent expenditure at cost	548,022	548,022
Accumulated amortisation – technology rights and patent	(425,759)	(425,759)
Amount written off – technology rights and patent	(622,263)	(622,263)
	-	-
Licence and know-how at cost	400,100	400,100
Accumulated amortisation – licence	(140,000)	(140,000)
Amount written off – licence	(260,100)	(260,100)
	-	-
Goodwill at cost	49,998	49,998
Amount written off – goodwill	(49,998)	(49,998)
	-	-

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**12. Trade and other payables**

	2013 \$	2012 \$
<b>Current</b>		
Unsecured trade creditors	19,333	26,622
Sundry creditors and accruals	166,720	151,748
	186,053	178,370

**13. Financial liabilities**

<b>Current – secured</b>		
Hire purchase loans (i) – due within one year	-	40,147
	-	40,147

(i) The hire purchase loan is secured over the specific item of plant and equipment. The hire purchase loan has been paid out on the disposal of the vehicle subsequent to the end of the financial year 2012.

**14. Issued capital**

	2013 \$	2012 \$
3,141,972,236 fully paid ordinary shares (2012: 1,753,888,901)	9,811,391	9,022,123

	2013		2012	
	No.	\$	No.	\$
<b>Fully paid ordinary shares</b>				
Balance at beginning of year	1,753,888,901	9,022,123	103,888,901	7,370,837
Shares issued for conversion of convertible loan notes on 26 Oct 2011	-	-	1,650,000,000	1,650,000
Shares issued at \$0.0007 per share	763,083,335	534,158	-	-
Shares issued at \$0.0005 per share	625,000,000	312,500	-	-
Share issue costs	-	(57,390)	-	-
Recoupment of share issue costs	-	-	-	1,286
Balance at end of year	3,141,972,236	9,811,391	1,753,888,901	9,022,123

Fully paid ordinary shares carry one vote per share and carry the right to dividends. Ordinary shares participate in the proceeds on winding up of the Company in proportion to the number of shares held.

**Share options on issue**

Share options issued by the Company carry no rights to dividends and no voting rights.

As at 30 June 2013, the Company has 1,500,000,000 share options on issue (2012: 1,000,000,000) exercisable on a 1:1 basis for 1,500,000,000 shares (2012: 1,000,000,000) at an exercise price of \$0.00125 cents. The options expire on 25 October 2015. During the year no options were converted into shares (2012: NIL).

**15. Reserves**

	2013 \$	2012 \$
Option reserve	563,097	-
Share-based payments	-	563,097
Balance at end of the financial year	563,097	563,097

The reserve arises on the grant of share options to executives, employees, consultants and advisors. Amounts are transferred out of reserve and into accumulated losses when options expire or lapse. Further information about share-based payments is made in note 17 to the financial statements.

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**16. Financial instruments**

**Capital management**

The Group manages its capital to ensure that entities in the Group will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from 2012.

The Group is not subject to any externally imposed capital requirements.

**Financial risk management objectives**

The Board of directors provides services to business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include interest rate risk, liquidity risk and credit risk.

The Group seeks to minimise the effects of these risks by making use of credit risk policies and future cash requirements. These are approved by the Board of directors and are reviewed on a regular basis.

**Interest rate risk**

The Group's exposure to interest rate risk is shown in the table below:

	2013 \$	2012 \$
<b>Financial assets</b>		
Cash and cash equivalents	522,446	214,233
Trade and other receivables	12,190	7,361
	534,636	221,594
<b>Financial liabilities</b>		
Trade and other payables	186,053	178,370
Other financial liabilities (refer note 13)	-	40,147
	186,053	218,517

**Interest rate sensitivity analysis**

An increase of 50 basis points in interest rates (all other variables remaining constant) would have decreased the Group's loss by \$2,612 (2012: \$1,071). Where interest rates decreased, there would be an equal and opposite impact on the loss.

**Fair value of financial assets and liabilities**

The carrying amount of financial assets and financial liabilities recorded in the consolidated financial statements represents their respective net fair values, determined in accordance with the accounting policies disclosed in note 3.

**Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations with financial liabilities. Ultimate responsibility for liquidity risk management rests with the Board of directors, which has established an appropriate liquidity risk management framework for the management of the Group's short, medium, and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities by continuously monitoring forecast and actual cash flows, identifying when further capital raising initiatives are required. The Group presently has no significant source of operating income; it is reliant on equity contributions and cooperation of creditors and lenders to continue as a going concern.

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**16. Financial instruments (cont'd)**  
**Liquidity risk (cont'd)**

	Contractual cash flows				Total contractual cash flows \$
	Carrying amount \$	<6 months \$	>6-12 months \$	>12 months \$	
<b>2013</b>					
<b>Financial assets</b>					
Cash and cash equivalents	522,446	522,446	-	-	522,446
Trade and other receivables	12,190	-	12,190	-	12,190
	534,636	522,446	12,190	-	534,636
<b>Financial liabilities</b>					
Trade and other payables	186,053	186,053	-	-	186,053
Other financial liabilities	-	-	-	-	-
	186,053	186,053	-	-	186,053
<b>2012</b>					
<b>Financial assets</b>					
Cash and cash equivalents	214,233	214,233	-	-	214,233
Trade and other receivables	7,361	-	7,361	-	7,361
	221,594	214,233	7,361	-	221,594
<b>Financial liabilities</b>					
Trade and other payables	178,370	93,604	-	84,766	178,370
Other financial liabilities	40,147	40,147	-	-	40,147
	218,517	133,751	-	84,766	218,517

**Credit risk**

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group only transacts with entities that are rated the equivalent of investment grade and above. This information is supplied by independent rating agencies where available and, if not available, the Group uses other publicly available financial information and its own trading records to rate its major customers. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies. The Group's bank has a "AA-" long term issuer rating by Standards & Pors (S&P).

**Impairment losses**

As at 30 June 2013 the Group has recorded an impairment of \$386,847 (2012:\$386,847) against its trade and other receivables. The Group considers \$123,234 attributable to direct labour charges to still be recoverable. The recoverability of the remaining amount of \$263,613 is considered less likely due to variations to the contract (refer note 9). This debt is to one debtor and is considered a one-off risk.

At risk amounts are as follows:

	2013 \$	2012 \$
<b>Financial assets</b>		
Cash and cash equivalents	522,446	214,233
Trade and other receivables	12,190	7,361
	534,636	221,594

**Fair value measurements**

The carrying amount of financial assets and financial liabilities recorded in the consolidated financial statements represents their respective net fair values, determined in accordance with the accounting policies disclosed in note 3 to the financial statements.

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**17. Share-based payments**

Share-based payments are granted at the discretion of the Board to align the interests of shareholders and key staff, key consultants and advisors.

Each option issued converts into one ordinary share of Vortex Pipes Limited on exercise. No amounts are paid or payable by the recipient on receipt of the option. Options neither carry rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry.

On 26 October 2011, 1,000,000,000 options were issued for the conversion of convertible loan notes to Carmichael Corporate Pty Ltd for the services as stated in the mandate dated 13 May 2011. These options have no vesting conditions and are exercisable at \$0.00125 cents. The options will expire on 25 October 2015. The fair value of the options granted during the period was \$0.00056. Options were priced using the Binomial Model. The expected life of the Options is four (4) years. The expected volatility is based on the historical share price of the Company for the four year period up to suspension on the ASX. The total value of the options was \$563,097 which included \$100,000 in relation to forgiveness of the liability in 2012.

**Inputs for measurement of grant date fair values**

	1,000,000,000 options
Grant Date share price	\$0.001
Option Exercise Price	\$0.00125
Expected volatility	80%
Option life	4 years
Dividend yield	-
Risk-free interest rate	4.035%
Grant Date	26 October 2011
Exercise Date	25 October 2015

**Movements in share options during the year**

The following reconciles the share options outstanding at the beginning and end of the year.

	2013		2012	
	Number of options	Weighted average exercise price \$	Number of options	Weighted average exercise price \$
Balance at beginning of the year	1,000,000,000	0.00125	-	-
Granted during the year (i)	500,000,000	0.00125	1,000,000,000	0.00125
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Balance at end of the year	1,500,000,000	0.00125	1,000,000,000	0.00125
Exercisable at end of the year	1,500,000,000	0.00125	1,000,000,000	0.00125

**Share options exercised during the year**

No share options were exercised during the financial year (2012: NIL).

**Share options outstanding at the end of the year**

The share options of 1,500,000,000 outstanding at the end of the year had a weighted average exercise price of \$0.00125 (2012: \$0.00125) and a weighted average remaining contractual life of 1,096 days (2012: 1,461 days).

(i) Free attaching options were provided to the organisers of the capital raising.

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**18. Subsidiary**

Entity	Incorporation	2013 Ownership	2012 Ownership
Premium Pipe Services Pty Ltd	Australia	100%	100%

	2013 \$	2012 \$
Investment in controlled entity	1,162,362	1,162,362
Provision for impairment	(1,162,362)	(1,162,362)
	-	-

**19. Key management personnel compensation**

**Details of key management personnel**

The directors and other members of key management personnel of the Group during the year were:

- Patrick Corr (Chairman), appointed 7 March 2012
- Trevor Gosatti (Managing Director)
- Keith Bowker (Non-Executive Director), resigned 21 January 2013
- Santino Di Giacomo (Non-Executive Director), resigned 5 December 2012
- James Robinson (Non-Executive Director), appointed 21 January 2013
- Brett Matich (Non-Executive Director), appointed 23 May 2013

**Key management personnel compensation**

The aggregate compensation made to directors and other members of key management personnel of the Company and the Group is set out below:

	2013 \$	2012 \$
Short-term employee benefits	64,030	138,334
Other benefits (i)	117,500	26,000
	181,530	164,334

(i) A monthly fee of \$12,000 (exc. GST) is paid to Cicero Corporate Services Pty Ltd, a company related to Mr Robinson for corporate administration services including financial reporting, company secretarial services and administrative operations.

Financial reporting, company secretarial services and director fees of \$45,500 (2012: \$26,000) (exc. GST) were paid to Somerville Corporate Pty Ltd, a company related to Mr Bowker up to the date of his resignation. These services were provided on a month to month basis.

The remuneration of directors and key executives is determined by the board of directors having regard to the performance of individuals and market trends.



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**19. Key management personnel compensation (cont'd)**

The compensation of each member of the key management personnel of the Group is set out below:

	Short-term employee benefits				Postemployment benefits	Share-based payment	Total
	Salary & fees	Bonus	Non-monetary	Other	Superannuation	Options	
	\$	\$	\$	\$	\$	\$	\$
<b>2013 Directors</b>							
Patrick Corr <sup>(1)</sup>	20,000	-	-	-	-	-	20,000
Trevor Gosatti <sup>(2)</sup>	-	-	-	-	-	-	-
Santino Di Giacomo	8,030	-	-	-	-	-	8,030
Keith Bowker <sup>(3)</sup>	-	-	-	45,500	-	-	45,500
James Robinson <sup>(4)</sup>	36,000	-	-	72,000	-	-	108,000
Brett Matich <sup>(5)</sup>	-	-	-	-	-	-	-
	64,030	-	-	117,500	-	-	181,530
<b>2012 Directors</b>							
Patrick Corr <sup>(1)</sup>	6,667	-	-	-	-	-	6,667
Trevor Gosatti <sup>(2)</sup>	126,667	-	-	-	-	-	126,667
Santino Di Giacomo	5,000	-	-	-	-	-	5,000
Keith Bowker <sup>(3)</sup>	-	-	-	26,000	-	-	26,000
Mark Jenkins	-	-	-	-	-	-	-
John Phillips	-	-	-	-	-	-	-
	138,334	-	-	26,000	-	-	164,334

(1) Appointed 7 March 2012.

(2) In order to conserve the Company's limited cash reserves, it was agreed to cease payments to the Managing Director as from 1 April 2012.

(3) Appointed 12 March 2012. Amounts in 'Other' represent a monthly fee of \$6,500 (exc. GST) paid to Somerville Corporate Pty Ltd, a company related to Mr Bowker for financial reporting, company secretarial services and director fees. Resigned 21 January 2013.

(4) Appointed 21 January 2013. Amounts in 'Other' represent a monthly fee of \$12,000 (exc. GST) paid to Cicero Corporate Services Pty Ltd, a company related to Mr Robinson for corporate administration services.

(5) Appointed 23 May 2013.

**20. Related party transactions**

The immediate parent and ultimate controlling party of the Group is Vortex Pipes Limited.

Balances and transactions between the Company and its subsidiary, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are disclosed below:

**20.1. Loans to related parties**

	2013	2012
	\$	\$
Loans to subsidiary	2,504,224	2,504,224
Provision for impairment	(2,504,224)	(2,504,224)
	-	-

Loans are made by the parent entity, Vortex Pipes Limited, to its subsidiary for working capital purposes. The loans outstanding between the parent entity and its subsidiary have no fixed date of repayment and are non-interest bearing.

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**20. Related party transactions (Cont'd)**

**20.2. Other related party transactions**

Under an engagement letter dated 2 March 2012, Somerville Corporate Pty Ltd, a company related to Mr Bowker, agreed to provide financial reporting and company secretarial services to Vortex Pipes Limited for a monthly fee of \$6,500 (exc. GST) and an annual fee of \$78,000 (exc. GST). Amounts were billed based on normal market rates for such services and were due and payable under normal payment terms.

Under an engagement letter dated 1 January 2013, Cicero Corporate Services Pty Ltd, a company related to Mr Robinson, agreed to provide corporate administration services to Vortex Pipes Limited for a monthly fee of \$12,000 (exc. GST) and an annual fee of \$144,000 (exc. GST). Amounts were billed based on normal market rates for such services and were due and payable under normal payment terms.

**Equity interests in related parties**

*Equity interests in subsidiary*

Details of the percentage of ordinary shares held in subsidiary are disclosed in note 18 to the financial statements.

**Transactions with key management personnel**

*Key management personnel compensation*

Details of key management personnel compensation are disclosed in note 19 to the financial statements.

*Key management personnel equity holdings*

**Fully paid ordinary shares of Vortex Pipes Limited**

	Balance at 1 July No.	Acquired No.	Net other change (i) No.	Held on resignation No.	Balance at 30 June No.
<b>2013</b>					
Patrick Corr <sup>(1)</sup>	-	-	-	-	-
Trevor Gosatti	45,630,940	-	-	-	45,630,940
Santino Di Giacomo <sup>(2)</sup>	13,861,090	-	-	-	13,861,090
Keith Bowker <sup>(3)</sup>	-	-	-	-	-
James Robinson <sup>(4)</sup>	-	84,015,707	-	-	84,015,707
Brett Matich <sup>(5)</sup>	-	5,000,000	-	-	5,000,000
<b>2012</b>					
Patrick Corr <sup>(1)</sup>	-	-	-	-	-
Trevor Gosatti	13,806,380	-	31,824,560	-	45,630,940
Santino Di Giacomo <sup>(2)</sup>	-	8,000,000	5,861,090	-	13,861,090
Keith Bowker <sup>(3)</sup>	-	-	-	-	-
Mark Jenkins <sup>(6)</sup>	4,035,227	-	80,737,730	84,772,957	N/A
John Phillips <sup>(7)</sup>	1,600,001	-	15,898,210	17,498,211	N/A

(1) Appointed 7 March 2012 (2) Resigned 5 December 2012 (3) Resigned 21 January 2013 (4) Appointed 21 January 2013  
(5) Appointed 23 May 2013 (6) Resigned 12 March 2012 (7) Resigned 7 March 2012

**Share options of Vortex Pipes Limited**

No options were held directly, indirectly or beneficially by key management personnel and their related parties during the year ended 30 June 2013 (2012: NIL).

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**21. Cash and cash equivalents**

For the purposes of the consolidated statement of cash flows, cash and cash equivalents include cash on hand and in banks, net of outstanding bank overdrafts. Cash and cash equivalents at the end of the reporting period as shown in the consolidated statement of cash flows can be reconciled to the related items in the consolidated statement of financial position as follows

	2013 \$	2012 \$
Cash and bank balances	522,446	214,233
<b>(a) Reconciliation of (loss)/profit for the year to net cash flows from operating activities</b>		
(Loss)/profit for the year	(376,457)	(650,885)
Non-cash items		
Depreciation	11,943	31,257
(Loss)/profit on disposal of plant and equipment	(10,136)	(2,824)
Share based payments	-	463,097
Debt forgiveness	-	(235,331)
	(374,650)	(394,686)
Movements in working capital		
(Increase) in prepayments	(4,829)	(2,179)
(Increase) in other current assets	(121,589)	-
(Decrease) in trade and other payables	(11,064)	(33,004)
Net cash used in operating activities	(512,132)	(429,869)

**(b) Non-cash transactions**

In the prior year, the Group entered into the following non-cash financing activities which are not reflected in the consolidated statement of cash flows:

- issue of 1,650,000,000 shares and 1,000,000,000 options for the conversion of convertible loan notes.

**22. Contingent liabilities and contingent assets**

The directors are not aware of any contingent liabilities and/or contingent assets as at 30 June 2013 (2012: \$NIL).

**23. Commitments**

The Company has 1 year lease commitments of \$36,414 and 2 year consultancy agreement commitments of \$216,000 (2012: \$29,640). The Company also disposed of a motor vehicle under hire purchase subsequent to the end of the year and hence no further commitment remains. At the date of this report NIL (2012: \$40,147).

**24. Remuneration of auditors**

	2013 \$	2012 \$
<b>Auditor of the Group</b>		
<b>Pitcher Partners Corporate &amp; Audit (WA) Pty Ltd</b>		
Audit and review of the financial statements	26,000	84,400
<b>Crowe Horwath Perth</b>		
Audit and review of the financial statements	-	14,136
	26,000	98,536

The auditor of Vortex Pipes Limited and its subsidiary is Pitcher Partners Corporate & Audit (WA) Pty Ltd, who were appointed at the 2011 Annual General Meeting held on 23 January 2012.

In addition fees were paid to Pitcher Partners (WA) Pty Ltd for taxation services of \$7,874 (2012: \$5,000) and fees were paid to Pitcher Partners Securities Pty Ltd for corporate advisory services of NIL (2012: \$2,500).

## 25. Segment information

The Group identifies its operating segments based on the internal reports that are reviewed and used by the Board of directors (chief operating decision maker) in assessing performance and determining the allocation of resources.

The Group operates primarily in development of the ShieldLiner™ System technology. The financial information presented in the consolidated statement of comprehensive income and the consolidated statement of financial position is the same as that presented to the chief operating decision maker.

Unless stated otherwise, all amounts reported to the Board of directors as the chief operating decision maker is in accordance with accounting policies that are consistent to those adopted in the annual financial statements of the Group.

## 26. Dividend

No dividend has been paid during the financial year and no dividend is recommended for the financial year.

## 27. Events after the reporting period

As announced to ASX on 23 May 2013 the Company disclosed that it had received commitments for \$312,500 to subscribe for 625,000,000 shares. These shares were issued on 28 June 2013 pursuant to the Company's combined placement capacity under ASX Listing Rules 7.1 and 7.1A. The Company sought shareholder approval for four resolutions at the 12 August 2013 General Meeting of shareholders relating to this announcement. The resolutions were as follows:

- Resolution 1 sought and received shareholder approval for the issue of 375,000,000 shares at an issue price of \$0.0005 per share to raise \$187,500;
- Resolution 2 sought and received Shareholder approval for the issue of 250,000,000 shares at an issue price of \$0.0005 per share to raise \$125,000;
- Resolution 3 sought and received shareholder approval for the issue of 625,000,000 options for nil cash consideration to subscribers in the capital raising on the basis of 1 option for every 1 Share subscribed for and issued; and
- Resolution 4 sought and received shareholder approval for the issue of up to 1,000,000,000 options at an issue price of \$0.0001 each to raise up to \$100,000.

**VORTEX PIPES LIMITED AND ITS CONTROLLED ENTITY**  
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**28. Parent entity information**

The accounting policies of the parent entity, which have been applied in determining the financial information shown below, are the same as those applied in the consolidated financial statements. Refer to note 3 for a summary of the significant accounting policies relating to the Group.

	2013 \$	2012 \$
<b>Statement of financial position</b>		
<b>Current assets</b>		
Cash and bank balances	521,825	214,120
Trade and other receivables	12,190	5,866
Other current assets	121,589	-
<b>Total current assets</b>	<b>655,604</b>	<b>219,986</b>
<b>Non-current assets</b>		
Plant and equipment	-	925
<b>Total non-current assets</b>	<b>-</b>	<b>925</b>
<b>Total assets</b>	<b>655,604</b>	<b>220,911</b>
<b>Current liabilities</b>		
Trade and other payables	94,484	89,375
<b>Total current liabilities</b>	<b>94,484</b>	<b>89,375</b>
<b>Total liabilities</b>	<b>94,484</b>	<b>89,375</b>
<b>Net assets/(deficiency)</b>	<b>561,120</b>	<b>131,536</b>
<b>Equity</b>		
Issued capital	9,932,765	9,022,123
Reserves	563,097	563,097
Accumulated losses	(9,934,742)	(9,453,684)
<b>Total equity/(deficiency)</b>	<b>561,120</b>	<b>131,536</b>
<b>Statement of comprehensive income</b>		
Total (loss)/profit and comprehensive (expense)/income	(359,684)	(779,104)

The parent entity has a 1 year lease commitments totalling \$36,414 and a 2 year consultancy agreement commitments totalling \$216,000.

**29. Approval of financial statements**

The consolidated financial statements were approved by the Board of directors and authorised for issue on 26 September 2013.

## ADDITIONAL SECURITIES EXCHANGE INFORMATION for the year ended 30 June 2013

### Additional securities exchange information as at 24 September 2013

#### Number of holders of equity securities

##### Ordinary share capital

3,141,972,236 fully paid ordinary shares are held by 674 individual shareholders.

All issued ordinary shares carry one vote per share and the right to dividends.

##### Unlisted options

1,500,000,000 unlisted options are held by 15 individual option holders.

Options do not carry a right to vote.

#### Distribution of holders of equity securities

Spread of Holdings	Fully paid ordinary shares	Unlisted options
1 – 1,000	6	-
1,001 – 5,000	28	-
5,001 – 10,000	121	-
10,001 – 100,000	315	-
100,001 and over	204	15
	<b>674</b>	<b>15</b>
<b>Holding less than a marketable parcel</b>	<b>547</b>	<b>-</b>

#### Substantial shareholders

Shareholder	Fully paid ordinary shares Number	Percentage of issued capital (%)
MOUNT STREET INVESTMENTS PTY LTD (THE MJ BLAKE S/F A/C)	202,500,000	6.44%
OURO PTY LTD	200,000,000	6.37%
RUCK PTY LTD	200,000,000	6.37%
	<b>602,500,000</b>	<b>19.18%</b>

**ADDITIONAL SECURITIES EXCHANGE INFORMATION**  
for the year ended 30 June 2013

**Twenty (20) largest holders of quoted equity securities**

Shareholder	Fully paid ordinary shares Number	Percentage of issued capital (%)
MOUNT STREET INVESTMENTS PTY LTD <THE MJ BLAKE S/F A/C>	202,500,000	6.44%
OURO PTY LTD	200,000,000	6.37%
RUCK PTY LTD	200,000,000	6.37%
BAY STREET MINERAL CORP	156,000,000	4.97%
VENUS ANETAC PTY LTD <RGC FAMILY A/C>	149,500,000	4.76%
AVANTE HOLDINGS PTY LTD	128,500,000	4.09%
MS JOANNE RUTH BURFORD	116,000,000	3.69%
MR MATHEW DONALD WALKER	100,000,000	3.18%
MIKADO CORPORATION PTY LTD <JFC SUPER FUND A/C>	100,000,000	3.18%
PENINSULA INVESTMENTS (WA) PTY LTD	100,000,000	3.18%
RISTOVSKI NOMINEES PTY LTD <RISTOVSKI S/FUND NO 2 A/C>	100,000,000	3.18%
PERSHING AUSTRALIA NOMINEES PTY LTD <BLACKSWAN A/C>	100,000,000	3.18%
LONDON WALL INVESTMENTS PTY LTD <JENKINS FAMILY A/C>	80,737,730	2.57%
ACP INVESTMENTS PTY LTD	80,000,000	2.55%
DISTINCT RACING AND BREEDING PTY LTD	80,000,000	2.55%
PERSHING AUSTRALIA NOMINEES PTY LTD <INDIAN OCEAN A/C>	80,000,000	2.55%
JUNIOR ENTERPRISES PTY LTD <SR PATERSON FAMILY A/C>	70,000,000	2.23%
CANDLESTICK LIMITED	55,000,000	1.75%
MR PAUL GABRIEL SHARBANEE <THE SCORPION FUND A/C>	50,000,000	1.59%
BATIO PTY LTD <THE WILD SUPER FUND A/C>	50,000,000	1.59%
	<b>2,198,237,730</b>	<b>69.97%</b>

Optionholder	Options Number	Percentage (%)
MS LORAIN VON DER WEID-DE WECK	375,000,000	25.00%
VENUS ANETAC PTY LTD	187,500,000	12.50%
MR JOHN FRANCIS CORR	187,500,000	12.50%
MR THOMAS FRANCIS CORR	177,500,000	11.83%
RUCK PTY LTD	100,000,000	6.67%
GIBRALTAR RESOURCES PTY LTD	90,000,000	6.00%
MOUNT STREET INVESTMENTS PTY LTD	90,000,000	6.00%
VENUS CORPORATION PTY LTD	62,500,000	4.17%
VERDE TRADING PTY LTD	62,500,000	4.17%
GAB SUPERANNUATION FUND PTY LTD	50,000,000	3.33%
MR THOMAS FRANCIS CORR	40,000,000	2.67%
ACP INVESTMENTS PTY LTD	40,000,000	2.67%
MUST PROPERTIES PTY LTD	20,000,000	1.33%
MS MEILY EVIANA	10,000,000	0.67%
NORTHERLY INVESTMENTS PTY LTD	7,500,000	0.50%
	<b>1,500,000,000</b>	<b>100.00</b>

**Company Secretary**

Ms Loren Jones

**Share Registry**

Security Transfer Registrars Pty Ltd  
Alexandrea House  
Suite 1, 770 Canning Highway  
APPLECROSS WA 6153  
Tel: (61 8) 9315 2333

**Registered Office**

C/- Cicero Corporate Services Pty Ltd  
Suite 9, 330 Churchill Avenue  
SUBIACO WA 6008  
Tel: (61 8) 6489 1600

**Principal administration office**

Unit 6, 110 Inspiration Drive  
WANGARA WA 6065