
ANNUAL REPORT

2015



MINEMAKERS
LIMITED

ABN 48 116 296 541

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MINEMAKERS LIMITED

ABN 48 116 296 541

HIGHLIGHTS

THE VISION

Minemakers has a long-term vision to develop a portfolio of agricultural minerals and other value assets that address the fundamental food security and related needs of society while building long-term shareholder value.

CORPORATE STRATEGY

To become a major contributor to the world nutrient market through the development of world class phosphate and related projects.

Baobab, Senegal (100% owned)

- Senegal is stable and mining friendly
- Phosphate is a vital commodity
- Small Mine Permit granted
- Good access to available infrastructure
- Available skilled workforce
- Sedimentary rock phosphate mineralisation
- Simple open pit mining, unconsolidated sand
- Metallurgical test works indicates wet screening to upgrade to marketable product
- Good proximity to existing markets

Wonarah, Australia (100% owned)

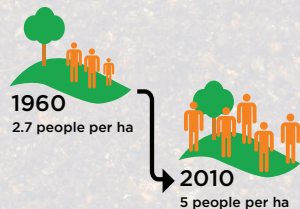
- One of Australia's largest known JORC and NI 43-101 compliant phosphate resources
- Validation of IHP technology is required to liberate value in Wonarah

JDCPhosphate, USA (approx. 8% holding)

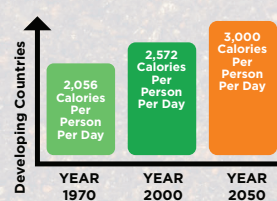
- JDCP owns a proprietary phosphate technology, Improved Hard Process (IHP)
- Validation of IHP delayed due to now resolved technical issues and ongoing funding activities
- Minemakers is currently the only licensee for IHP with exclusive rights for Australia and Senegal

THE IMPORTANCE OF NUTRIENTS

ARABLE LAND DECLINE PER CAPITA

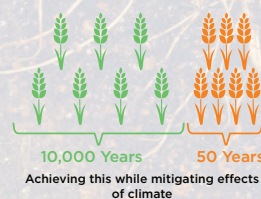


INCREASED PER CAPITA CONSUMPTION



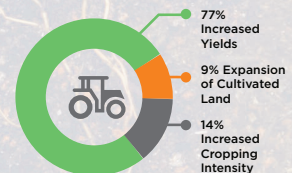
DEMAND ON FARMERS

Over the next 50 years, farmers will have to produce as much food as they produced in the last 10,000 years



SOURCE OF FUTURE SUPPLY

Most of this increase in output will need to come from existing farmland



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Corporate Information

ABN 48 116 296 541

Directors

Richard H (Dick) Block (Non-executive Chairman)
Cliff Lawrenson (Managing Director and CEO)
Richard O'Shannassy (Non-executive Director)
Ian McCubbing (Non-executive Director)
Timothy Cotton (Non-executive Director)

Company Secretary

John Ribbons
Rodney Wheatley

Registered Office

Ground Floor, 20 Kings Park Road
WEST PERTH WA 6005

Principal Place of Business

Ground Floor, 20 Kings Park Road
WEST PERTH WA 6005

Solicitors

Richard O'Shannassy & Co Pty Ltd
Level 3, 46 Ord Street
WEST PERTH WA 6005

Bankers

National Australia Bank Limited
1232 Hay Street
WEST PERTH WA 6005

Share Register

Computershare Investor Services Pty Limited
Level 11, 172 St George's Terrace
PERTH WA 6000
Telephone: 1300 787 272

Auditors

Ernst & Young
11 Mounts Bay Road
PERTH WA 6000

Internet Address

www.minemakers.com.au

Email Address

frontdesk@minemakers.com.au

Stock Exchange Listing

Minemakers Limited shares are listed on the:
Australian Securities Exchange (Code: MAK)
Toronto Stock Exchange (Code: MAK)

Chairman and Managing Director's Review

Dear Fellow Shareholders

The Minemakers strategy is to create shareholder value through the development of resources projects with a specific focus on the macro-nutrients sector. We continue to believe strongly in the long term fundamentals of the sector, which is underpinned by continuing global population growth. The food requirements of that growing population are driving increasing demand for fertilisers and other primary resources which are essential in improving the efficiency and productivity of the global food production industry. Commercial fertilisers are currently responsible for 40% to 60% of the world's current food production and over the next 50 years, farmers will have to produce as much food as was produced in the last 10,000 years. Phosphate is the naturally occurring version of phosphorous, which is a key ingredient in the production of fertilisers and is an irreplaceable macronutrient directly associated with improving yield capability. It will continue to have an ongoing evolutionary role in unlocking the productivity of our soils and farms. Minemakers remains strongly committed to phosphate and is well positioned to deliver shareholders a strong return in the course of supplying the world with this essential commodity.

The 2015 financial year has been a transitional year for Minemakers with a number of key milestones. Most significantly, we secured a phosphate project in the Republic of Senegal, the Baobab Phosphate Project, which provides shareholders with a value accretive opportunity to benefit from a potentially high quality, low cost, near-term production asset with significant future upside. In addition, the Minemakers' Board and Management recognised that validation of JDCPhosphate Improved Hard Process technology is likely to take longer than initially anticipated. The combination of these initiatives has provided the basis for a strategy which focusses on the Baobab Phosphate Project in the shorter term, while maintaining the longer term optionality to commercialise the Wonarah Phosphate Project in Australia. During the 2015 financial year we also undertook numerous measures to reduce our operating costs.

BAOBAB PHOSPHATE PROJECT

In April 2015, following a considerable period of evaluation and negotiation, Minemakers entered into a conditional agreement to acquire 100% of the Baobab Phosphate Project, located in the Republic of Senegal, from Agrifos Group. The acquisition followed an eighteen month period during which Minemakers was actively involved on the ground in Senegal, initially managing the exploration plan and test work at Baobab, and since early 2015 moving to project feasibility. The knowledge accumulated in this process was key to understanding and securing the opportunity.

The Baobab Phosphate Project is envisaged as a low capital expenditure, low operating cost surface mine with available supporting infrastructure. Shareholders will have observed the progressive geological and project updates and announcements that have been made since the launch of the acquisition. Accelerated development is expected to generate rock phosphate sales within 12 months and further expansion of mining operations could be anticipated beyond the first year.

Key elements of the Baobab Phosphate Project include:

- **Stable and mining-friendly country** – established mining code. According to the US Government "...Senegal remains one of the most stable democracies in Africa..."
- **Commodity** – Phosphate, an essential nutrient, has maintained remarkable price stability over the past several years and is projected to maintain steady growth. Industry experts have indicated a small premium to Moroccan benchmark pricing based on the Baobab Phosphate Project product specification. Early offtake discussions are progressing.
- **Proximity to infrastructure** - mined rock phosphate, once dried on conventional pads, will be trucked 145km on predominantly sealed roads to the Port of Dakar, which has sufficient existing capacity for export.
- **Geology** – Inferred Resource announced in May 2015, ongoing positive progress
- **Simple development plan** - open pit mine accessing mineralisation through unconsolidated sand overburden;
- **Metallurgy** – test work indicates significant grade enhancement via simple, low cost wet screening techniques;
- **Access to skilled workforce** - established early-stage MOU with experienced local contract miner with proven capability and capacity
- **Proximity to existing markets** - particularly Europe and South American markets, with possible opportunities also in Senegal

The transaction to acquire the Project was 100% scrip based, preserving the Company's strong cash balance while welcoming the Agrifos Group as a significant shareholder. In exchange for 100% of the Project, Minemakers has issued:

- 100 million shares
- 80 million 4 year options with a strike price of 25c
- 80 million contingent share rights on the achievement of commercial milestones

On 21 August, shareholders overwhelmingly supported the acquisition at a shareholders meeting and we closed the transaction on 23 September. We acknowledge and thank our shareholders for their interest in the acquisition and their strong support throughout. Agrifos' nominee Mr Timothy Cotton has been appointed to the Board in line with the agreement

Chairman and Managing Director's Review

and Mr Farouk Chaouni will be appointed on achievement of the first commercial milestone. Through these board positions, Minemakers will have access to Agrifos' considerable industry, country and asset knowledge and expertise, further adding to your company's capability to execute our strategy.

We see the exciting Baobab Phosphate Project as highly complementary to our long-term strategy of becoming a significant supplier to the world nutrient market. You will be aware from our previous reporting that we have, over the past two years, undertaken assessments of many projects both within and beyond the phosphate sector. In our view, no other project has presented potential cost, return, risk and strategic fit characteristics as attractive as the Baobab Phosphate Project.

WONARAH PHOSPHATE PROJECT AND JDCPHOSPHATE

Our commitment to JDCPhosphate, Inc. and the Improved Hard Process technology continued during the year. However, we recognised that validation of this technology is likely to take longer than initially anticipated and that the Wonarah Phosphate Project is unlikely to advance without this or similar enabling technology. As a consequence, we reassigned the Wonarah Phosphate Project into our longer term strategy and secured the Baobab Phosphate Project as the focus of our near term strategy.

We remind shareholders that the Improved Hard Process is a potentially disruptive technology in the broad phosphate industry. As such, patents and other confidentiality protections are in place to prevent inappropriate disclosure of methodology and related information. The shareholders of JDCPhosphate, Inc. include private individuals, specialist funds and large conglomerates, all with different reporting requirements. For these reasons, our own reporting is correctly limited to our obligations under continuous disclosure regulations.

We thank our fellow Board members, our small team of staff and consultants for embracing our collective vision and for working through change with drive and determination. We all recognise that there will be many challenges to overcome as we press forward but have been energised by the strong team work that has driven Minemakers recent achievements.

We thank you, our shareholders, for supporting our acquisition of the Baobab Phosphate Project in otherwise difficult commodity and equity markets. We firmly believe that the Baobab Phosphate Project will provide the impetus to turn Minemakers into a phosphate producer in the near-term. When the Improved Hard Process achieves validation, the Company will be well positioned to take advantage of the technology in both Australia and Senegal. Ongoing prudent and focussed development will generate and maximise shareholder value. This is our primary objective and challenge as we look to the year ahead with confidence.



Dick Block
Chairman



Cliff Lawrenson
Managing Director and CEO

Directors' Report

Your directors submit their report on the consolidated entity (referred to hereafter as the Group) consisting of Minemakers Limited (Company) and the entities it controlled at the end of, or during, the year ended 30 June 2015.

DIRECTORS

The names and details of the Company's directors in office during the financial year and until the date of this report are as follows. Where applicable, all current and former directorships held in listed public companies over the last three years have been detailed below. Directors were in office for this entire period unless otherwise stated.

Names, qualifications, experience and special responsibilities

Richard H (Dick) Block, B.Sc (Chemical Engineering) – (*Non-executive Chairman*)

Experience & Expertise

Dick Block is a US based mining and processing industry executive with 4 decades experience in the fertiliser and base and precious metals businesses. The majority of his career was with the Freeport-McMoRan group of companies, where he rose to executive vice president and Chief Operating Officer of Freeport-McMoRan Inc. and senior vice president of Freeport-McMoRan Copper & Gold Inc. In addition, he was President of two of the world's largest phosphate mining and fertiliser producing firms, Agrico Chemical Company and IMC-Agrico Company. Further, he was deeply involved in Queensland Nickel JV in Australia in the 1980s.

Mr Block has been a senior executive or member of the board of directors of six NYSE and TSE listed firms, including Amax Gold Inc. and Kinross Gold Corporation. Also, he has been a member of the board of a number of trade, non-profit and charitable organisations, including the International Fertiliser Industry Association, the Fertiliser Institute, the Phosphate Chemicals Export Association (Phos Chem), the Sulphur Institute, United Way of the North Shore and Illinois Public High School District 115.

Other Current Directorships

None

Former Directorships in the last 3 years

None

Special Responsibilities

Member of the Remuneration and Nomination and the Audit Committees.

Cliff Lawrenson, B.Com. (Hons) - (*Managing Director and CEO*)

Experience & Expertise

Cliff Lawrenson joined Minemakers after holding the position of chief executive officer of FerrAus Limited which he led to a recommended takeover by Atlas Iron Limited in December 2011. Mr Lawrenson held the position of group chief executive officer of GRD Limited from 2006 which incorporated GRD Minproc Limited, OceanaGold Limited and Global Renewables. Prior to joining GRD Limited, Mr Lawrenson was a senior executive and vice president of CMS Energy Corporation in the United States of America and Singapore.

He has worked extensively in investment banking around the world and holds postgraduate qualifications in Finance and Strategy.

Mr Lawrenson has served on several boards in international locations where he led the development and financing of numerous major infrastructure projects. He is also non-executive chairman of Pacific Energy Limited.

Other Current Directorships

Non-executive Chairman of Pacific Energy Limited from August 2010.

Former Directorships in the last 3 years

None

Special Responsibilities

None.

Richard O'Shannassy, B.Juris., LL.B. (Hons) - (*Non-executive Director*)

Experience & Expertise

Richard O'Shannassy is a commercial lawyer with over 30 years experience in the mining and energy sectors. He has experienced private legal practice, including conducting his own practice in Perth for nearly 20 years, as well as in-house roles. He has served upon mining industry committees over a number of years and is a member of Australian Mining and Petroleum Law Association Inc.

Other Current Directorships

Non-executive Director of Brierty Ltd from September 2011.

Former Directorships in the last 3 years

None.

Special Responsibilities

Member of the Audit Committee and Chairman of the Remuneration and Nomination Committee.

Directors' Report (cont.)

Ian McCubbing, *B.Comm (Hons), MBA(Ex), CA, GAICD - (Non-executive Director)*

Experience & Expertise

Ian McCubbing is a Chartered Accountant with more than 25 years corporate experience, principally in the areas of accounting, corporate finance and Mergers and Acquisitions. He has spent more than 15 years working with ASX-200 and other listed companies in senior finance roles including positions as finance director and chief financial officer in mining and industrial companies.

Other Current Directorships

Non-executive Director of Swick Mining Services Limited from August 2010.

Non-executive Director of Kasbah Resources from March 2011.

Former Directorships in the last 3 years

Non-executive Director of Mirabela Nickel Limited from January 2011 to April 2014.

Chairman of Eureka Energy Limited from July 2010 to June 2012.

Non-executive Director of Alcyone Resources from February 2012 to March 2013.

Special Responsibilities

Chairman of the Audit Committee and member of the Remuneration and Nomination Committee.

Timothy Cotton, *B.Comm (Hons), - (Non-executive Director – appointed 23 September 2015)*

Experience & Expertise

Timothy Cotton has over two decades of experience in the phosphate mining and fertilizer sector, with a strong focus on business and project development, strategic transactions, M&A and finance. Mr. Cotton is Vice Chairman and a principal in the Agrifos Group of companies, which include Agrifos Partners LLC, Baobab Partners LLC and Vulcan Phosphates LLC. The Agrifos Group is a significant shareholder in Minemakers and in JDCPhosphate, Inc. Mr. Cotton began his career in the merchant banking department of Kidder, Peabody & Co., later becoming a vice president at Lepercq, de Neuflyze & Co., a New York-based investment bank. Mr. Cotton formed the Agrifos Group with his partner, Mr. Farouk Chaouni, in 1993. In addition to his role in the Agrifos Group, Mr. Cotton is a director of Zalagh Holding S.A., an integrated poultry company, and MedInstill LLC, a medical device company.

Other Current Directorships

None

Former Directorships in the last 3 years

None

Special Responsibilities

None

COMPANY SECRETARY

John Ribbons, *B.Bus., CPA, ACIS*

Mr Ribbons is an accountant who has worked within the resources industry for over 19 years in the capacity of company accountant, group financial controller, chief financial officer or company secretary.

Mr Ribbons has extensive knowledge and experience with ASX listed production and exploration companies. He has considerable site based experience with operating mines and has also been involved with the listing of several exploration companies on the ASX. Mr Ribbons has experience in capital raising, ASX and TSX compliance and regulatory requirements. Currently, Mr Ribbons is a director of Montezuma Mining Company Limited. Mr Ribbons has not held any former directorships in the last 3 years.

Rod Wheatley *B.Bus., CPA*

Rod Wheatley is a senior accountant who has worked within the oil and gas, and resource industry for in excess of 13 years in the capacity of company accountant, group financial controller and chief financial officer.

Mr Wheatley joined Minemakers in 2009 as group financial controller. He was appointed chief financial officer in 2011 and joint company secretary in July 2013. Prior to joining Minemakers, Mr Wheatley held senior accounting positions in a number of ASX and AIM listed production and exploration companies. He has extensive experience in management and project accounting, financial reporting at national and international levels and mergers and acquisitions.

Interests in the shares and options of the Company and related bodies corporate

As at the date of this report, the interests of the directors in the shares rights and options of Minemakers Limited were:

	Ordinary Shares	Options over Ordinary Shares	Rights over Ordinary Shares
Dick Block	500,000	4,000,000	-
Cliff Lawrenson	2,001,868	15,000,000	-
Richard O'Shannassy	1,147,652	1,500,000	-
Ian McCubbing	200,000	1,500,000	-
Timothy Cotton	114,000,000	94,000,000	80,000,000

PRINCIPAL ACTIVITIES

The principal activities of the Company during the course of the financial year were the maintenance of the Wonarah project and the continued evaluation of short term value accretive opportunities. After examining many opportunities the Company found an excellent opportunity as a result of contracting out the Company's existing geological and process capabilities. As

Directors' Report (cont.)

of 24 April 2015 the Company is now focusing primarily on developing the Baobab rock phosphate project in the Republic of Senegal.

There was no significant change in the nature of the Company's activities during the year.

CONSOLIDATED RESULTS

	Year Ended 30 Jun 2015	Year Ended 30 June 2014 (Restated)
	\$	\$
Consolidated (loss) before income tax expense	(43,018,117)	(3,776,716)
Income tax expense	-	-
(LOSS) FOR THE YEAR	(43,018,117)	(3,776,716)

DIVIDENDS

No dividends were paid or declared during the financial year. No recommendation for payment of dividends has been made.

REVIEW OF OPERATIONS

A review of the operations of the Group during the financial year and likely developments and expected results is included in the Operating and Financial Review set out below.

BAOBAB PHOSPHATE PROJECT

On 23 September 2015 Minemakers Limited (Minemakers or the Company) acquired 100% of a potential near-term production rock phosphate project in the Republic of Senegal ("the Project") from Baobab Partners LLC, an affiliate of Agrifos Partners LLC ("Agrifos"). Agrifos is an affiliate of Vulcan Phosphates LLC ("Vulcan"), which is a co-investor with Minemakers in JDCPhosphate Inc. (JDCP) and a major Minemakers shareholder. The Project advances Minemakers focus on the nutrient and fertiliser sector and advances Minemakers nearer-term strategic objective of early cash flow generation with minimal capital expenditure and no technology risk.

The Republic of Senegal*Overview*

- One of Africa's most stable and successful democracies (IMF 2010) with a stable and investor friendly social and political environment
- Population of circa 13.5 million (2013 estimate)
- Substantial progress in combatting poverty, improving social
- Infrastructure and advancing its economic emergence (IMF)
- GDP of US\$14.7 billion (World Bank 2013)

*Mining friendly location*

- Established mining industry with phosphates as primary exports
- Mining code implemented in 2003, administered by Ministry of Mines
- State involvement restricted to approvals and royalties
- Good connected infrastructure and qualified workforce
- Several ASX or TSX companies have success in Senegal
- Effective Senegalese Chamber of Mines

Geology and Exploration

Phosphate mineralization in the greater Gadde Bissik prospect region, within the Baobab tenement, was initially identified from material recovered from water wells excavated during the 1950s. The easternmost of the wells lie just within the Gadde Bissik East resource area. A review of historic reports, conducted in 2012 by the commercial arm of the French Geological Survey (BRGM) for Agrifos West Africa, identified a broad area at Gadde Bissik of 4 x 8 kilometres as a high priority target for phosphate exploration along with several other prospects across the broader Baobab tenement.

On-ground exploration of the Baobab tenement began in 2012 with a diamond drill program conducted along the western and north-western fringe of the tenement, predominantly at the Pire Goureye and East Tivaouane prospects.

Minemakers became involved in exploration at Baobab in early 2014. A program of reverse circulation, and later air core, drilling was carried out at several prospects to either follow up on positive drill results obtained from the 2012 program or to carry out scout drilling based on recommendations contained within the BRGM prospectivity report.

Drilling within the broader Gadde Bissik area commenced in May, 2014. The initial phase consisted of broad-spaced drilling on a predominantly 2000 x 2000 metre grid with infill drilling to 1000 x 1000 metres and 500 x 500 metres in what is now the Gadde Bissik West resource area. Two holes drilled on the easternmost line of the 2000 x 2000 metre grid in June 2014 had significant high grade mineralisation and warranted an extension of the exploration grid to the east. Drilling was able to define an area of higher grade and thicker mineralisation at the Gadde Bissik East prospect. A total of 359 air core holes for

Directors' Report (cont.)

13,025 metres and 115 diamond cored holes for 5,175 metres have now been drilled within the entire Gadde Bissik area. The majority of these holes have been drilled within the Small Mine Permit.

A maiden Inferred Resource estimate was completed by MPR Geological Consultants and released to the market on 11 May 2015. The total Inferred Resource estimated stands at 68 Mt at 22% P₂O₅ for Gadde Bissik with 25Mt at 23% P₂O₅ contained within the Small Mine Permit. A Technical Report prepared by MPR Geological Consultants was lodged on SEDAR on 10 June 2015 and is available to be viewed on that platform. The resource estimate is summarised in Table 1 and a plan showing the resource areas is included as Figure 3. Areas drilled out to 500 x 500 metre grid spacing are included in the Inferred Resource estimate. Subsequent infill drilling to 250 x 250 metres has defined areas of significant grade and thickness and these are currently being drilled out at 125 x 125 metre grid spacing to provide data to support an Indicated Resource estimate.

An Exploration Target of approximately 45 to 60 million tonnes at P₂O₅ grades of approximately 19 to 22% has also been estimated for the broader areas that lies to the east and west of Gadde Bissik East, with a combined area of 54km². These estimates are based on broad spaced drilling. The potential quantities and grades are conceptual in nature. There has been insufficient exploration to estimate a Mineral Resource and it is uncertain that future exploration will result in estimation of a Mineral Resource.

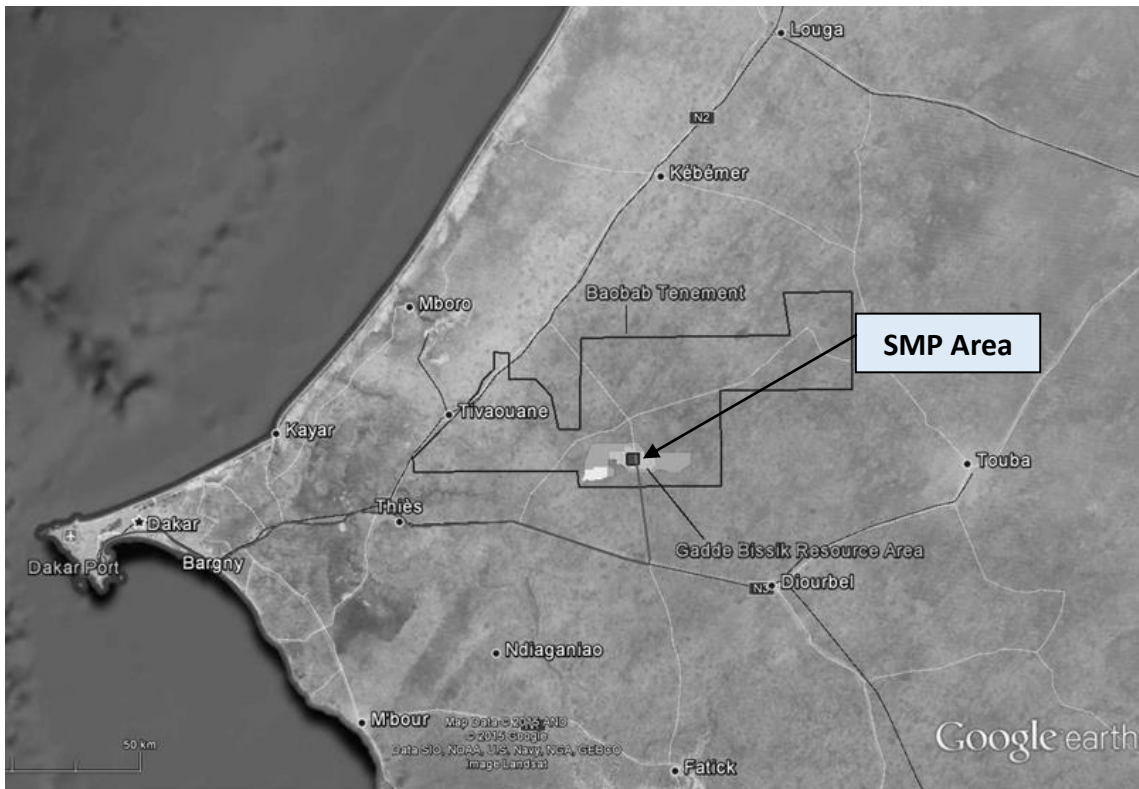


Figure 1: Tenement and Gadde Bissik prospect location

Directors' Report (cont.)

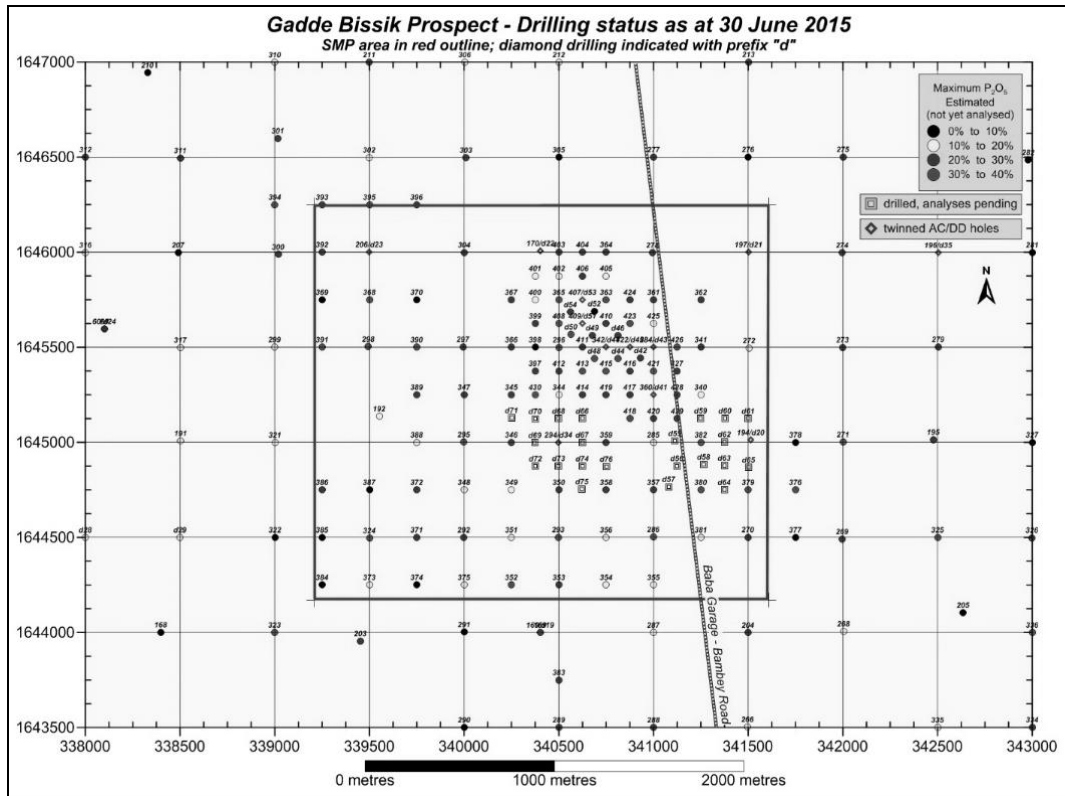


Figure 2 Drill status plan – SMP

PROSPECT	CATEGORY	TONNES (million)	P2O5 (%)	CaO (%)	MgO (%)	Al2O3 (%)	Fe2O3 (%)	SiO2 (%)	
Gadge Bissik East	Within SMP area	Inferred	25	23	31	0.10	2.0	3.1	38
	Outside SMP area	Inferred	40	21	29	0.14	2.4	3.9	39
	Combined	Inferred	65	22	30	0.12	2.2	3.6	38
Gadge Bissik West	Inferred	3	21	29	0.13	4.3	4.7	35	
Total Gadge Bissik	Inferred	68	22	30	0.12	2.3	3.6	38	

Table 1 Gadge Bissik resource estimates

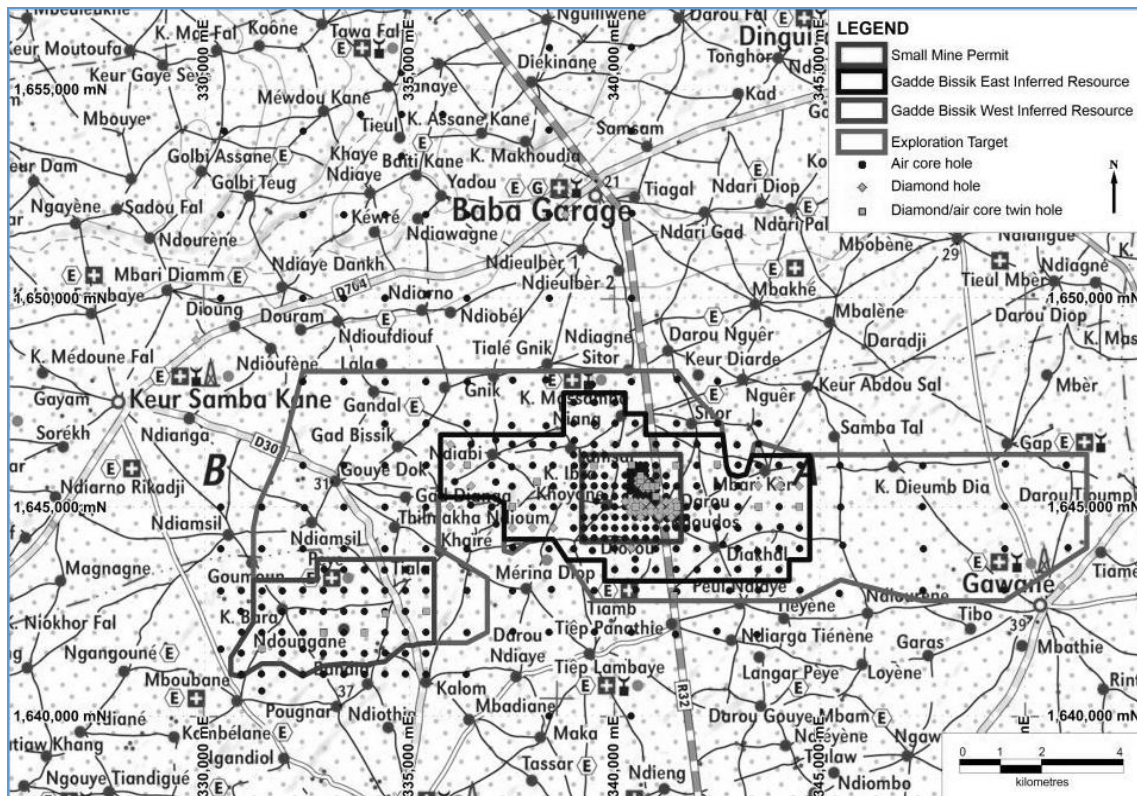
Directors' Report (cont.)

Figure 3 Resource outline – Gadge Bissik Prospect

Project Development for large scale bulk sampling and commencement of mining

The work program for development of a large scale bulk sample open pit within the SMP Area at the Project was advanced further during the last 6 months. The open pit will be the point from which mining commences and this integrated planning is advancing simultaneously.

Small Mine Permit

A SMP for the Baobab Phosphate Project was granted on 6th May 2015. The SMP covers all future mining activity within the identified 5km² area. The associated Environmental Impact Statement (“EIS”) and a Community Relocation and Compensation Plan (“CRCP”) are well advanced. Ongoing discussions have been undertaken with government departments and positive feedback has been received. In addition regional, district and village leader positions have been incorporated into the final EIS document.

Approval of the EIS and CRCP is expected in the near future.

Mining Options

Following an initial mine plan developed for the large scale bulk sample open pit, the technical capabilities and budget quotes of unit mining rates from three local Senegalese mining contractors have been sourced and compared. In order to secure the availability of mining equipment when required, a Memorandum of Understanding (“MOU”) has been concluded with the preferred mining contractor. This MOU is subject to Minemakers securing shareholder approval for the acquisition of the Baobab Phosphate Project and confirmation of the final mine design and schedule. This planning will also extend to commencement of mining which is likely to be a continuous process after bulk sampling.

Australian Mining Consultants (“AMC”) is assisting with the final mine design and scheduling within the SMP. This work is now complete. The optimal schedule will be reviewed with the preferred mining contractor in order to finalise an appropriate mining contract.

Infrastructure/Logistics

Following discussions with the Port of Dakar for the provision of port storage areas, export of bulk samples and for longer term export capacity, a MOU has been completed covering the storage and handling of production from the Baobab Phosphate Project. Please refer to ASX announcement dated 22 July 2015 for further details.

Road transport route options and local Senegalese transport contractor capabilities have been reviewed. The transport rates of the contractors studied proved competitive and a preferred contractor has been identified.

Currently, the preferred road transport route runs south from the project area 20km to the town of Bambey and then uses the sealed N3 highway to access the port at Dakar.

Water Supply

Hydrogeological studies identified three potential locations to access shallow aquifers for potable water supply and a further two locations to access a separate and deeper aquifer for higher volume process water requirements.

Directors' Report (cont.)

Water drilling permits for the five drill locations have been granted.

Review of local water drilling contractors has identified a preferred contractor to conduct this work.

In order to secure the required personnel and equipment to conduct the required drilling programs in line with the overall development program a MOU has been signed with this preferred contractor.

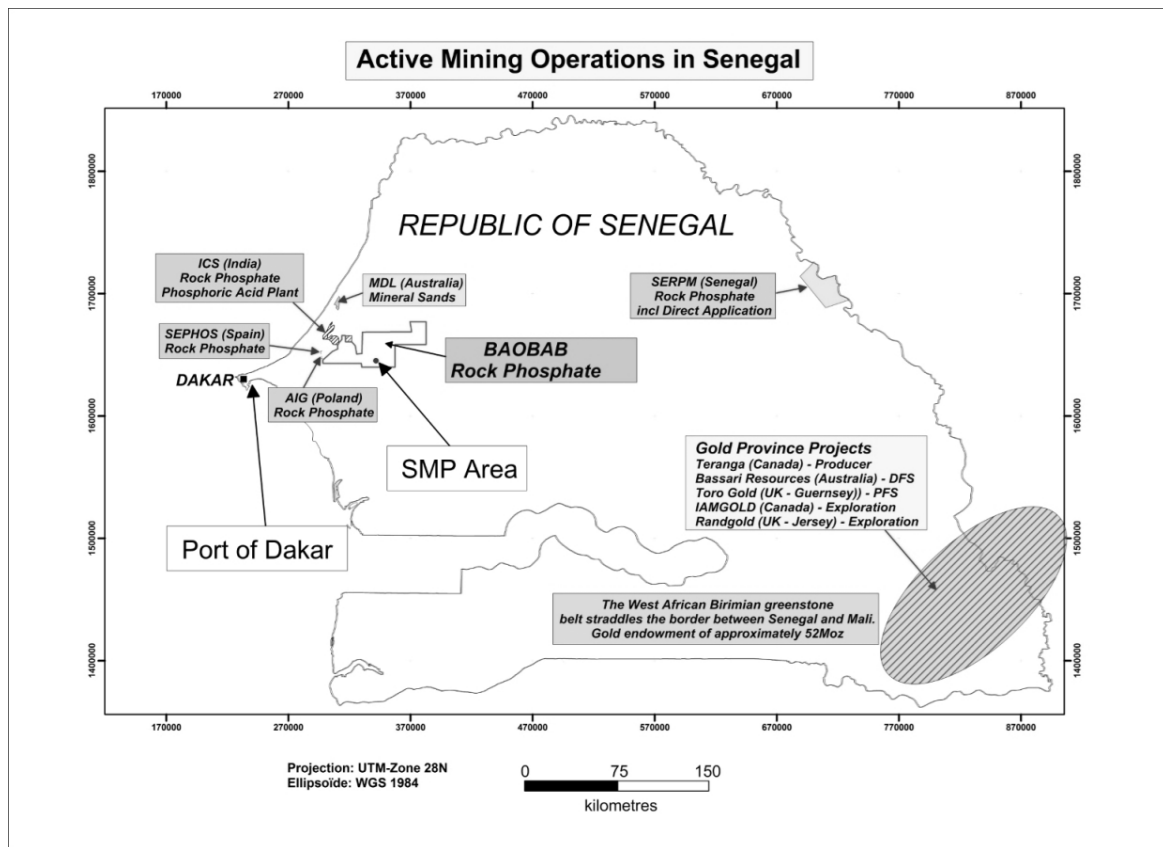


Figure 4: Location of Baobab Phosphate Project and Port of Dakar

Processing

Metallurgical investigations previously demonstrated significant upgrade of phosphate rock from approximately 22% P_2O_5 to >30% P_2O_5 using simple wet screening techniques. This process significantly reduces Al_2O_3 and SiO_2 and marginally decreases Fe_2O_3 . Test work also demonstrated the potential for cleaning iron from the final product using magnetic separation.

A further phase of magnetic separation testing during the June quarter confirmed the effectiveness of this magnetic separation step. Currently, capital and operating estimates for the magnetic separation have been compiled to assess the cost benefit of including this second process step.

A fifth phase of testing is currently underway to confirm design parameters for process equipment. This work is being conducted on diamond drill core recently produced from the bulk sample mining area and the surrounding area which is most likely to be mined first.

Design and engineering for the processing facility are well advanced, with long lead capital equipment items identified so that procurement of these items can be expedited to allow timely commencement of mining for the bulk sample. Designs are based on readily transportable plant modules that can be pre-tested before shipment to site. The modular design allows for reduced site installation requirements, with module pre-testing minimising on-site commissioning issues.

Directors' Report (cont.)

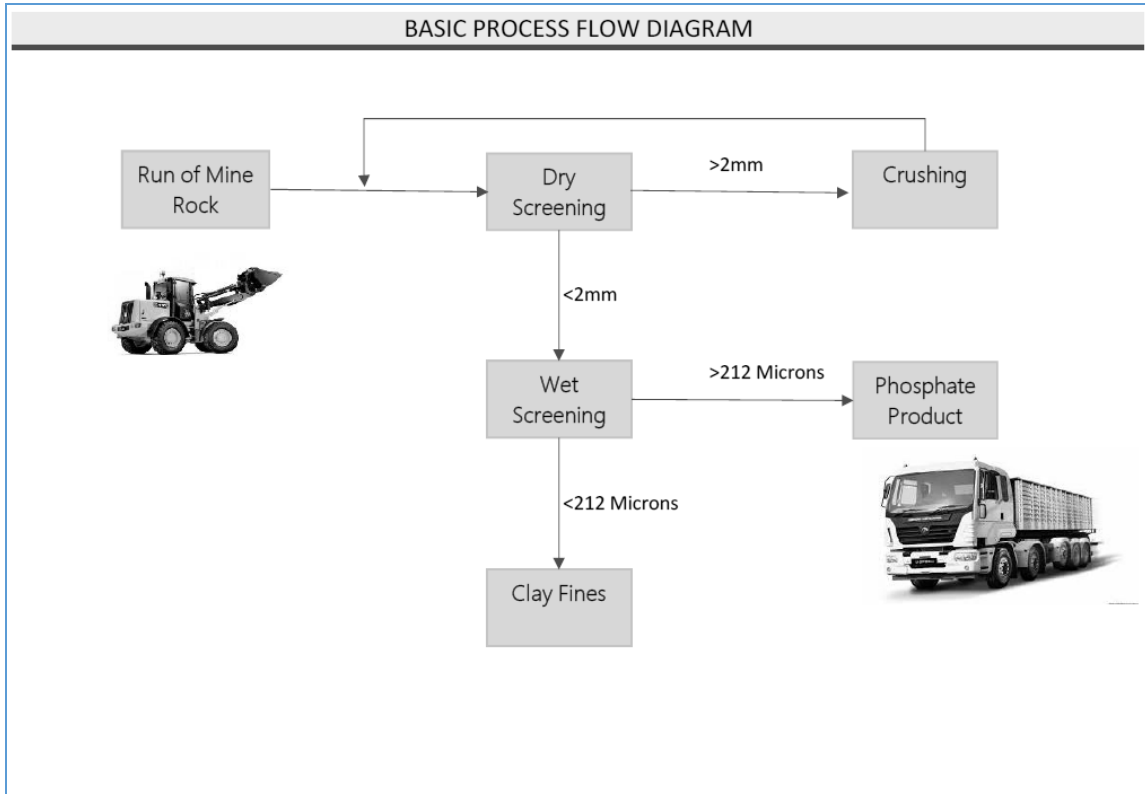


Figure 5 Gadde Bissik Basic Process Flow Diagram

Design options under consideration include:

- Option 1 – Owner Operated Crushing Module and Wet Screening Module
- Option 2 – Contract Crushing with an Owner Operated Wet Screening Module, and
- Option 3 – Owner Operated Crushing Module, Wet Screening and Magnetic Separation Module.

Marketing

Initial discussions have been advanced with potential offtake partners focussed on both Single Super Phosphate (SSP) producers and Phosphoric Acid (PA) producers. Samples have been produced from drilling and these will be used in offtake discussions prior to bulk sampling material being available.

The Project possesses significant potential commercial advantages due to its location, with export of product from the port of Dakar providing competitive access to markets in North and South American and Europe (Figure 6).

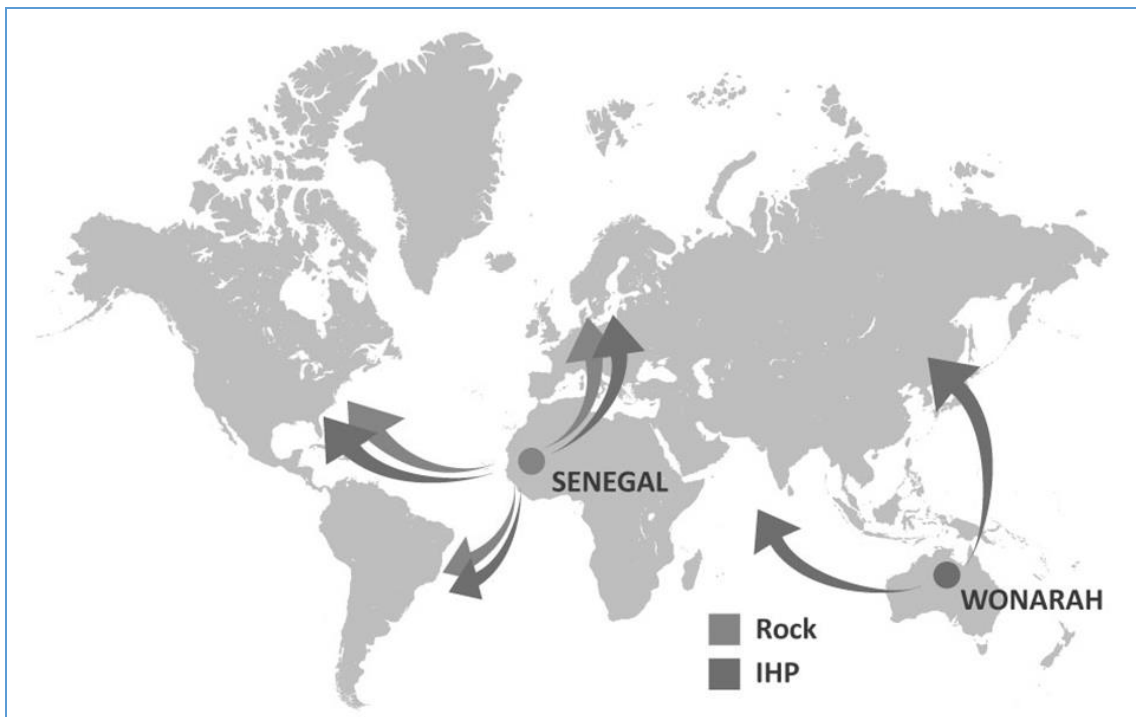


Figure 6 Gadde Bissik Well Positioned Near to American and European Market

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Directors' Report (cont.)**Project Development Program**

The overall milestones achieved during the first half of 2015 for development of the Gadde Bissik Phosphate Project are summarized in Table 2.

	Task	Status
GEOLOGY	Exploration Target	<i>Complete</i>
	Inferred Resource	Complete
	Indicated Resource	<i>Infill drilling underway</i>
PROJECT	Contract mining and crushing	<i>Initial MOU established</i>
	Wet screening	<i>Design & Engineering estimates advanced</i>
	Transport	<i>MOU in Progress</i>
	Port	<i>MOU established</i>
SENEGALESE GOVERNMENT APPROVALS	Small Mine Permit (SMP)	Complete
	Environmental Impact Statement	<i>Lodged</i>
	Community Relocation and Compensation Plan	<i>Awaiting final approval</i>
SHAREHOLDER APPROVALS	General meeting planned for August 2015	Complete
OFFTAKE	Domestic & Export	<i>Early Discussions</i>

Table 2 Gadde Bissik Phosphate Project Development Milestones

WONARAH PHOSPHATE PROJECT, NORTHERN TERRITORY (100% Owned)**Summary**

The Wonarah phosphate project (Wonarah) hosts one of the largest contained P₂O₅ resources of any known phosphate deposit in Australia. To date, only a small portion of the area phosphate mineralisation, based on wide-spaced drilling, has been sufficiently drill tested to enable a Mineral Resource to be estimated in accordance with JORC requirements. Current resource estimates are unchanged from last year and are presented in the annual mineral resource statement at Table 3.

Minemakers Limited (the Company) commenced a Feasibility Study in 2012 for the development of Wonarah using JDCP patented Improved Hard Process (IHP) technology. The Company believes Wonarah has compelling features apart from its size and grade that will support a major phosphate development at the site. These include:

- Situated in a stable political jurisdiction
- Northern Territory Government support and designation as a Major Project
- A life of mine Mining Agreement in place with Traditional Owners which covers mining, processing and fertiliser production
- Proximity to a regional population centre at Tennant Creek
- Access to an established bulk commodity port at Darwin
- Bitumen highway access
- Proximity to a standard gauge railway with spare freight capacity
- Proximity to a natural gas supply, the pipeline for which closely follows the railway line
- Proximity to ample groundwater
- Silica available on site and petroleum coke readily available regionally
- Growing importance of technical grade phosphoric acid and fluid fertilisers both globally and locally

Directors' Report (cont.)

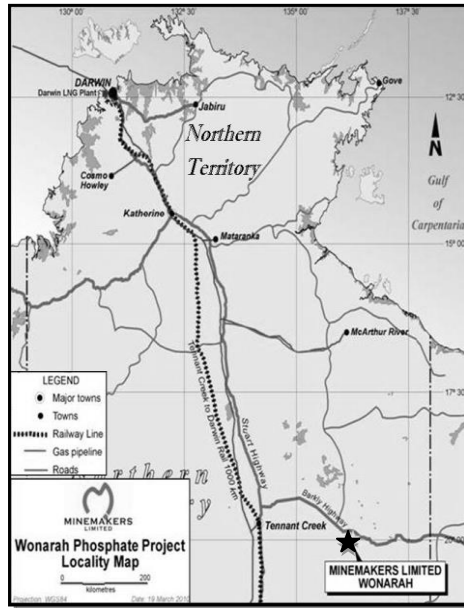


Figure 7: Wonarah Project Locality Map

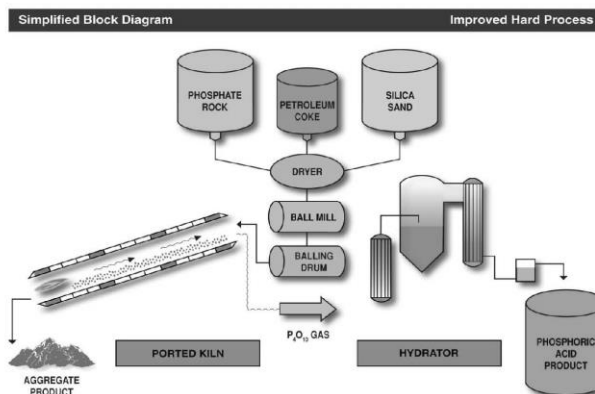
Whilst Wonarah is located approximately 1,300km from the port of Darwin, under an IHP development scenario, the financial impact of this distance is mitigated by the production of a more concentrated and higher value product. The existence of suitable and immediately accessible road and rail infrastructure relieves the Company of a potentially heavy capital burden on the project.

Pending successful commercial validation of the IHP technology by JDCP, Minemakers intends to use the IHP method of producing superphosphoric acid at Wonarah using beneficiated rock mined at Wonarah. Beneficiation test work on a composite sample of diamond core, representing potential run-of-mine material, has resulted in the elaboration of a treatment regime to optimise P₂O₅ recovery and minimise clay content to produce a suitable feed for an IHP plant. Variability testing across a range of ore profiles indicated that the treatment regime remained successful. The efficacy of superphosphoric acid production by the IHP method is currently subject to validation testing by JDCP at a demonstration plant in Florida, USA.

Improved Hard Process Description

Low-grade phosphate rock, petroleum coke and silica sand are fed at accurately controlled flows to a dryer to remove moisture. The solids leaving the dryer are screened to remove large lumps and the material passing through the screen is finely ground in a ball mill.

The ground material is formed into balls in a balling drum. Fines and oversize are returned to the balling drum and product sized balls are fed to the ported kiln.



Source: JDCPhosphate, Inc.

Air is heated by burning natural gas and blown counter-currently to the flow of material in the kiln. The P₄O₁₀ gas is liberated and passes to the hydrator where it is absorbed in water to form a concentrated phosphoric acid. Gases leaving the hydrator are further scrubbed in a venturi scrubber, cyclone/scrubber and mist eliminator to recover product not absorbed in the hydrator. Vent gases are then scrubbed with lime slurry and then pass to a flue gas desulphurisation unit for final cleaning.

The phosphoric acid is cooled, filtered to remove any suspended solids and stored ready for shipping.

Directors' Report (cont.)**Feasibility Study**

As previously detailed, the Company embarked on a feasibility study in 2012, with the intention of conducting a detailed investigation for the development of Wonarah based on the patented JDCP IHP technology.

The Company has previously described how the feasibility study is divided into two separate but interlinked areas of study. The area within the battery-limits of the IHP plant is being studied by the JDCP team, which includes a number of equipment suppliers and members of the team who designed and have constructed the JDCP demonstration plant in Florida. Minemakers benefits from the expertise and "hands-on" experience of this team. The second area is that outside of the battery-limits of the IHP plant and comprises all of those studies necessary to support an IHP operation. Key amongst those studies is the metallurgical test work to establish the beneficiation route required for the ore and silica sand.

Given the challenges experienced in commissioning the JDCP demonstration plant at Fort Meade in Florida, all studies both inside and outside battery-limits, have been suspended in order to curtail expenditure in this area until the technology is commercially validated.

Work on the feasibility study will resume following successful, commercial validation of the IHP technology.

Exploration

Exploration carried out in the reporting year consisted of rehabilitation of drill sites and access tracks from previous Minemaker's drill program. No new exploration work was undertaken.

In March, three of the five exploration tenements that comprise the Wonarah Project were reduced in area by approximately 50%, to reduce holding costs. The areas were relinquished were rated as having lower prospectivity for economic phosphate mineralisation than the retained areas.

ANNUAL MINERAL RESOURCE STATEMENT

2015 ANNUAL MINERAL RESOURCE STATEMENT												
Wonarah Project, Northern Territory, Australia												
Cut off P ₂ O ₅ %	Category	Tonnes	P ₂ O ₅	Al ₂ O ₃	CaO	Fe ₂ O ₃	K ₂ O	MgO	MnO	Na ₂ O	SiO ₂	TiO ₂
		Mt	%	%	%	%	%	%	%	%	%	%
10	Measured	78.3	20.8	4.85	28	1.11	0.43	0.25	0.04	0.1	39.7	0.21
	Indicated	222	17.5	4.75	23.2	1.49	0.47	0.2	0.04	0.09	48.3	0.22
	M+I	300	18.3	4.77	24.4	1.4	0.46	0.21	0.04	0.09	46.1	0.22
	Inferred	542	18	4.8	24	2.1	0.5	0.2	0.08	0.05	46	0.2
15	Measured	64.9	22.4	4.47	30	1.1	0.37	0.19	0.04	0.09	37	0.19
	Indicated	133	21.1	4.77	28	1.53	0.47	0.21	0.04	0.09	39.7	0.22
	M+I	198	21.5	4.67	28.7	1.39	0.44	0.2	0.04	0.09	38.8	0.21
	Inferred	352	21	4.6	28	2.1	0.5	0.2	0.1	0.06	39	0.2
Baobab Project, Republic of Senegal												
Cut-off grade 18% P ₂ O ₅												
Area		Mt	P ₂ O ₅ %	CaO %	MgO %	Al ₂ O ₃ %	Fe ₂ O ₃ %	SiO ₂ %				
Gadde Bissik East	Within SMP	25	23	31	0.10	2.0	3.1	38				
	Outside SMP	40	21	29	0.14	2.4	3.9	39				
	Subtotal	65	22	30	0.12	2.2	3.6	39				
Gadde Bissik West		3	21	29	0.13	4.3	4.7	35				
Total		68	22	30	0.12	2.3	3.6	38				

Table 3. Mineral Resource Statement as at 30 June 2015.

JDCPHOSPHATE, INC., FLORIDA (Approx. 8% Equity)

Minemakers owns approximately 8.0% of JDCP and has an exclusive licence to utilise the Improved Hard Process (IHP) technology in Australia for an extensive period of time. When the Baobab Phosphate Project acquisition closes, Minemakers will have a similar exclusive license to utilise IHP in the Republic of Senegal.

JDCP has constructed a demonstration plant in Fort Meade, Florida. This plant is a 1:18 scale of an anticipated full-scale plant, but is nonetheless expected to operate as a commercial plant over time.

JDCP and Minemakers mourn the passing of JDCP's founder, Dr. Joseph A Megy who passed away after a short battle with cancer. While Dr. Megy had not been involved with daily activities for some time, he played an important role in assembling the team to which he passed the baton of commercialising the IHP technology.

Directors' Report (cont.)

Over the 2015 review period, JDCP has continued to conduct extensive laboratory scale testing to quantify the positive effect of its proprietary methods for optimising operations in the reduction kiln on acid quality. It operated the demonstration plant on several occasions to evaluate operating materials and techniques to produce hard, dust free feed agglomerates.

In order to continue operations, JDCP successfully secured commitments for bridge financing from existing major shareholders on 29 January 2015. All major shareholders are participating with Minemakers contribution being US\$ 557,102 (A\$718,100).

JDCP is progressing a capital financing that will both fund these plant additions and the ultimate commercialisation of the technology to support full commercial scale.

On the 18 August 2014 Minemakers and JDCP executed an amended and restated license agreement. Minemakers is the only license holder of the IHP technology and has exclusive rights to deploy and operate the technology within Australia for a period of 10 years post commercial validation, in a capped capital based initial fee plus modest production royalty regime.

Minemakers shareholders are encouraged to view the JDCP website <http://jdcphosphate.com/> “.

PORT KEATS SALT, NORTHERN TERRITORY (100% Equity)

This project has been relinquished.

INVESTMENTS**Niuminco Group (ASX:NIU)**

Minemakers holds a 1.84% equity interest in Niuminco Group.

South African Assets

In July 2015, subsequent to year end, Minemakers announced that it had completed the sale of all its remaining legacy assets in South Africa to Spearhead Capital Limited. These assets remained from Minemakers' original takeover of Bonaparte Diamond Mines NL in 2009 and were no longer core to the business. Sale proceeds totalling ZAR10,862,874 (A\$1,180,000) have been received, with ZAR1,000,000 (A\$100,000) to be held in escrow by the Company until the fulfilment of one post-completion accounting condition.

Business Development and Due Diligence Activities

In the first half of the year under review, the Company continued to review a number of nearer term opportunities both within and outside of the phosphate sector and continued to outsource its geological capability. As a consequence of these activities, the Baobab Phosphate Project was identified and secured in the second half of the year. This success justified the commitment to seek and secure a near-term production asset.

FINANCIAL REVIEW**Financial Information**

At 30 June 2015 the total closing cash balance was \$15,388,406 (2014: \$22,075,533). The Group has recorded an operating loss after income tax for the year ended 30 June 2015 of \$(43,018,117) (2014 Restated: Loss of \$3,776,716).

Operating Results for the Year

Summarised operating results are as follows:

	2015	
	Revenue \$	Results \$
Consolidated entity activities before income tax expense	713,937	(43,018,117)
Shareholder Returns		
	2015	Restated 2014
Basic profit/(loss) per share (cents)	(17.5)	(1.4)

Impairment*Wonarah Phosphate Project*

At 30 June 2015 the Group assessed the carrying value of exploration and evaluation expenditure capitalised in respect of the Wonarah project for impairment. After identifying evidence existed that circumstances had triggered an impairment the Company has written down the carrying value of the Wonarah assets at 30 June 2015 to \$16,000,000 based on an Independent Expert Report conducted by Optiro Pty Ltd in June 2015. A resultant impairment expense of \$34,432,307 has been recognised in the statement of profit or loss for the year ended 30 June 2015. Refer to Note 14 for further details.

Niuminco Group

At 30 June 2015 the Group assessed whether any objective evidence existed indicating that its investment in Niuminco Group, an Australian listed Company, was impaired. The prolonged decline in the fair value of the investment was

Directors' Report (cont.)

considered objective evidence of impairment and as such, an impairment of \$171,805 was recognised and reclassified from other comprehensive income to the statement of profit and loss.

JDCPhosphate Inc.

At 30 June 2015 the Group assessed whether any objective evidence existed indicating that its investments, classified on the balance sheet as available-for-sale investments and derivative financial instruments, in JDCP was impaired. The current financial situation of JDCP and the protracted capital raising activities were considered sufficient evidence that the investments were impaired. Accordingly, the fair value of the Group's investment in unlisted equity securities at 30 June 2015 was assessed as nil. A resultant impairment expense of \$1,926,681 has been recognised in the statement of profit or loss for the year ended 30 June 2015.

In addition, at 30 June 2015 the Group assessed whether any objective evidence existed indicating that the JDCP promissory note receivable was impaired. The current financial situation of JDCP and the protracted capital raising activities were considered sufficient evidence that the receivable was impaired. Accordingly, the fair value of the Group's promissory note at 30 June 2015 was assessed as nil. A resultant impairment provision of \$727,762 was recognised as an expense in the statement of profit or loss for the year ended 30 June 2015.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Other than detailed in the Review of Operations above there were no significant changes in the state of affairs of the Group during the financial year and to the date of this report.

SIGNIFICANT EVENTS AFTER THE BALANCE DATE

The following events occurred subsequent to the end of the year:

- (a) On 16 July 2015 Minemakers Limited announced the completion of the sale of all remaining legacy assets in South Africa to Spearhead Capital Limited for ZAR10,862,874 (A\$1,180,000), of which ZAR1,000,000 (A\$110,000) remains in escrow until a post-completion accounting condition has been fulfilled.
- (b) On 28 July 2015 Minemakers Limited announced the issue of 9,000,000 unlisted options to joint advisors Foster Stockbroking Pty Limited and EAS Advisors, as incentive remuneration for services. The unlisted options were issued in three tranches:
 - 3,000,000 unlisted options with a vesting price of \$0.12, exercise price of \$0.10 and expiring 30 June 2018;
 - 3,000,000 unlisted options with a vesting price of \$0.18, exercise price of \$0.15 and expiring 30 June 2018; and
 - 3,000,000 unlisted options with a vesting price of \$0.25, exercise price of \$0.25 and expiring 30 June 2018.
- (c) On 23 September 2015 Minemakers Limited completed the acquisition of Baobab Mining and Chemicals Corporation SA ("BMCC"), a company which owns the Baobab Phosphate Project in the Republic of Senegal, from Baobab Partners LLC ("Baobab Partners") (an affiliate of Agrifos Partners LLC), as previously announced on 27 April 2015.

On 23 September 2015 the Company received approval, via receipt of an Amalgamation Certificate from the Registrar of Companies in Mauritius ("Registrar"), for the Reverse Triangular Merger involving the amalgamation of Baobab Fertilizer Africa, a wholly owned subsidiary of Baobab Partners and the parent company of BMCC, and Minemakers Baobab Mauritius, a wholly owned subsidiary of Minemakers, ("Amalgamation").

In consideration for the acquisition and in accordance with the terms of the MIA, Minemakers has issued to Baobab Partners:

- 100 million ordinary Minemakers shares;
- 80 million Minemakers unlisted options with an exercise price of A\$0.25 and a term of 4 years;
- 40 million contingent share rights satisfied by the issue of Minemakers shares upon the earlier of (i) achievement of a board-approved preliminary feasibility study; (ii) the decision to proceed with the construction of a phosphate rock mine; or (iii) first commercial production of phosphate rock; and
- 40 million contingent share rights satisfied by the issue of Minemakers shares upon first commercial production of phosphate rock.

In accordance with the terms of the MIA, Mr Timothy Cotton (nominated by Baobab Partners) has been appointed as a non-executive director of Minemakers as at 23 September 2015.

Due to the timing of the acquisition the Company has yet to determine whether the acquisition will be classified as an asset acquisition or a business combination.

Other than as disclosed above, no event has occurred since 30 June 2015 that would materially affect the operations of the Group, the results of the Group or the state of affairs of the Group not otherwise disclosed in the Group's financial statements.

Directors' Report (cont.)

LIKELY DEVELOPMENTS AND EXPECTED RESULTS

With the completion of the Baobab Project acquisition, exploration programs are proposed within the boundaries of the Baobab Permit, with the aim of acquiring additional geological data to support the upgrade of current resources to a higher status and to fund further significant phosphate mineralisation.

It is expected that the company will continue with feasibility work until it makes a decision to commence mining. Mining will commence with overburden removal and then mining of the phosphate mineralisation.

RISK MANAGEMENT

The Board is responsible for ensuring that risks, and also opportunities, are identified on a timely basis and that activities are aligned with the risks and opportunities identified by the Board.

The Company believes that it is crucial for all Board members to be a part of this process, and as such the Board has not established a separate risk management committee.

The Board has a number of mechanisms in place to ensure that management's objectives and activities are aligned with the risks identified by the Board. These include the following:

- Board approval of a strategic plan, which encompasses strategy statements designed to meet stakeholders' needs and manage business risk.
- Implementation of Board approved operating plans and budgets and Board monitoring of progress against these budgets.

ON-MARKET SHARE BUY-BACK

On 17 October 2014 Minemakers Limited announced an on-market buy-back program of no more than 10% of the Company's issued share capital. The buy-back commenced on 6 November 2014 and will be open for 12 months from this date. At the date of this report 1,300,000 shares have been bought back at a cost of \$97,000.

SAFETY AND HEALTH

Minemakers aspires to a goal of causing zero harm to people. In this regard we are committed to undertake our activities so as to protect the safety and health of employees, contractors, visitors and the communities in which we operate.

There were no lost time or medically treated injuries during the year.

ENVIRONMENTAL REGULATION AND PERFORMANCE

The Group is subject to significant environmental regulation with respect to its exploration activities.

The Group aims to ensure the appropriate standard of environmental care is achieved, and in doing so, as far as it is aware is in compliance with all environmental legislation. The directors of the Group are not aware of any breach of environmental legislation for the year under review.

DIRECTOR'S MEETING

During the year the Company held 16 meetings of directors. The attendance of directors at meetings of the Board were:

	Directors Meetings		Audit Committee Meetings		Remuneration and Nomination Committee Meetings	
	A	B	A	B	A	B
Dick Block	16	16	2	2	2	3
Cliff Lawrenson	16	16	*	*	*	*
Richard O'Shannassy	16	16	2	2	3	3
Ian McCubbing	16	16	2	2	3	3

Notes

A – Number of meetings attended.

B – Number of meetings held during the time the director held office or was a member of the Committee during the year.

* – Not a member of the Committee.

Directors' Report (cont.)**SHARES UNDER OPTION**

At the date of this report there are 129,050,000 unissued ordinary shares in respect of which options are outstanding.

	Number of options
Balance at the beginning of the year	53,350,000
Movements of share options during the year	
Expired on 1 July 2014 (\$0.47)	(500,000)
Expired on 16 October 2014 (\$0.32)	(300,000)
Expired on 25 March 2015 (\$0.71)	(12,500,000)
Total number of options outstanding as at 30 June 2015	40,050,000
Movements subsequent to year end:	
Issued, vesting at \$0.12, exercisable at \$0.10, on or before 30 June 2018	3,000,000
Issued, vesting at \$0.18, exercisable at \$0.15, on or before 30 June 2018	3,000,000
Issued, vesting at \$0.25, exercisable at \$0.25, on or before 30 June 2018	3,000,000
Issued, vesting at \$0.25, exercisable at \$0.25, on or before 24 September 2019	80,000,000
Total number of options outstanding as at the date of this report	129,050,000

The balance is comprised of the following:

Expiry date	Grant Date	Exercise price (cents)	Number of options
18 June 2017	21 June 2012	23	5,000,000
18 June 2017	21 June 2012	27	5,000,000
18 June 2017	21 June 2012	31	5,000,000
15 June 2016	21 June 2012	22	1,500,000
03 January 2016	03 January 2011	47	500,000
29 July 2016	30 July 2013	18	3,550,000
8 April 2017	8 April 2013	30	14,000,000
20 Nov 2016	20 Nov 2013	22.5	5,500,000
30 June 2018	28 July 2015	10	3,000,000
30 June 2018	28 July 2015	15	3,000,000
30 June 2018	28 July 2015	25	3,000,000
24 September 2019	24 September 2015	25	80,000,000
Total number of options outstanding at the date of this report			129,050,000

No person entitled to exercise any option referred to above has or had, by virtue of the option, a right to participate in any share issue of any other body corporate.

INSURANCE OF DIRECTORS AND OFFICERS

During or since the financial year, the Company has paid premiums insuring all the directors of Minemakers Limited against costs incurred in defending proceedings for conduct involving:

- (a) wilful breach of duty; or
- (b) a contravention of sections 182 or 183 of the *Corporations Act 2001*,

as permitted by section 199B of the *Corporations Act 2001*.

The total amount of insurance contract premiums paid is \$28,574 (2014: \$33,046).

NON AUDIT SERVICES AND INDEMNIFICATION OF AUDITORS

Details of amounts paid or payable to the auditor for audit and non-audit services provided during the period, and an assessment by the Board of whether non-audit service provided during the period are compatible with general standards of independence for auditors imposed by the *Corporations Act 2001* are set out in note 24 - Remuneration of Auditors, to the Consolidated Financial Statements on page 58.

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

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 any 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*.

Directors' Report (cont.)

CORPORATE GOVERNANCE

In recognising the need for the highest standard of corporate behaviour and accountability, the Directors of Minemakers Limited support and adhered to the principles of sound corporate governance. The Board recognises the recommendations of the Australia Securities Exchange Corporate Governance Council, and considers that Minemakers Limited is in compliance, to the extent with those guidelines, which are of importance to the commercial operation of a junior listed resources company. During the financial year, shareholders continued to receive the benefit of an efficient and cost-effective corporate governance policy for the Company.

The Company has established a set of corporate governance policies and procedures and these can be found within the Company's Corporate Governance section on the Company's website: <http://www.minemakers.com.au/corpgov.php>

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 26.

REMUNERATION REPORT - AUDITED

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

- A. Introduction
- B. Remuneration governance
- C. Principles used to determine the nature and amount of remuneration
- D. Details of remuneration
- E. Service agreements
- F. Shared-based compensation

A. Introduction

The remuneration report for the year ended 30 June 2015 outlines the director and executive remuneration arrangements of the Company and Group.

The information provided in this remuneration report has been audited as required by section 308(3C) of the *Corporations Act 2001*.

For the purpose of this report, Key Management Personnel ("KMP") of the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and Group, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

The table below outlines the KMP of the Group during the financial year ended 30 June 2015. Unless otherwise indicated, the individuals were KMP for the entire financial year.

Name	Position
i) Non-executive directors	
Dick Block	Non-Executive Chairman
Richard O'Shannassy	Non-Executive Director
Ian McCubbing	Non-Executive Director
ii) Executive directors	
Cliff Lawrenson	Managing Director
iii) Other executive key management personnel	
Rod Wheatley	Chief Financial Officer and Company Secretary

B. Remuneration governance

Remuneration and Nomination Committee

The Board retains overall responsibility for remuneration policies and practices within the Group.

The Board has established a Remuneration and Nomination Committee ("RNC") which operates in accordance with its charter as approved by the Board. A copy of the charter is available under the corporate governance section of the Group's website.

For the year ended 30 June 2015 the RNC comprised independent non-executive directors: Richard O'Shannassy (Chair), Dick Block and Ian McCubbing, whose qualifications are set out within the Directors' Report.

The RNC is responsible for determining and reviewing remuneration arrangements for Executive Directors, Non-Executive Directors and other senior executives. The Corporate Governance Statement provides further information on the role of this committee.

Directors' Report (cont.)

The RNC meets regularly through the year. The Managing Director attends certain RNC meetings by invitation, where management input is required. The Managing Director is not present during any discussions relating to his own remuneration arrangements.

Use of remuneration consultants

The RNC seeks external remuneration advice where necessary to ensure it is fully informed when making remuneration decisions. Remuneration advisors are engaged by, and report directly to, the RNC.

No remuneration consultants were engaged during the financial year ended 30 June 2015.

Voting and comments - 2014 Annual General Meeting (AGM)

At the Company's 2014 Annual General Meeting ("AGM") a vote against adoption of the Company's Remuneration Report was [35.3%] of the votes cast. As at least 25% of the votes cast were against the adoption of the report the Company received a "first strike". No comments were received on the 2014 financial year remuneration report at the AGM.

Following the 2014 AGM, members of the Board variously consulted with a majority of the shareholders who voted against the 2014 Remuneration Report with a view to establishing the reasons underlying their votes. The reasons put forward were as follows:

- the Managing Director's base salary as stipulated in his Employment Agreement dated 30 April 2012 ("Employment Agreement");
- frustration that the Company had not secured an additional project in the 2014 financial year;
- the Company's share price; and
- objection to the issuance of options to non-executive directors during the 2014 financial year.

During November 2014 the Company, led by the Managing Director, commenced lengthy and detailed negotiations relating to the acquisition of the Baobab Project. These negotiations were not concluded until late April 2015. The non-executive members of the Board consider that the Managing Director achieved an excellent outcome on the agreed terms and conditions for the acquisition of the Baobab Project and concluded that the Managing Director's base salary as agreed in his Employment Agreement was reasonable. During the financial year ended on 30 June 2015, the Remuneration Committee also reviewed the annual remuneration of remaining members of the Executive KMP. In accordance with contractual rights and obligations, the remuneration of the Executive KMP (including the Managing Director) has continued, without any increases, on the same terms and conditions.

No options were issued to the KMP during the 2015 financial year.

C. Principles used to determine the nature and amount of remuneration

The remuneration policy of Minemakers Limited has been designed to align directors' and executives' objectives with shareholder and business objectives. The Board of Minemakers believes the remuneration policy to be appropriate and effective in its ability to attract and retain high quality directors and executives to run and manage the Group, as well as create goal congruence between directors, executives and shareholders.

Executive Remuneration

The executive remuneration framework comprises of:

- I. Fixed Remuneration - Base Salary, including superannuation
- II. Variable Remuneration - Long term incentives through the issue of options

i. Fixed Remuneration - Base Salary, Including Superannuation

All executive KMP receive a base cash salary (which is based on factors such as skills, experience and length of service) and superannuation. The RNC reviews executive KMP packages annually by reference to the Group's performance, executive performance and comparable information from industry sectors and other listed companies in similar industries.

The executive KMP receive a superannuation guarantee contribution required by the government, which is currently 9.50%, and do not receive any other retirement benefits.

II. Variable Remuneration - Long Term Incentives through the Issue of Options

The Board may exercise discretion in relation to approving incentive bonuses and options. The policy is designed to attract and retain the highest calibre of executive KMP and reward them for performance that results in long term growth in shareholder wealth.

Executive KMP are also eligible to participate in the employee share and option plan approved by shareholders in general meeting held on 29 November 2012.

All remuneration paid to KMP is valued at the cost to the Company and expensed. Options are valued using the Black-Scholes methodology.

No options were issued to KMP during the 2015 financial year.

Directors' Report (cont.)*Relationship between remuneration policy and company performance*

The remuneration policy has been tailored to increase the direct goal congruence between shareholders, directors and executives. Currently, this is facilitated through the issue of options to the directors and executive KMP to encourage the alignment of personal and shareholder interest. The Company believes this policy will be effective in increasing shareholder wealth. For details of directors' and executives' interests in options at year end, refer to page 24 of the remuneration report.

The table below shows the performance of the Company over the last 5 years:

	2015	2014	2013	2012	2011
EPS (cents)	(17.5)	(1.4)	6.2	(1.3)	(5.3)
Share price	\$0.071	\$0.081	\$0.120	\$0.145	\$0.342

As the Company is in the evaluation and development phase the performance of the Company is not related to the profit or earnings of the Company.

D. Details of remuneration*Remuneration of key management personnel*

	Short-Term Salary & Fees \$	Non- Monetary \$	Post Employment Super- annuation \$	Termination \$	Other long- term benefits Long service leave \$	Total Cash Related \$	Share-based Payments Options (1) \$	Total \$	Performance Related %
Directors									
Cliff Lawrenson									
2015	550,000	-	52,250	-	14,171	616,421	-	616,421	-
2014	550,000	-	50,875	-	7,754 ⁽⁵⁾	608,449	181,912	790,361	23%
Richard O'Shannassy ⁽²⁾									
2015	60,000	-	-	-	-	60,000	15,390	75,390	20%
2014	60,000	-	-	-	-	60,000	63,173	123,173	51%
Dick Block ⁽³⁾									
2015	245,159	-	-	-	-	245,159	25,650	270,809	9%
2014	218,204	-	-	-	-	218,204	105,289	323,493	33%
Ian McCubbing									
2015	60,000	-	5,700	-	-	65,700	15,390	81,090	19%
2014	60,000	-	5,550	-	-	65,550	63,173	128,723	49%
Subtotal Directors									
2015	915,159	-	57,950	-	14,171	987,280	56,430	1,043,710	
2014	888,204	-	56,425	-	7,574	952,203	413,547	1,365,750	
Other executive key management personnel									
Rod Wheatley ⁽⁴⁾									
2015	242,000	-	22,990	-	11,779	276,769	716	277,485	0%
2014	-	-	-	-	-	-	-	-	-
Total key management personnel compensation									
2015	1,157,159	-	80,940	-	25,950	1,264,049	57,146	1,321,195	
2014	888,204	-	56,425	-	7,574	952,203	413,547	1,365,750	

(1) Share based payments represents share options granted during 2012 and 2013 as approved at the general meetings of shareholders held 15 June 2012 and 20 November 2013 or under the Minemaker's employee share and option plan. These options were valued in accordance with International Financial Reporting Standards which specifies that an option-pricing model be applied to employees' or directors' options to estimate their 'fair value' as at their grant date and allocated to each reporting period evenly over the period from grant date to vesting date. In this instance the "fair value" is determined by an internal valuation using a Black-Scholes option pricing model for options and a market price for ordinary shares. The directors do not consider the resultant value as determined by the Black-Scholes European Option Pricing Model is in any way represents the ultimate value that may be realised on the exercise of the options. The values ascribed in the table above were prepared to allow accounting entries to be processed in the books of the Company in accordance with the International Financial Reporting Standards. The exercise prices of the options at the date of this report and at the date of issue are at a price in excess of current market value. Refer page 24 for details.

(2) In addition to the above remuneration a total of \$48,000 (2014: \$48,607) was paid to Richard O'Shannassy & Co Pty Ltd, the firm through which Mr O'Shannassy provides legal services to the Group. Fees are charged on an hourly basis with a minimum monthly retainer of \$4,000. At 30 June 2015 legal fees paid to Mr O'Shannassy's Company impacted the Statement of Profit and Loss and Other Comprehensive income with A\$48,000 recognised in Administration and other corporate expenses. There was no impact on the Statement of Financial Position.

(3) Included in the above remuneration a total of \$145,577 (2014: \$131,324) was paid to Mr Block for consulting services. Mr Block provided strategic advisory services during the year including, in particular, in relation to issues

Directors' Report (cont.)

pertaining to the company's position as a shareholder and licensee of JDCP. The fees were charged at commercial rate and at a fixed monthly retainer of US\$10,000. At 30 June 2015 advisory fees paid to Mr Block impacted the Statement of Financial Position with A\$145,577 recognised in Capitalised exploration and evaluation expenditure. There was no impact on the Statement of profit or loss.

- (4) For the year ended 30 June 2015 Mr Wheatley is considered KMP.
- (5) The comparative has been restated to include long service leave as a benefit.

E. Remuneration structure and service agreements*Executive KMP*

The Group has entered into formal employment contracts with Executive KMP. The employment contracts for executive KMP have no fixed term and do not prescribe how remuneration levels are to be modified from year to year. A summary of the main provisions of these contracts for the year ended 30 June 2015 are set out below:

Name	Terms
Cliff Lawrenson (Managing Director)	Base salary exclusive of superannuation of \$550,000 reviewed annually on 31 December (or such other time as agreed). 3 month notice by Mr Lawrenson. 12 months by Company. Termination payments to reflect appropriate notice, except in cases of termination for cause.
Rod Wheatley (Chief Financial Officer and Company Secretary)	Base salary exclusive of superannuation of \$242,000 reviewed annually on 31 December (or such other time as agreed). 1 month notice by Mr Wheatley. 1 month notice by Company, 6 months' notice on change of control. Termination payments to reflect appropriate notice, except in cases of termination for cause.

Termination payments

The Board must approval all termination payments provided to all employees at the level of director, executive or senior management to ensure such payments reflect the Company's remuneration policy and are in accordance with the *Corporations Act 2001*.

Non-Executive Directors Remuneration

The Board policy is to remunerate non-executive directors at market rates for comparable companies for time, commitment and responsibilities. The Board determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. The Chairman's fee will be determined independently to the fees of the non-executive directors based on comparative roles in the external market. External advice from independent remuneration consultants is sought when required.

The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders at the Annual General Meeting. The most recent determination was at the November 2012 Annual General Meeting, where shareholders approved the maximum aggregate amount of fees that can be paid to Non-Executive Directors be \$350,000.

Fees for non-executive directors are not linked to the performance of the Group. However, to align directors' interests with shareholder interests, the directors are encouraged to hold shares in the Company. During the 2014 financial year, in accordance with the resolution passed at the November 2013 Annual General Meeting, the Chairman and Non-Executive Directors were issued options in the Company. For further information on these options refer to page 24 of the remuneration report.

The table below summaries the non-executive fees for FY15:

	Fees
Board	
Chair ⁽ⁱ⁾	US\$80,000
Non-executive directors ⁽ⁱⁱ⁾	A\$50,000
Committee	
Audit Chair	A\$10,000
Remuneration and Nomination Chair	A\$10,000

(i) In addition to the non-executive chairman fee disclosed above, Mr Block was engaged to provide strategic advisory services on a consulting basis. Fees are charged at a fixed retainer of US\$10,000 per month. Mr Block acts as the Company's primary contact person on all JDCP matters including assisting with the evolution of the growing business relationship plus providing support to JDCP with strategic input. The agreement has no fixed term, however requires one month notification of termination.

(ii) In addition to the non-executive director fee disclosed above, Mr O'Shannassy's Company, Richard O'Shannassy & Co Pty Ltd, is engaged to provide legal services. Fees are charged on an hourly basis with a minimum monthly retainer of \$4,000. The agreement has no fixed term, however requires one month notification of termination.

Loans to key management personnel

In 2015 and 2014 there were no loans to KMP.

Directors' Report (cont.)**F. Share-based compensation***Share based compensation*

The terms and conditions of each grant of options affecting remuneration in the current or a future reporting period are as follows:

Grant Date	Vesting Date	Expiry Date	Exercise Price (\$)	Value per option at grant date (\$)	Vested %
30/07/2013	30/07/2014	29/07/2016	\$0.18	\$0.0370	100%
20/11/2013	20/11/2014	20/11/2016	\$0.225	\$0.0524	100%

There were no alterations to the terms and conditions of options awarded as remuneration since their grant date.

The number of options granted to and vested by KMP as a part of compensation during the current financial year are set out below:

Name	Number Granted	Number Vested	% of Grant Vested
30 June 2015			
Directors			
Dick Block	-	1,250,000	50%
Richard O'Shannassy	-	750,000	50%
Ian McCubbing	-	750,000	50%
Other executive KMP			
Rod Wheatley	-	250,000	50%
30 June 2014			
Directors			
Cliff Lawrenson	-	5,000,000	100%
Dick Block	2,500,000	1,250,000	50%
Richard O'Shannassy	1,500,000	750,000	50%
Ian McCubbing	1,500,000	750,000	50%

The following table summarises the value of options granted, exercised or lapsed during the financial year in relation to options granted to the KMP as a part of their remuneration:

	Value of Options Granted During the Year *	Value of Options Exercised During the Year	Value of Options Lapsed During Year **	Remuneration Consisting of Options for the Year
	\$	\$	\$	%
30 June 2015				
Directors				
Dick Block	-	-	-	-
Richard O'Shannassy	-	-	-	-
Ian McCubbing	-	-	-	-
Other executive KMP				
Rod Wheatley	-	-	-	-
30 June 2014				
Directors				
Dick Block	130,938	-	-	55%
Richard O'Shannassy	78,563	-	-	51%
Ian McCubbing	78,563	-	-	49%

*The Value at grant date calculated in accordance with AASB 2 Share-Based Payment of options granted during the year as part of remuneration.

**The value of the options that were granted as a part of remuneration and that were forfeited (lapsed) during the year because a vesting condition was not satisfied was determined at the time of lapsing, but assuming the condition was satisfied.

The assessed fair value at grant date of options granted to the individuals is allocated equally over the period from grant date to vesting date, and the amount is included in the remuneration tables above. Fair values at grant date are independently determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at the grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

Option holdings

The numbers of options over ordinary shares in the Company held during the financial year by each director of Minemakers Limited and other KMP of the Group, including their personally related parties, are set out below:

Directors' Report (cont.)

	Balance at start of the year	Granted as compensation	Exercised	Expired	Balance at end of the year	Vested and exercisable	Unvested
2015							
Directors							
Cliff Lawrenson	15,000,000	-	-	-	15,000,000	15,000,000	-
Richard O'Shannassy	3,000,000	-	-	(1,500,000)	1,500,000	1,500,000	-
Ian McCubbing	1,500,000	-	-	-	1,500,000	1,500,000	-
Dick Block	4,000,000	-	-	-	4,000,000	4,000,000	-
Other executive KMP							
Rod Wheatley ⁽ⁱ⁾	500,000	-	-	-	500,000	500,000	-
2014							
Directors							
Cliff Lawrenson	15,000,000	-	-	-	15,000,000	15,000,000	-
Richard O'Shannassy	1,500,000	1,500,000	-	-	3,000,000	2,250,000	750,000
Ian McCubbing	-	1,500,000	-	-	1,500,000	750,000	750,000
Dick Block	1,500,000	2,500,000	-	-	4,000,000	2,750,000	1,250,000

⁽ⁱ⁾ Mr. Wheatley held 500,000 options at date of commencement as KMP.

All vested options were exercisable at the end of the year.

Shareholding

The number of shares in the Company held during the financial year by each director of Minemakers Limited and other KMP of the Group, including their personally related parties, are set out below.

	Balance at start of the year	Received during the year on the exercise of options	Other changes during the year	Balance at end of the year
2015				
Directors				
Cliff Lawrenson	1,901,868	-	-	1,901,868
Richard O'Shannassy	1,147,652	-	-	1,147,652
Ian McCubbing	200,000	-	-	200,000
Dick Block	500,000	-	-	500,000
Other executive KMP				
Rod Wheatley	-	-	-	-
2014				
Directors				
Cliff Lawrenson	1,701,868	-	200,000	1,901,868
Richard O'Shannassy	1,147,652	-	-	1,147,652
Ian McCubbing	200,000	-	-	200,000
Dick Block	-	-	500,000	500,000

There were no ordinary shares in the Company provided as a result of the exercise of remuneration options to a director of Minemakers Limited or other KMP of the Group for the current year.

There was no other transactions and balances with KMP and their related parties other than as disclosed.

END OF REMUNERATION REPORT

Signed in accordance with a resolution of the directors.




Cliff Lawrenson
Managing Director

Perth, 30 September 2015

Auditor's independence declaration to the directors of Minemakers Limited

In relation to our audit of the financial report of Minemakers Limited for the year ended 30 June 2015, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.



Ernst & Young



Gavin Buckingham
Partner
30 September 2015

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Qualifying Statements

STATEMENT OF GOVERNANCE ARRANGEMENTS AND INTERNAL CONTROLS

Governance of Minemakers Limited's mineral resources estimation process is a key responsibility of the Executive Management of the Company.

The Geological Manager and General Manager Project Development of the Company oversee technical reviews of the estimates and the evaluation process is augmented by utilising Minemakers' in-house knowledge in operational and project management, ore processing and commercial/financial areas.

The Geological Manager is responsible for managing all Minemakers' drilling programs, including resource definition drilling. The estimation of resources is done by an independent contractor, MPR Geological Consultants Pty Ltd.

The Company has adopted quality assurance and quality control protocols based on current and best practice in regard to all field aspects including drill hole surveying, drill sample collection, sample preparation, sample security, provision of duplicates, blanks and matrix-matched certified reference materials. All geochemical data generated by laboratory analysis is examined and analysed by the Geological Manager before accession to the Company database.

Data is subject to additional vetting by the independent contractor who carries out the resource estimates. Resource estimates are based on well-founded, industry-accepted assumptions and compliance with standards set out in the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves and National Instrument 43-101 – Standards of Disclosure for Mineral Projects.

Mineral resource estimates are subject to peer review by the independent contractor and a final review by Minemakers' Executive Management before market release.

Minemakers Limited reports its mineral resources and ore reserves on an annual basis, in accordance with the Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC code) 2012 Edition.

COMPETENT PERSON'S AND QUALIFIED PERSON'S STATEMENT

The scientific and technical information in this document is based on, and fairly represents, information and supporting documentation prepared by Russell Fulton, who is the Geological Manager of the Company and a Member of the Australian Institute of Geoscientists, and who has reviewed and approved the scientific and technical information in this document. Mr Fulton has sufficient experience deemed relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' and a 'Qualified Person' as defined in National Instrument 43-101 – Standards of Disclosure for Mineral Projects. Mr Fulton consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

For further information on the Senegal Phosphate Project please refer to Minemakers' market announcements dated 27 April 2015, 11 May 2015 and 22 September 2015 ("Prior Announcements") and the NI43-101 technical report entitled "Technical Report Mineral Resource Estimation for the Gadde Bissik Phosphate Deposit, Republic of Senegal" dated 9 June, 2015 and available on SEDAR at www.sedar.com. For further information on Wonarah, please refer to Minemakers' NI43-101 compliant technical report entitled "Technical Report Mineral Resource Estimation for the Wonarah Phosphate Project, Northern Territory, Australia", dated March 2013 and available on SEDAR at www.sedar.com and to Minemakers' market announcement dated 30 April 2014 which can be viewed at www.minemakers.com.au. Minemakers is not aware of any new information or data that materially affects the information included in these market announcements, for both Baobab and Wonarah, and, in the case of estimates of Mineral Resources that all material assumptions and technical parameters underpinning the estimates in these market announcements continue to apply and have not materially changed.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

All statements, trend analysis and other information contained in this document relative to markets for Minemakers' trends in resources, recoveries, production and anticipated expense levels, as well as other statements about anticipated future events or results constitute forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions. Forward-looking statements are subject to business and economic risks and uncertainties and other factors that could cause actual results of operations to differ materially from those contained in the forward-looking statements. Forward-looking statements are based on estimates and opinions of management at the date the statements are made. Minemakers does not undertake any obligation to update forward-looking statements even if circumstances or management's estimates or opinions should change. Investors should not place undue reliance on forward-looking statements.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

YEAR ENDED 30 JUNE 2015

	Notes	Consolidated	
		2015 \$	Restated 2014 \$
Continuing Operations			
REVENUE	4	713,937	999,730
Other income	5	90,732	235,002
EXPENDITURE			
Depreciation and amortisation expense		(85,484)	(113,948)
Salaries and employee benefits expense		(1,779,380)	(1,371,355)
Exploration expenditure		(1,780,615)	(12,841)
Impairment of exploration and evaluation expenditure		(34,432,307)	-
Impairment losses on available-for-sale financial assets		(1,463,005)	(1,002,960)
Impairment losses on derivative financial instruments		(635,481)	-
Doubtful debts	9	(727,762)	-
Share based payment expense	32	(61,833)	(539,629)
Net foreign currency loss		(3,846)	-
Administrative and other expenses	6	(2,853,073)	(1,970,715)
LOSS BEFORE INCOME TAX		(43,018,117)	(3,776,716)
INCOME TAX BENEFIT/(EXPENSE)	7	-	-
LOSS FOR THE YEAR FROM CONTINUING OPERATIONS		(43,018,117)	(3,776,716)
OTHER COMPREHENSIVE INCOME			
<i>Items that may be reclassified subsequently to Profit or Loss</i>			
Exchange differences on translation of foreign operations		17,618	(75,716)
Exchange differences arising during the year		17,618	(75,716)
Available-for-Sale-Financial assets			
Net fair value loss on available-for-sale financial assets		(1,338,049)	(2,417,397)
Reclassification adjustments relating to available-for-sale financial assets disposed of during the year		-	350,063
Impairment of available for-sale financial assets reclassified to profit and loss for the year		1,463,005	1,002,960
		124,956	(1,064,374)
Other comprehensive income / (loss) for the year, net of tax		142,574	(1,140,090)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		(42,875,543)	(4,916,806)
Loss for the year is attributable to:			
Owners of Minemakers Limited	21(b)	(42,990,545)	(3,360,229)
Non-controlling interest		(27,572)	(416,487)
		(43,018,117)	(3,776,716)
Total comprehensive loss for the year is attributable to:			
Owners of Minemakers Limited		(42,847,971)	(4,500,318)
Non-controlling interest		(27,572)	(416,487)
		(42,875,543)	(4,916,805)
EARNING PER SHARE			
<i>From continuing operations</i>			
Basic profit/(loss) per share (cents)	31	(17.5)	(1.4)
Diluted profit/(loss) per share (cents)		(17.5)	(1.4)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the Notes to the Consolidated Financial Statements.

Consolidated Statement of Financial Position

AS AT 30 JUNE 2015

	Notes	Consolidated	
		2015 \$	Restated 2014 \$
CURRENT ASSETS			
Cash and cash equivalents	8	15,388,406	22,075,533
Trade and other receivables	9	317,731	193,221
		15,706,137	22,268,754
Assets held for sale	16	287,863	-
TOTAL CURRENT ASSETS		15,994,000	22,268,754
NON-CURRENT ASSETS			
Trade and other receivables	10	1,481,600	1,481,600
Available-for-sale financial assets	11	15,629	1,353,678
Derivative Financial Instruments	12	-	544,749
Plant and equipment	13	32,471	379,533
Capitalised exploration and evaluation expenditure	14	16,000,000	48,664,776
Intangible assets	15	202,095	227,709
TOTAL NON-CURRENT ASSETS		17,731,795	52,652,045
TOTAL ASSETS		33,725,795	74,920,799
CURRENT LIABILITIES			
Trade and other payables	17	1,886,729	785,268
Provisions	18	127,128	138,887
		2,013,857	924,155
Liabilities directly associated with the assets held for sale	16	647,128	-
TOTAL CURRENT LIABILITIES		2,660,985	924,155
NON CURRENT LIABILITIES			
Provisions	19	1,333,139	1,482,419
TOTAL NON CURRENT LIABILITIES		1,333,139	1,482,419
TOTAL LIABILITIES		3,994,124	2,406,574
NET ASSETS		29,731,671	72,514,225
EQUITY			
Issued capital	20	89,901,304	89,927,470
Reserves	21(a)	13,857,599	11,610,203
Reserves directly associated with the assets held for sale	21(a)	(2,042,989)	-
Accumulated losses	21(b)	(71,865,636)	(28,875,091)
Capital and reserves attributable to members of Minemakers Limited		29,850,278	72,662,582
Non-controlling interest		(118,607)	(148,357)
TOTAL EQUITY		29,731,671	72,514,225

The above Consolidated Statement of Financial Position should be read in conjunction with the Notes to the Consolidated Financial Statements.

Consolidated Statement of Changes in Equity

YEAR ENDED 30 JUNE 2015

Consolidated	Notes	Attributable to Owners of Minemakers Limited				Non-Controlling Interest	Total
		Issued Capital	Reserves	Accumulated Losses	Total		
		\$	\$	\$	\$	\$	\$
BALANCE AT 30 JUNE 2013 – as previously stated		89,927,470	12,523,535	(25,827,733)	76,623,272	268,130	76,891,402
Error Correction (Refer Note 1(z))		-	(312,871)	312,871	-	-	-
RESTATED BALANCE AT 1 JULY 2013		89,927,470	12,210,664	(25,514,862)	76,623,272	268,130	76,891,402
Loss for the year – as previously stated		-	-	(2,357,269)	(2,357,269)	(416,487)	(2,773,756)
Error Correction (Refer Note 1(z))		-	1,002,960	(1,002,960)	-	-	-
Other comprehensive income for the year – as previously stated		-	(2,143,050)	-	(2,143,050)	-	(2,143,050)
RESTATED TOTAL COMPREHENSIVE INCOME FOR THE YEAR		-	(1,140,090)	(3,360,229)	(4,500,318)	(416,487)	(4,916,805)
TRANSACTIONS WITH OWNERS IN THEIR CAPACITY AS OWNERS							
Employee share options		-	539,629	-	539,629	-	539,629
RESTATED BALANCE AT 30 JUNE 2014		89,927,470	11,610,203	(28,875,091)	72,662,582	(148,357)	72,514,225
Loss for the year		-	-	(42,990,545)	(42,990,545)	(27,572)	(43,018,117)
Other comprehensive income for the year		-	142,574	-	142,574	-	142,574
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		-	142,574	(42,990,545)	(42,847,971)	(27,572)	(42,875,543)
TRANSACTIONS WITH OWNERS IN THEIR CAPACITY AS OWNERS							
Shares issued during the year		71,000	-	-	71,000	-	71,000
Share buy back		(97,166)	-	-	(97,166)	-	(97,166)
Employee share options		-	61,833	-	61,833	-	61,833
De-recognition of non-controlling interest relating to subsidiary deregistered		-	-	-	-	57,322	57,322
BALANCE AT 30 JUNE 2015		89,901,304	11,814,610	(71,865,636)	29,850,278	(118,607)	29,731,671

The above Consolidated Statement of Changes in Equity should be read in conjunction with the Notes to the Consolidated Financial Statements.

Consolidated Statement of Cash Flows

YEAR ENDED 30 JUNE 2015

	Notes	Consolidated	
		2015 \$	2014 \$
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees		(3,701,786)	(2,670,003)
Payments for exploration expenditure		(1,780,615)	-
Receipts from customers		7,240	22,100
Interest received		737,879	1,038,057
NET CASH (OUTFLOW) FROM OPERATING ACTIVITIES	30(a)	(4,737,282)	(1,609,846)
CASH FLOWS FROM INVESTING ACTIVITIES			
Research and development tax receipt		213,728	234,297
Expenditure on mining interests		(1,196,279)	(3,580,253)
Payments for plant and equipment		-	(13,095)
Proceeds on sale of plant and equipment		18,319	-
Payment on acquisition of tenement		-	(80,000)
Payments for security deposits		(215,000)	(5,780)
Refund of security deposits		55,000	-
Proceeds from sale of financial assets		-	399,938
Purchase of financial assets		-	(1,612,198)
Cash outflow relating to assets held for sale		(3,065)	-
Repayment of loans from other entities		-	41,359
Loans to other entities		(718,100)	-
NET CASH (OUTFLOW) FROM INVESTING ACTIVITIES		(1,845,397)	(4,615,732)
CASH FLOWS FROM FINANCING ACTIVITIES			
Payment for share buyback		(97,167)	-
NET CASH (OUTFLOW) FROM FINANCING ACTIVITIES		(97,167)	-
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		(6,679,846)	(6,225,578)
Cash and cash equivalents at the beginning of the financial year		22,075,533	28,300,001
Effects of exchange rate changes on cash and cash equivalents		(7,281)	1,110
CASH AND CASH EQUIVALENTS AT THE END OF THE FINANCIAL YEAR	8	15,388,406	22,075,533

The above Consolidated Statement of Cash Flows should be read in conjunction with the Notes to the Consolidated Financial Statements.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the consolidated entity consisting of Minemakers Limited and its subsidiaries (the "Company" or the "Group"). The financial statements are presented in the Australian currency. Minemakers Limited is a for profit company limited by shares, domiciled and incorporated in Australia. The Company's principal place of business is Ground Floor, 20 Kings Park Road, West Perth WA 6005. The financial statements were authorised for issue by the directors on 29 September 2015. The directors have the power to amend and reissue the financial statements.

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*.

Compliance with IFRS

The consolidated financial statements of the Minemakers Limited Group comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Historical cost convention

These financial statements have been prepared on an accrual basis and are based on historical costs, modified, where applicable by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

Going concern

The Group's cashflow forecast for the period ending 30 September 2016 reflects that the Group has sufficient working capital to enable the Group to continue to meet its current committed project development and ongoing administrative expenditure over this period.

(b) Principles of consolidation

(i) *Subsidiaries*

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Minemakers Limited ("Company" or "parent entity") as at 30 June 2015 and the results of all subsidiaries for the year then ended. Minemakers Limited and its subsidiaries together are referred to in this financial report as the Group or the consolidated entity.

Subsidiaries are all entities (including special purpose entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group (refer note 1(h)).

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of comprehensive income, statement of changes in equity and statement of financial position respectively.

Investments in subsidiaries are accounted for at cost in the individual financial statements of Minemakers Limited.

(ii) *Joint Arrangements*

Investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

Joint Operations

The Group recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the financial statements under the appropriate headings.

Joint Ventures

Interest in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

(iii) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for in the financial statements using the equity method of accounting, after initially being recognised at cost. The Group's investment in associates includes goodwill (net of any accumulated impairment loss), is identified on acquisition.

(iv) Equity Method

The Group's share of the investee post-acquisition profits or losses is recognised in the statement of comprehensive income, and its share of acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Dividends receivable from associates and joint ventures are recognised in the parent entity's profit or loss, whilst in the consolidated financial statements they reduce the carrying amount of the investment.

When the Group's share of losses in an equity accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in other entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

(v) Changes in ownership interests

The Group treats transactions with non-controlling interests in subsidiaries that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in retained earnings within equity attributable to owners of Minemakers Limited.

When the Group ceases to have control of subsidiary, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, jointly controlled entity or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a subsidiary is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are re-classified to profit or loss where appropriate.

(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the full Board of Directors.

(d) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian dollars, which is Minemakers Limited's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss, except when they are deferred in equity as qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Translation differences on financial assets and liabilities carried at fair value are reported as part of the fair value gain or loss. Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available-for-sale financial assets are included in the fair value reserve in equity.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)*(iii) Group companies*

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses for each statement of comprehensive income are translated at average exchange rates (unless that is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- All resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, a proportionate share of such exchange differences is reclassified to profit or loss, as part of the gain or loss on sale where applicable.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entities and translated at the closing rate.

(e) Revenue recognition

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

Sales revenue is recognised and measured at the fair value of consideration received or receivable when the significant risks and rewards of ownership of the goods have passed to the buyer and can be measured reliably.

Service revenue is recognised by reference to the stage of completion. Stage of completion is recognised is measured by reference to labour hours incurred to date as a percentage of total estimated labour hours for each contract. When the contract outcome cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

(f) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associated entities operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)**(g) Leases**

Leases of property, plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership, are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in other short-term and long-term payables. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the asset's useful life and the lease term.

Leases where a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases (note 24). Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

(h) Business combinations

The acquisition method of accounting is used to account for all business combinations. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. On an acquisition by acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or on the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the consideration transferred and the amount of any non-controlling interest in the acquiree over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

(i) Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

(j) Cash and cash equivalents

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

(k) Trade and other receivables

Receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for impairment. An estimate for doubtful debts is made when there is objective evidence of impairment. Bad debts are written off as incurred.

(l) Investments and other financial assets*Classification*

The Group classifies its financial assets in the following categories: financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments and available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition.

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

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)*(ii) Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the reporting date which are classified as non-current assets. Loans and receivables are included in trade and other receivables in the statement of financial position.

(iii) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity. If the Group were to sell other than an insignificant amount of held-to-maturity financial assets, the whole category would be tainted and reclassified as available-for-sale. Held-to-maturity financial assets are included in non-current assets, except for those with maturities less than 12 months from the reporting date, which are classified as current assets.

(iv) Available-for-sale financial assets

Available-for-sale financial assets, comprising principally marketable equity securities, are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the reporting date. Investments are designated available-for-sale if they do not have fixed maturities and fixed or determinable payments and management intends to hold them for the medium to long term.

Recognition and derecognition

Regular purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed to the statement of comprehensive income. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

When securities classified as available-for-sale are sold, the accumulated fair value adjustments recognised in equity are included in the statement of comprehensive income as gains and losses from investment securities.

Subsequent measurement

Loans and receivables and held-to-maturity investments are carried at amortised cost using the effective interest method.

Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the statement of comprehensive income within other income or other expenses in the period in which they arise. Gains or losses arising from changes in the fair value of the available-for-sale financial assets are recognised in other comprehensive income.

Dividend income from financial assets at fair value through profit or loss is recognised in the statement of comprehensive income as part of revenue from continuing operations when the Group's right to receive payments is established.

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for-sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. The translation differences related to changes in the amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in equity. Changes in the fair value of other monetary and non-monetary securities classified as available-for-sale are recognised in equity.

Details on how the fair value of financial investments is determined are disclosed in note 2.

Impairment

The Group assesses at each balance date whether there is objective evidence that a financial asset or group of financial assets is impaired. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of a security below its cost is considered as an indicator that the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in the statement of comprehensive income. Impairment losses recognised in the statement of comprehensive income on equity instruments classified as available-for-sale are not reversed through the statement of comprehensive income.

If there is evidence of impairment for any of the Group's financial assets carried at amortised cost, the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, excluding future credit losses that have not been incurred. The cash flows are discounted at the financial asset's original effective interest rate. The loss is recognised in the statement of comprehensive income.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)**(m) Plant and equipment**

All plant and equipment is stated at historical cost less depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the statement of comprehensive income during the reporting period in which they are incurred.

Depreciation of plant and equipment is calculated using the reducing balance method to allocate their cost or re-valued amounts, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements and certain leased plant and equipment, the shorter lease term. The rates vary between 20% and 40% per annum.

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 1(i)).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of comprehensive income. When re-valued assets are sold, it is Group policy to transfer the amounts included in other reserves in respect of those assets to retained earnings.

(n) Exploration and evaluation costs

Exploration and evaluation costs for each area of interest in the early stages of project life are expensed as they are incurred up until pre-feasibility.

Exploration and valuation costs for each area of interest that has progressed to pre-feasibility are accumulated and carried forward where right of tenure of the area of interest is current and they are expected to be recouped through sale or successful development and exploitation of the area of interest or, where exploration and evaluation activities in the area of interest have not at the end of the reporting period reached a stage that permits reasonable assessment of the existence of economically recoverable reserves, and activates and significant operations in, or in relation to, the area of interest are continuing.

When an area of interest is abandoned or the directors decide that it is not commercial, any accumulated costs in respect to that area are written off in the financial period the decision is made. Each area of interest is also reviewed at the end of each accounting period and accumulated costs written off to the extent that they will not be recoverable in the future.

Amortisation is not charged on costs carried forward in respect of areas of interest in the development phase until production has commenced.

(o) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured, non-interest bearing and are paid on normal commercial terms.

(p) Employee benefits*(i) Wages and salaries and annual leave*

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

(ii) Long service leave

The Group does not expect its long service leave benefits to be settled wholly within 12 months of each reporting date. The Group recognises a liability for long service leave measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wages and salary levels, experience of employee departures, and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currencies that match, as closely as possible the estimated future cash outflows.

(iii) Share-based payments

The Group provides benefits to employees (including directors) of the Group in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ('equity-settled transactions') refer to note 32. The cost of these equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an internal valuation using a Black-Scholes option pricing model.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ('vesting date').

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the number of options that, in the opinion of the directors of the Group, will ultimately vest. This opinion is formed based on the best available information at balance date. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition.

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

(q) Issued capital

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. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration.

(r) Provision for rehabilitation and restoration

The Group records the present value of the estimated cost of legal and constructive obligations to restore operating locations in the period in which the obligation arises. The nature of restoration activities includes the dismantling and removing of structures, rehabilitating mines, dismantling operating facilities, closure of plant and waste sites and restoration, reclamation and revegetation of affected areas.

Typically, the obligation arises when the asset is installed or the ground/environment is disturbed at the production location. When the liability is initially recorded, the estimated cost is capitalised by increasing the carrying amount of the related mining asset. Over time, the liability is increased for the change in the present value based on a discount rate appropriate to the market assessments and the risks inherent in the liability. Additional disturbances or changes in rehabilitation costs will be recognised as additions or changes to the corresponding asset and rehabilitation liability when incurred. The unwinding of the effect of discounting the provision is recorded as a finance cost in the statement of comprehensive income. The carrying amount capitalised is depreciated over the useful life of the related asset.

Costs incurred that relate to an existing condition caused by past operations, and do not have future economic benefit, are expensed as incurred.

(s) Earnings per share*(i) Basic earnings per share*

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

(ii) Diluted earnings per share

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

(t) Intangible assets

Intangible assets with finite lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

(u) Fair Value of Assets and Liabilities

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable Accounting Standard.

Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly (i.e. unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (i.e. the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (i.e. the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instruments, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

Valuation techniques

In the absence of an active market for an identical asset or liability, the Group selects and uses one or more valuation techniques to measure the fair value of the asset or liability. The Group selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured. The valuation techniques selected by the Group are consistent with one or more of the following valuation approaches:

Market approach: valuation techniques that use prices and other relevant information generated by market transactions for identical or similar assets or liabilities.

Income approach: valuation techniques that convert estimated future cash flows or income and expenses into a single discounted present value.

Cost approach: valuation techniques that reflect the current replacement cost of an asset at its current service capacity.

Each valuation technique requires inputs that reflect the assumptions that buyers and sellers would use when pricing the asset or liability, including assumptions about risks. When selecting a valuation technique, the Group gives priority to those techniques that maximise the use of observable inputs and minimise the use of unobservable inputs. Inputs that are developed using market data (such as publicly available information on actual transactions) and reflect the assumptions that buyers and sellers would generally use when pricing the asset or liability are considered observable, whereas inputs for which market data is not available and therefore are developed using the best information available about such assumptions are considered unobservable.

Fair value hierarchy

AASB 13 requires the disclosure of fair value information by level of the fair value hierarchy, which categorises fair value measurements into one of three possible levels based on the lowest level that an input that is significant to the measurement can be categorised into as follows:

Level 1

Measurements based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 2

Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3

Measurements based on unobservable inputs for the asset or liability.

The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

The Group would change the categorisation within the fair value hierarchy only in the following circumstances:

- (i) If a market that was previously considered active (Level 1) became inactive (Level 2 or Level 3) or vice versa; or
- (ii) If significant inputs that were previously unobservable (Level 3) became observable (Level 2) or vice versa.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

When a change in the categorisation occurs, the Group recognises transfers between levels of the fair value hierarchy (i.e. transfers into and out of each level of the fair value hierarchy) on the date the event or change in circumstances occurred.

(v) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

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

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

(w) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset it is recognised in the Statement of Financial Position against the asset, and subsequently recognised as income in equal amounts over the expected useful life of the related asset.

(x) Comparative figures

When required by accounting standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

When the Group applies an accounting policy retrospectively, makes a retrospective restatement or reclassifies items in its financial statements, a statement of financial position as at the beginning of the earliest comparative period will be disclosed.

(y) New accounting standards for application in future periods***New and revised AASB's affecting amounts reported and/or disclosures in the financial statements***

The Group has adopted all new and amended Australian Accounting Standards and Interpretations effective from 1 July 2014 including:

- AASB 2012-3 Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities;
- AASB 2013-4 Amendments to AASB 139 – Novation of Derivatives and Continuation of Hedge Accounting;
- AASB 2013-3 Amendments to AASB 136 – Recoverable Amount Disclosure for Non-Financial Assets;
- AASB 1031 (2013) Materiality; and
- AASB 2013-9(part A and B) Amendments to Australian Accounting Standards.

The adoption of these new and amended standards and interpretations did not result in any significant changes to the Group's accounting policies.

The Group has not elected to early adopt any other new or amended standards or interpretations that are issued but not yet effective.

New, revised or amended Accounting Standards and Interpretations issued but not yet effective

Australian Accounting Standards that have recently been issued or amended but are not yet effective and have not been adopted by the Group for the annual reporting period ended 30 June 2015 are outlined in the table below. The potential effect of these Standards is yet to be fully determined.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

Title	Summary	Impact on Group financial report	Application date of standard	Expected application date for Group
AASB 9 <i>Financial Instruments</i>	A finalised version of AASB 9 which contains accounting requirements for financial instruments, replacing AASB 139 <i>Financial Instruments: Recognition and Measurement</i> . The standard contains requirements in the areas of classification and measurement, impairment, hedge accounting and derecognition.	Management is in the process of determining the impact of this accounting standard.	1 Jan 2018	1 Jul 2018
AASB 2014-3 <i>Amendments to Australian Accounting Standards – Accounting for Acquisitions of Interest in Joint Operations</i>	This standard sets out guidance on the accounting for acquisition of interests in joint operations in which the activity constitutes business.	When acquiring an interest in a joint operation in which the activity constitutes a business, the Group will be required to apply all of the principles on business combination accounting and disclose information required by AASB 3.	1 Jan 2016	1 Jul 2016
AASB 2014-4 <i>Clarification on acceptable methods of depreciation and amortisation (amendments to AASB 116 and AAB 138)</i>	This standard clarifies that a depreciation method that is based on revenue that is generated by an activity that includes the use of an asset is not appropriate for property, plant and equipment.	The adoption of AASB 2014-4 is not expected to significantly affect the Group's depreciation method in respect of property, plant and equipment.	1 Jan 2016	1 Jul 2016
AASB 15 <i>Revenue from Contracts with Customers</i>	AASB 15 provides a single, principles based five-step model to be applied to all contracts with customers. Guidance is provided on topics such as the point in which revenue is recognised, accounting for variable consideration, costs of fulfilling and obtaining a contract and various related matters. New disclosures about revenue are also introduced.	Given the Group's current principal activities being that of exploration and evaluation, adoption of AASB 15 is not expected to have a current significant impact. The Group's revenue recognition policy will be reviewed to ensure compliance with AASB 15 upon adoption.	1 Jan 2017	1 Jul 2017
AASB 2015-1 <i>Annual Improvements to IFRSs 2012-2014 Cycle</i>	This standard provides clarification amendments to AASB 5, AASB 7, AASB 119 and AASB 134.	The adoption of AASB 2015-1 is not expected to significantly impact disclosures in the Group's interim financial statement or the application of discount rates when determining long term employee benefit obligations.	1 Jan 2016	1 Jul 2016
AASB 2015-2 <i>Amendments to AASB 101</i>	This standard makes amendments to AASB 101 to further encourage companies to apply professional judgement in determining what information to disclose in the financial statements.	The adoption of AASB 2015-2 is not expected to significantly impact the information of financial disclosure in the Group's financial statements.	1 Jan 2016	1 Jul 2016

(z) Critical accounting judgements, estimates and assumptions

The preparation of these financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are:

Share based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an internal valuation using a Black-Scholes option pricing model, using the assumptions detailed in note 32.

Exploration and evaluation expenditure

The Group assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. For the year ended 30 June 2015 an impairment amount of \$34,432,307 has been recognised in the Statement of Profit or Loss in respect of exploration and evaluation.

Rehabilitation and restoration provision

The Group assesses its mine rehabilitation provision half yearly in accordance with the accounting policy note 1(r). Significant judgment is required in determining the provision for mine rehabilitation as there are many transactions and other factors that will affect the ultimate liability payable to rehabilitate the mine sites. Factors that will affect this liability include future disturbances caused by further development, changes in technology, changes in regulations, price increases and changes in discount rates. When these factors change or become known in the future, such differences will impact the mine rehabilitation provision in the period in which they change or become known. As at 30 June 2015 rehabilitation obligations have a carrying value of \$1,289,500.

Valuation of financial instruments

As described in note 2, the Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of certain types of financial instruments. Note 2 provides detailed information about the key assumptions used in the determination of the fair value of financial instruments, as well as the detailed sensitivity analysis for these assumptions.

The directors believe that the chosen valuation techniques and assumptions used are appropriate in determining the fair value of financial instruments.

The Group assesses at each reporting date whether there is objective evidence that an investment or a group of investments is impaired. In the case of equity investments classified as available-for-sale and derivative financial instruments, objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost. The determination of what is "significant" or "prolonged" requires judgement. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. The Board exercises judgement in the process of applying the Group's accounting policy on impairment at each reporting period. In this regard a 20% decline in the fair value of the investment from its original cost represents a significant decline in value. When an Available-for-sale investment carried at fair value is impaired, the cumulative fair value loss recognised in other comprehensive income (Available-For-Sale Financial Asset reserve) is reclassified to profit and loss for the period. When a derivative financial instrument carried at fair value is impaired the fair value loss is recognised in the profit and loss statement for the period. Refer to Note 11 and 12 for further details relating to impairment.

In relation to the judgement required regarding the Group's promissory note receivable refer to note 2(b)

(aa) Correction of an error

Detailed below is an explanation of prior period errors identified during the current year.

- i. The Group assesses at each reporting date whether there is objective evidence that an investment is impaired (see note 2). The Board reviewed the carrying value of the Group's investment in JDCP and reassessed the judgements applied in determining what represented a significant decline in fair value of the investment for the purposes of recognising an impairment loss. In this regard, the Directors, after further discussion and consideration of generally accepted accounting practices, consider that a 20% decline in the fair value of the investment from its original cost represents a significant decline in value.

Following the review of the JDCP investment, the Board determined that whilst the carrying value of the investment had been written down to reflect fair value, the write down was, after further discussion and consideration of generally accepted accounting practices, deemed significant. Therefore, the investment was impaired in the prior periods 2011 and 2014. As a result impairment losses had not been reclassified from the Available-For Sales Financial Asset reserve to profit and loss in the years that the impairment occurred.

- ii. In addition, warrants held in JDCP had been incorrectly classified as available-for-sale financial assets. These derivative financial instruments should have been classified as "fair value through profit and loss".
- iii. After an internal review of the accounting treatment of the TNT Mines Limited ("TNT") demerger that occurred in 2012, it was determined that a portion of the gain that arose on the deconsolidation of the subsidiary had been incorrectly recognised in the Available-For-Sale Financial Asset reserve. The gain, which arose on the

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

remeasurement of the Group's retained interest in TNT at the date of demerger, should have been recognised in profit and loss as part of the gain on deconsolidation

These errors have been corrected by restating prior periods. The impact of the correction on the financial statements is, as follows:

Cumulative Impact on the Statement of Financial Position

	As at 30 June 2014 \$	As at 30 June 2013 \$
Decrease in Available-for-sale financial assets ⁱⁱ	(544,749)	-
Increase in Derivative financial assets ⁱⁱ	544,749	-
Total Assets	-	-
Total Liabilities	-	-
Increase in Reserves	2,079,414	1,076,454
Decrease in Reserves ⁱⁱⁱ	(1,389,325)	(1,389,325)
Increase in Accumulated Losses	(2,079,414)	(1,076,454)
Decreased in Accumulated Losses ⁱⁱⁱ	1,389,325	1,389,325
Net impact on equity	-	-

Impact on profit or loss (increase / (decrease) in profit)

	Year Ended 30 June 2014 \$
Impairment losses on financial assets ⁱ	(1,002,960)
Net impact on loss for the period	(1,002,960)
Attributable to:	
Equity holders of the parent ⁱ	(1,002,960)
	(1,002,960)

Impact on basic and diluted earnings per share (EPS) (increase / (decrease) in EPS)**Earnings per Share**

From continuing operations

Basic profit / (loss) per share (cents)ⁱ (0.41)Diluted profit / (loss) per share (cents)ⁱ (0.41)

The changes did not have any impact on the Statement of Cash Flows.

2. FINANCIAL RISK MANAGEMENT**Financial Risk Management Policies**

The financial risks that arise during the normal course of Minemakers' operations comprise market risk, credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

Risk management is carried out by the full Board of Directors as the Group believes that it is crucial for all Board members to be involved in this process. The managing director, with the assistance of senior management as required, has responsibility for identifying, assessing, treating and monitoring risks and reporting to the Board on risk management.

These disclosures are not, nor are they intended to be an exhaustive list of risks to which Minemakers is exposed.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

2. FINANCIAL RISK MANAGEMENT (cont.)*Financial instruments*

The Group holds the following financial instruments:

	2015 \$	2014 \$
Financial assets		
Cash and cash equivalents	15,388,406	22,075,533
Trade and other receivables	317,731	193,221
Other non-current receivables	1,481,600	1,481,600
Available-for-sale financial assets		
- Listed investments	15,629	62,478
- Unlisted investments	-	1,291,200
Derivative financial instruments	-	544,749
	17,203,366	25,648,781
Financial liabilities		
Trade and other payables	1,886,729	785,268

(a) Market risk

Market risk arises from Minemakers exposure to interest bearing financial assets and foreign currency financial instruments. It is a risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in foreign exchange rates (currency risk), interest rates (interest rate risk) and share prices (price risk).

(i) Foreign exchange risk

The functional currency of the Group is Australian dollars, however the Group and the parent entity operate internationally and are exposed to various currencies, primarily with respect to the South African Rand (ZAR) and the Central African Franc (XOF). The Group is exposed to foreign exchange risk arising from fluctuations in the Australian dollar and US dollar at parent level and fluctuations in the Australian dollar and South African Rand and Australian dollar and South African Franc at subsidiary level.

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency and net investments in foreign operations. The exposure to risks is measured using sensitivity analysis and cash flow forecasting

The Group has not formalised a foreign currency risk management policy however, it monitors its foreign currency expenditure in light of exchange rate movements. The Group does not have any further material foreign currency dealings other than the noted currencies.

The Group's exposure to foreign currency risk at the reporting date, expressed in Australian Dollars, was as follows:

	30 June 2015		
	ZAR A\$	XOF A\$	USD A\$
Financial assets			
Cash and cash equivalents	3,065	-	207
Trade and other receivables	18,207	-	-
Total financial assets	21,272	-	207
Financial liabilities			
Trade and other payables	109,434	212,695	-
Total financial liabilities	109,434	212,695	-

The FX rate for conversion of AUD to ZAR at the end of the financial year was 9.3987 (2014: 9.9641). The FX rate for conversion of AUD to XOF at the end of the financial year was 453.63. The FX rate for conversion of AUD to USD at the end of the financial year was 0.7655 (2014: 0.9419).

Sensitivity analysis – changes in South African Rand / Australian dollar exchange rate and XOF / Australian dollar exchange rate

The following table demonstrates the estimated sensitivity to a 10% increase/decrease in the ZAR/AUD exchange rate and a 10% increase/decrease in the XOF/AUD exchange rate, with all variables held consistent, on a post-tax profit and equity. These sensitivities should not be used to forecast the future effect of movement in the Australian dollar exchange rate on future cash flows.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

2. FINANCIAL RISK MANAGEMENT (cont.)

	2015 A\$	2014 A\$
Impact on post tax profits		
ZAR/AUD +10%	(8,015)	(17,052)
ZAR/AUD -10%	9,796	20,842
XOF/AUD +10%	(6,620)	-
XOF/AUD -10%	8,091	-
Impact on equity		
ZAR/AUD +10%	(8,015)	(17,052)
ZAR/AUD -10%	9,796	20,842
XOF/AUD +10%	(6,620)	-
XOF/AUD -10%	8,091	-

A hypothetical change of 10% in the ZAR and 10% in the XOF exchange rates were used to calculate the Group's sensitivity to foreign exchange rate movements as this is management's estimate of possible rate movements over the coming year taking into account currency market conditions and past volatility (30 June 2014: 10%). The impact on post tax profits and equity of a hypothetical change in the USD / AUD exchange rate is not considered consequential.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at and during the year ended 30 June 2015, the Group had interest-bearing assets, being cash and cash equivalents. As such the Group's income and operating cash flows are somewhat exposed to movements in market interest rates.

The Group's policy is to monitor the interest rate yield curve out to six months to ensure a balance is maintained between the liquidity of cash assets and the interest rate return. At 30 June 2015 the entire balance of cash and cash equivalents for the Group of \$15,388,406 (2014: \$22,075,533) is subject to interest rate risk. The proportional mix of floating interest rates and fixed rates, to a maximum of six months, fluctuate during the year depending on current working capital requirements.

Sensitivity analysis – change in interest rates

Based on the financial assets held at reporting date, with all other variables assumed to be held constant, the table below sets out the notional effect on consolidated profit after tax for the year and on equity at reporting date under varying hypothetical changes in prevailing interest rates:

	2015 A\$	2014 A\$
Impact on post tax profits		
Hypothetical 80 basis points increase in interest	153,792	200,162
Hypothetical 80 basis points decrease in interest	(153,792)	(200,162)
Impact on equity		
Hypothetical 80 basis points increase in interest	153,792	200,162
Hypothetical 80 basis points decrease in interest	(153,792)	(200,162)

The hypothetical movement in basis points for the interest rate sensitivity analysis is based on the currently observed market environment (30 June 2014: 0.80%).

The weighted average interest rate received on cash and cash equivalents of the Group is 3.58% (2014: 3.91%).

(iii) Price risk

The Group's listed and unlisted equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities.

At 30 June 2015 the exposure to unlisted equity securities at fair value is nil (2014: \$1,898,427). Refer to note 11 for further details of impairment recognised in respect of unlisted available-for-sale financial assets.

At 30 June 2015, the exposure to listed equity securities at fair value was \$15,629 (2014: \$62,478). A decrease of 40% on the market price could have an impact of approximately \$6,000 (2014: \$25,000) on the income or equity attributable to the Group, depending on whether the decline is significant or prolonged. An increase of 40% in the value of the listed security would only impact equity, but would not have an effect on profit or loss.

(b) Credit risk

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Group. Credit risk arises from cash and cash equivalents and deposits with financial institutions, derivative financial instruments, trade receivables and security deposits receivable.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

2. FINANCIAL RISK MANAGEMENT (cont.)

Credit risk related to balances with banks and other financial institutions is managed by investing surplus funds in financial institutions that maintain a high credit rating.

The maximum exposure to credit risk at the reporting date is the carrying amount of the assets as summarised below, none of which are impaired or past due.

	2015 \$	2014 \$
Financial assets		
Cash and cash equivalents	15,388,406	22,075,533
Trade and other receivables	317,731	193,221
Other non-current receivables	1,481,600	1,481,600
Derivative financial instruments	-	544,749
	17,187,737	24,295,103

The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings (if available) or to historical information about counterparty default rates.

	2015 \$	2014 \$
Cash as bank and short-term bank deposits		
<i>Held with Australian banks and financial institutions</i>		
AA rated	-	-
A rated	15,388,406	22,074,377
<i>Held with South African banks and financial institutions</i>		
BBB rated	-	1,157
Total	15,388,406	22,075,534
Trade and other receivables		
<i>Counterparties with external credit ratings</i>	-	-
<i>Counterparties without external credit ratings⁽¹⁾</i>		
Group 1	-	-
Group 2	317,731	193,221
Group 3	-	-
Total	317,731	193,221
Other non-current receivables		
<i>Held with Australian banks and financial institutions</i>		
A rated	1,481,600	1,481,600
Derivative financial instruments⁽²⁾		
<i>Counterparties with external credit ratings</i>	-	-
<i>Counterparties without external credit ratings⁽¹⁾</i>		
Group 1	-	544,749
Group 2	-	-
Group 3	-	-
Total	-	544,749

⁽¹⁾ Group 1 – new customers (less than 6 months)

Group 2 – existing customers (more than 6 months) with no defaults in the past

Group 3 – existing customers (more than 6 months) with some defaults in the past. All defaults were fully recovered.

⁽²⁾ Derivative financial instruments were impaired to nil during the year ended 30 June 2015. Refer to note 12 for further details of impairment recognised in respect of derivative financial instruments.

Impaired current receivables

Individual receivables which are known to be uncollectible are written off by reducing the carrying amount directly. The other receivables are assessed to determine whether there is objective evidence that an impairment has been incurred but not yet identified. For these receivables the estimated impairment losses are recognised in a separate provision for impairment.

The Group considers that there is evidence of impairment if any of the following indicators are present:

- Significant financial difficulties of the debtor
- Probability that the debtor will enter bankruptcy or financial reorganisation, and
- Default or delinquency in payments (more than 30 days overdue)

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

2. FINANCIAL RISK MANAGEMENT (cont.)

Receivables for which an impairment provision was recognised are written off against the provision when there is no expectation of recovering additional cash.

Impairment losses are recognised in profit or loss within other expenses. Subsequent recoveries of amounts previously written off are credited against other expenses. Refer note 1(l) for information about how impairment losses are calculated.

At 30 June 2015 the Company considered the carrying value of the JDCP promissory note receivable as impaired due to the financial situation of JDCP. JDCP are currently attempting to raise additional funds and until funds have been raised the Company believes the recoverability of the full amount of the promissory amount, due at 31 December 2015, is unlikely. Therefore, the Company has recognised the full carrying amount as a provision for impairment rather than writing off the amount because it is yet unknown whether the amount will be uncollectable.

Movements in the provision for impairment of current receivables that are assessed for impairment collectively are as follows:

	2015	2014
	\$	\$
Opening balance	-	-
Provision for impairment recognised during the year	727,762	-
Closing balance	727,762	-

During the year, the following gains / (losses) were recognised in profit or loss in relation to impaired receivables:

	2015	2014
	\$	\$
Impairment losses		
Movement in provision for impairment	(727,762)	-

(c) Liquidity risk

The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and ensuring sufficient cash and marketable securities are available to meet the current and future commitments of the Group. Due to the nature of the Group's activities, being mineral exploration, the Group does not have ready access to credit facilities, with the primary source of funding being equity raisings. The Board of Directors constantly monitors the state of equity markets in conjunction with the Group's current and future funding requirements, with a view to initiating appropriate capital raisings as required.

The financial liabilities of the Group are confined to trade and other payables as disclosed in the statement of financial position. All trade and other payables are non-interest bearing and due within 12 months of the reporting date.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods.

	Less than 1 month \$	1 – 3 months \$	3 months – 1 year \$	1 – 5 years \$	5+ years \$	Total \$
Contractual maturities of financial liabilities						
2015						
Non-interest bearing	1,886,729	-	-	-	-	1,886,729
	1,886,729	-	-	-	-	1,886,729
2014						
Non-interest bearing	547,434	-	237,834	-	-	785,268
	547,434	-	237,834	-	-	785,268

(d) Net fair value*Fair value estimation*

The fair value of financial assets and financial liabilities held by the Group must be estimated for recognition and measurement or for disclosure purposes. All financial assets and financial liabilities of the Group at the balance date are recorded at amounts approximating their fair value.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

2. FINANCIAL RISK MANAGEMENT (cont.)

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Group is the current bid price (as disclosed as Note 2(a)(iii)).

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values due to their short-term nature.

The totals for each category of financial instruments, other than those with carrying amounts which are reasonable approximations of fair value, are set out below:

	Carrying amount		Fair value	
	2015 \$	2014 A\$	2015 \$	2014 A\$
Financial assets				
Available-for-sale financial assets	15,629	1,353,678	15,629	1,353,678
Derivative financial instruments	-	544,749	-	544,749
Total financial assets	15,629	1,898,427	15,629	1,898,427

Financial instruments measured at fair value

The financial instruments recognised at fair value in the statement of financial position have been analysed and classified using a fair value hierarchy reflecting the significance of the inputs used in the making the measurements. The fair value hierarchy consists of the following levels:

- quoted prices in active markets for identical assets or liabilities (Level 1);
- inputs other than quoted process included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (Level 2); and
- inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
2015				
Financial assets				
Available-for-sale financial assets				
- Listed investments	15,629	-	-	15,629
- Unlisted investments	-	-	-	-
Derivative financial instruments				
- Warrants	-	-	-	-
- Conversion rights on promissory note	-	-	-	-
	15,629	-	-	15,629
2014				
Financial assets				
Available-for-sale financial assets				
- Listed investments	62,478	-	-	62,478
- Unlisted investments	-	-	1,291,200	1,291,200
Derivative financial instruments				
	-	-	544,749	544,749
	62,478	-	1,835,949	1,898,427

The fair value of the financial assets not quoted in an active market has been determined with reference to the amount at which the instrument could be exchanged in a current active market between willing parties, other than in a forced or liquidation sale. The following methods were used to estimate the fair value:

- The Group holds an unlisted investment in JDCP. The fair value of this investments has been estimated based on the net asset value of JDCP as at 30 June 2015. At each reporting date the Group considers whether net asset value is representative of fair value. Where observable market transactions indicate that the net asset value exceeds fair value, an adjustment to the fair value is made. At 30 June 2015 the fair value of the Group's investment in JDCP was assessed as nil. Refer to note 11 for further details of impairment recognised in respect of unlisted available-for-sale financial assets
- Derivative financial instruments are measured under level 3 disclosure requirements. The Group acquired unlisted warrants in JDCP during 2014. The warrants have an exercise price of US\$0.01 and expire on 17 February 2024. Accordingly, the fair value of warrants is considered to equate to the fair value of the underlying ordinary shares. The fair value of the underlying ordinary shares at 30 June 2015 was considered to be nil. Refer to note 12 for further details of impairment recognised in respect of unlisted warrants.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

2. FINANCIAL RISK MANAGEMENT (cont.)

- On 2 February 2015, the Group (the "holder") entered into convertible secured promissory notes ("series B conversion stock") with JDCP, (the "recipient"). The notes accrue interest at 8% per annum, payable on maturity, and mature on 31 December 2015. If prior to maturity date a qualified financing event occurs, defined as completion of a capital raising by JDCP for no less than US\$10,000,000, then the principal amount, and all accrued interest, will convert automatically into shares in JDCP. The number of shares to be received upon such conversion shall be calculated by dividing (i) the principal amount plus accrued interest by (ii) 90% of the lowest price per share paid by the purchaser of qualified financing event shares, rounded down to the nearest whole share. The fair value of the conversion right attached to the JDCP promissory notes at 30 June 2015 was considered to be nil based on a probability weighted option pricing model. Refer to note 9 for further details of impairment recognised in respect of promissory notes.

Reconciliation of Level 3 fair value measurements of financial assets

	Available for sale unlisted investments		Unlisted warrants at fair value through profit or loss	
	30 June 2015	Restated 30 June 2014	30 June 2015	Restated 30 June 2014
	\$	\$	\$	\$
Opening Balance	1,291,200	2,698,705	544,749	-
Purchases	-	1,040,791	-	571,407
Total gains / (losses) in other comprehensive income	-	(1,445,336)	-	-
Total gains / (losses) recognised in the profit or loss	-	-	90,732	(26,657)
Impairment	(1,291,200)	(1,002,960)	(635,481)	-
Closing net carrying amount	-	1,291,200	-	544,750

(e) Capital risk management

For the purposes of the Group's capital management, capital includes issued capital and all other equity reserves attributable to the equity holders of the parent, which at 30 June 2015 was \$29,850,278 (30 June 2014: \$72,662,582). The primary objective of the Group's capital management is to maximise the shareholder value.

At 30 June 2015 the Group does not hold any external debt funding (30 June 2014: Nil) and is not subject to any externally imposed covenants in respect of capital management.

3. SEGMENT INFORMATION**(a) Description of segments**

Management has determined the operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions.

The Board considers the business from both a functional and geographic perspective and has identified that, there is only one reportable segment, being exploration and development of the Wonarah Project in the Northern Territory.

Refer to the relevant financial statements for details on assets, liabilities, revenues and expenses monitored by the Board.

4. REVENUE**From continuing operations***Revenue*

Provision of services

1,000

22,100

Other revenue

Interest from financial institutions

689,634

977,630

Interest other⁽ⁱ⁾

23,303

-

713,937

999,730

- (i) On 2 February 2015, the Group (the "holder") entered into convertible secured promissory notes with JDCP, (the "recipient"). The notes accrue interest at 8% per annum compounding monthly, payable on maturity, and mature on 31 December 2015.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

5. OTHER INCOME

Research and development tax refund	-	234,297
Net gain on financial assets at fair value through profit or loss	90,732	-
Foreign exchange gains(net)	-	705
	90,732	235,002
	2015	Restated
	\$	2014
		\$

6. EXPENSES**Loss before income tax includes the following specific expenses**

Defined contribution superannuation expense	166,391	162,305
Minimum lease payments relating to operating leases	199,496	273,485
Net loss on disposal of property, plant and equipment	18,612	2,001
Net loss on sale of available-for-sale financial assets	-	350,063
Foreign exchange losses(net)	3,846	-

7. INCOME TAX**(a) Income tax expense/(benefit)**

Current tax	-	-
Deferred tax	-	-
	-	-

(b) Numerical reconciliation of income tax expense to prima facie tax payable

Profit/(Loss) from continuing operations before income tax expense	(43,018,117)	(3,776,716)
Prima facie tax benefit at the Australian tax rate of 30% (2014: 30%)	(12,905,435)	(1,133,015)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Share based payments	18,550	161,889
Other	867,523	338,358
	(12,019,362)	(632,768)
Movements in unrecognised temporary differences	9,857,797	(1,157,683)
Tax effect of current year tax losses for which no deferred tax asset has been recognised	2,161,565	1,790,451
Tax effect of prior year tax losses previously not brought to account	-	-
Income tax expense/(benefit)	-	-

Attributable to:

Continuing operations	-	-
Discontinuing operations	-	-
	-	-

(c) Tax affect relating to each component of other comprehensive income

Available-for-sale financial assets	-	-
	-	-

(d) Deferred tax assets

Capital raising costs	184,167	305,562
Rehabilitation provision	455,993	444,726
Other provisions and accruals	211,161	47,066
Available-for-sale financial assets	9,369	-
Unrealised foreign exchange losses	1,154	1,241
Tax losses in Australia	26,703,027	24,571,537
	27,564,871	25,370,132
Deferred tax assets not recognised	(22,747,129)	(10,745,475)
	4,817,742	14,624,657
Offset against deferred tax liabilities	(4,817,742)	(14,624,657)
Net deferred tax assets	-	-

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

7. INCOME TAX (cont.)

	2015 \$	Restated 2014 \$
(e) Deferred tax liabilities		
Capitalised exploration and evaluation costs	(4,800,000)	(14,599,433)
Other accruals	(17,742)	(25,224)
	(4,817,742)	(14,624,657)
Offset against deferred tax assets	4,817,742	14,624,657
Net deferred tax liabilities	-	-

Deferred tax

Potential deferred tax assets attributable to tax losses and exploration expenditure carried forward have not been brought to account at 30 June 2015 because the directors do not believe it is appropriate to regard realisation of the deferred tax assets as probable at this point in time. These benefits will only be obtained if:

- i. The Company derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the loss and exploration expenditure to be realised;
- ii. The Company continues to comply with conditions for deductibility imposed by law; and
- iii. No changes in tax legislation adversely affect the Company in realising the benefit from the deductions for the loss and exploration expenditure.

Tax consolidation

Minemakers Limited and its 100% owned Australian resident subsidiaries are part of a tax consolidated group. As a consequence, all members of the tax consolidated group are taxed as a single entity. Minemakers Limited is the head entity of the tax consolidated group. Members of the tax consolidated group have entered into a tax sharing agreement that provides for the allocation of income tax liabilities between the entities should the head entity default on its payment obligations. No amounts have been recognised in the financial statements in respect of this agreement on the basis that the possibility of default is remote.

8. CURRENT ASSETS – CASH AND CASH EQUIVALENTS

	2015 \$	Restated 2014 \$
Cash at bank and in hand (AA rated)	888,406	1,160,533
Short-term deposits (AA rated)	14,500,000	20,915,000
Cash and cash equivalents as shown in the statement of financial position and the statement of cash flows	15,388,406	22,075,533

Cash at bank and in hand earns interest at floating rates based on daily bank deposit rates.

Short term deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term deposit rates. Refer to Note 2 (a) (iii) for additional details on the impact of interest rates on cash and cash equivalents for the period.

9. CURRENT ASSETS – TRADE AND OTHER RECEIVABLES

Convertible Promissory Notes ⁽ⁱⁱ⁾	727,762	-
Provision for impairment ⁽ⁱⁱⁱ⁾	(727,762)	-
	-	-
Trade and other receivables ⁽ⁱ⁾	2,471	9,564
Government taxes receivable	71,254	23,382
Sundry receivables	83,806	136,681
Security deposits	160,200	23,594
	317,731	193,221

- (i) Trade and other receivables are generally due for settlement within 30 days and therefore classified as current.
- (ii) On 2 February 2015, the Group (the "holder") entered into a convertible secured promissory notes with JDCP, (the "recipient"). The notes accrue interest at 8% per annum compounded monthly, payable on maturity, and mature on 31 December 2015.
- (iii) Refer Note 2 (b) for further details on impairment
- (iv) The carrying amounts disclosed above represent their fair value.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

	2015 \$	Restated 2014 \$
10. NON CURRENT ASSETS – OTHER RECEIVABLES		
Security deposits	1,481,600	1,481,600
	1,481,600	1,481,600

11. NON CURRENT ASSETS – AVAILABLE-FOR-SALE-FINANCIAL ASSETS

Available-for-sale financial assets include the following classes of financial assets:

Listed investments, at fair value		
- Australian listed equity securities	15,629	62,478
Unlisted investments, at fair value		
- International unlisted equity securities ⁽ⁱ⁾	-	1,291,200
	15,629	1,353,678

- (i) These available-for-sale financial assets are classified as level 3 hierarchy. Refer to note 2 for further details.
- (ii) At 30 June 2015 the Group assessed whether any objective evidence existed indicating that its available-for-sale investments in JDCP was impaired. The current financial situation of JDCP and the protracted capital raising activities were considered sufficient evidence that the investment were impaired. Accordingly, the fair value of the Group's investment in unlisted equity securities at 30 June 2015 was assessed as nil. A resultant impairment expense of \$1,291,200 has been recognised in the statement of profit or loss for the year ended 30 June 2015. Refer to note 2d for further details.

12. NON CURRENT ASSETS – DERIVATIVE FINANCIAL INSTRUMENTS

Unlisted warrants at fair value through profit or loss ⁽ⁱ⁾	-	544,749
	-	544,749

- (i) The Group holds unlisted warrants in JDCP. The warrants have an exercise prices of US\$0.01 and expire on 17 February 2024. The fair value of the warrants is considered to equate to the fair value of the underlying ordinary shares. Accordingly, unlisted warrants have been impaired to nil as at 30 June 2015. Impairment expense of \$635,481 is recognised in the Statement of Profit or Loss for the year ended 30 June 2015. Refer to note 2d for further details.

These derivative financial instruments are classified as level 3 hierarchy. Refer to note 2 for future details.

	2015 \$	Restated 2014 \$
13. NON CURRENT ASSETS – PLANT AND EQUIPMENT		
Plant and equipment		
Cost	1,902,669	2,793,473
Accumulated depreciation	(1,870,198)	(2,413,940)
Net carrying amount	32,471	379,533
Movements in carrying amounts		
Opening net carrying amount	379,533	485,198
Addition	-	13,097
Disposals	(36,929)	(2,000)
Depreciation charge	(59,870)	(85,510)
Foreign currency exchange differences	16,327	(31,252)
Transfer to assets held for sale	(266,590)	-
Closing net carrying amount	32,471	379,533

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

14. NON CURRENT ASSETS – CAPITALISED EXPLORATION AND EVALUATION EXPENDITURE

Exploration and evaluation costs carried forward in respect of mining areas of interest

Opening net carrying amount	48,664,776	44,958,928
Capitalised exploration and evaluation costs	1,981,258	3,705,848
Impairment of exploration and evaluation expenditure ⁽ⁱ⁾	(34,432,307)	-
Research and development tax refund ⁽ⁱⁱ⁾	(213,727)	-
Closing net carrying amount	16,000,000	48,664,776

The ultimate recoupment of costs carried forward for exploration and evaluation is dependent on the successful development and commercial exploitation or sale of the respective mining areas. Amortisation of the costs carried forward for the development phase is not being charged pending the commencement of production.

(i) At 30 June 2015 the Group assessed the carrying value of exploration and evaluation expenditure capitalised in respect of the Wonarah project for impairment. The Company considers the following facts and circumstances as indicators that it should test exploration and evaluation assets for impairment:

- Period for which the rights to explore in the specific area has expired or will expire in the near future;
- Substantive expenditure on further exploration for or evaluation of mineral resources in the specific area is neither budgeted nor planned;
- Exploration for or evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities and the decision has been made to discontinue such activities in the specific area;
- Sufficient data exists to indicate that, although a development is likely to proceed, the carrying amount of the asset is unlikely to be recovered in full from successful development or by sale.

Taking into consideration the following factors:

- no exploration expenditure, other than rental and incidental land costs, has been budgeted for the financial year ending 30 June 2016;
- the decision by the Company in April 2015 to remove all corporate and site based employee's from the Wonarah project;
- the shift in the short term to focus all actives on the Baobab project;

the Board deemed that an impairment indicator had been triggered because, previously, the Company was incurring substantive expenditure on exploration and evaluation of the mineral resource and it was uncertain and there was insufficient evidence to assess the full recoverability of the carrying value whereas at 30 June 2015 substantive expenditure on further exploration for and evaluation of mineral resources in a specific area is neither budgeted nor planned.

As a result of the above at 30 June 2015 the Group assessed the fair value less cost to sell of the Wonarah project to be \$16,000,000. Accordingly an impairment charge of \$34,432,307 (2014: nil) has been recognised in the Statement of Profit or Loss and Other Comprehensive Income.

The fair value of the Wonarah Project was determined with reference to the valuation prepared by independent expert, Optiro Pty Ltd, as part of the Independent Expert's Report contained within the Notice of General Meeting released to the ASX on 20 July 2015. The independent expert determined the fair market value of the Wonarah project lies within a range of \$16,100,000 to \$32,500,000.

Mineral Resource

Based solely on recent transactions, Optiro considered the Wonarah Project mineral resource would likely attract a value in the range of A\$0.10 to A\$0.20 per resource tonner of P₂O₅. The implied current market value of the Wonarah Project therefore lies within the range of A\$15.3M to A\$30.5M, with a preferred value of A\$22.9M.

Exploration Potential

To determine and value exploration potential of the Wonarah project, a comparable transaction method was applied whereby Optiro examined 14 transaction considered to be similar in terms of phosphate mineralisation potential to Wonarah. Optiro's analysis of the transactions indicated that phosphate exploration projects similar to Wonarah exploration licences may attract market values in the range of A\$300/km² to A\$6,000/km².

Optiro's valuation range was derived from a valuation approach incorporating the following valuation methodologies:

1. comparable transactions to value the Mineral Resource
2. the Geoscientific rating method for the exploration potential of the mineralisation within the tenements

The costs for disposal of the Wonarah Project were estimated at \$100,000 and relates to administrative, legal and shareholder meeting costs.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

14. NON CURRENT ASSETS – CAPITALISED EXPLORATION AND EVALUATION EXPENDITURE (cont.)

Considering no exploration expenditure, other than rental and incidental land costs, has been budgeted for the financial year ending 30 June 2016 and the reallocation of corporate resources to, and focus on, the Baobab Project, Management have taken a conservative view that the fair value less costs of disposal of the Wonarah project at 30 June 2015 is at the low end of the independent expert's valuation. This view is further supported by the current declining market conditions.

The estimated recoverable amount is classified as level 3 in the fair value hierarchy and is sensitive to movements in the phosphate price.

The Group retains these licences for future evaluation and assessment.

- (ii) The Research and development (R&D) tax incentive provides a tax offset in the form of a refund, calculated with reference to expenditure on eligible R&D activities.

	2015 \$	Restated 2014 \$
15. NON CURRENT ASSETS – INTANGIBLES		
Licence Rights		
Cost	256,148	256,148
Accumulated amortisation and impairment losses	(54,053)	(28,439)
Net carrying amount	202,095	227,709
Movements in carrying amounts		
Opening net carrying amount	227,709	256,145
Amortisation	(25,614)	(28,439)
Closing net carrying amount	202,095	227,706

On 21 May 2013 the Company paid US\$250,000 to JDCP, to extend and improve the terms of Minemakers exclusive Australian licence to construct a commercial scale IHP facility at Wonarah for a period up to 10 years after the commercial validation of the IHP technology. The licence will be amortised over of the deemed useful life of 10 years.

16. ASSETS HELD FOR SALE

Subsequent to year end, on 16 July 2015, Minemakers Limited announced that it had completed the sale of all its remaining legacy assets in South Africa. These assets remained from Minemakers' original takeover of Bonaparte Diamond Mines NL. At 30 June 2015, these assets were classified as a disposal group held for sale.

The major classes of assets and liabilities classified as held for sale at 30 June are as follows:

Assets		
Cash and cash equivalents	3,065	-
Trade and other receivables	18,208	-
Plant and equipment	266,590	-
Assets held for sale	287,863	-
Liabilities		
Trade and other payables	(416,653)	-
Provisions	(230,475)	-
Liabilities held for sale	(647,128)	-
Net liabilities held for sale	(359,265)	-

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

	2015 \$	Restated 2014 \$
17. CURRENT LIABILITIES – TRADE AND OTHER PAYABLES		
Trade payables ⁽ⁱ⁾	1,353,624	315,618
Other payables and accruals	533,105	231,816
Other Liabilities ⁽ⁱⁱ⁾	-	237,834
	1,886,729	785,268

(i) Trade creditors are non-interest bearing and generally on 30 day terms.

(ii) Relates to amount owing to MSIX Mining Development (Pty) Ltd, the 26% shareholder in Matayo Trading 7(Pty) Ltd, which is a 74% owned subsidiary of Minemakers Ltd

The carrying amounts disclosed above represent their fair value.

18. CURRENT LIABILITIES – PROVISIONS

Employment benefits	127,128	138,887
	127,128	138,887

19. NON-CURRENT LIABILITIES – PROVISIONS

Mine rehabilitation and restoration ⁽ⁱ⁾	1,289,500	1,482,419
Employment benefits	43,639	-
	1,333,139	1,482,419

Movements in mine rehabilitation and restoration provision

Opening net carrying amount	1,482,419	1,289,500
Increase in provision	37,556	192,919
Transfer to liabilities directly associated with the assets held for sale	(230,475)	-
Closing net carrying amount	1,289,500	1,482,419

Movements in employee benefits provision

Opening net carrying amount	-	-
Increase in provision	43,639	-
Closing net carrying amount	43,639	-

(i) Provision for future removal and restoration costs are recognised where there is a present obligation as a result of exploration, development, production, transportation or storage activities having been undertaken, and it is probable that an outflow of economic benefits will be required to settle the obligation. Restoration costs are based on the latest estimated future costs as assessed independently by the Northern Territory Government Department of Regional Development, Primary Industry, Fisheries and Resources, determined on a discounted basis. The estimated future obligations include the costs of removing plant, abandoning mine site and restoring the affected areas.

	Notes	2015		2014	
		Number of shares	\$	Number of shares	\$
20. ISSUED CAPITAL					
(a) Share capital					
Ordinary shares fully paid	20(b), 20(d)	247,204,006	89,901,304	247,504,006	89,927,470
Total issued capital		247,204,006	89,901,304	247,504,006	89,927,470
(b) Movements in ordinary share capital					
Beginning of the financial year		247,504,006	89,927,470	247,504,006	89,927,470
Transactions during the year:					
– Share buy-back for cash		(1,300,000)	(97,166)	-	-
– Issued for 7.1 cents per share in consideration for services rendered ⁽ⁱ⁾		1,000,000	71,000	-	-
End of the financial year		247,204,006	89,901,304	247,504,006	89,927,470

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

20. ISSUED CAPITAL (cont.)

- (i) On 12 May 2015 the Company issued 1,000,000 ordinary shares to a consultant in consideration for corporate advisory services provided to the Company during the financial year. The fair value of advisory services provided, as invoiced by the consultant, was \$71,000. The shares rank equally in all respects from the date of allotment with existing ordinary fully paid shares.

	Number of options	
	2015	2014
(c) Movements in options on issue		
Beginning of the financial year	53,350,000	48,175,000
Issued during the year:		
– Exercisable at 18 cents, on or before 29 July 2016	-	3,550,000
– Exercisable at 22.5 cents, on or before 20 November 2016	-	5,500,000
Expired/cancelled during the year		
– 49 cents, 17 August 2013	-	(500,000)
– 29 cents, 21 August 2013	-	(1,000,000)
– 97 cents, 21 August 2013	-	(1,000,000)
– 36 cents, 3 January 2014	-	(1,375,000)
– 47 cents, 1 July 2014	(500,000)	-
– 32 cents, 16 October 2014	(300,000)	-
– 71 cents, 25 March 2015	(12,500,000)	-
End of the financial year	40,050,000	53,350,000

(d) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

(e) Capital risk management

The Group's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they may continue to provide returns for shareholders and benefits for other stakeholders. There has been no change in the strategy adopted by management to control the capital of the Group since the prior year.

Due to the nature of the Group's activities, being mineral exploration, the Group does not have ready access to credit facilities, with the primary source of funding being equity raisings. Therefore, the focus of the Group's capital risk management is the current working capital position against the requirements of the Group to meet exploration programmes and corporate overheads. The Group's strategy is to ensure appropriate liquidity is maintained to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required.

The working capital position of the Group at the end of the year is as follows:

	2015 \$	2014 \$
Cash and cash equivalents	15,388,406	22,075,533
Trade and other receivables	317,731	193,221
Trade and other payables	(1,886,729)	(785,268)
Current provisions	(127,128)	(138,887)
Working capital position	13,692,280	21,344,599

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

	2015 \$	Restated 2014 \$
21. RESERVES AND ACCUMULATED LOSSES		
(a) Reserves		
Available-for-sale financial assets	-	(124,956)
Foreign currency translation	121	(2,060,486)
Share-based payments	13,857,478	13,795,645
Reserves	13,857,599	11,610,203
Reserves of assets held for sale (refer to note 16)	(2,042,989)	-
Total reserves	11,814,610	11,610,203
Movements:		
<i>Available-for-sale financial assets reserve</i>		
Balance at beginning of year as previously stated	(124,956)	1,252,289
Error correction (i)	-	(312,871)
Restated balance at beginning of year	(124,956)	939,418
Revaluation	(1,338,049)	(2,417,397)
(Gain)/loss reclassified to profit or loss on sale of available-for-sale financial asset	-	350,063
Cumulative loss reclassified to profit or loss on impairment of available-for-sale financial assets	1,463,005	-
Error correction (i)	-	1,002,960
Balance at end of year	-	(124,956)
<i>Foreign currency translation reserve</i>		
Balance at beginning of year	(2,060,486)	(1,984,770)
Currency translation differences arising during the year	17,618	(75,716)
Reserves of assets held for sale (Refer to note 16 – Assets held for sale)	2,042,989	-
Balance at end of year	121	(2,060,486)
<i>Share-based payments reserve</i>		
Balance at beginning of year	13,795,645	13,256,016
Employee share options	61,833	539,629
Balance at end of year	13,857,478	13,795,645
(i) Refer to note 1(z) for disclosure and reconciliation of prior year errors identified and brought to account during the current financial year.		
(b) Accumulated losses		
Balance at beginning of year as previously stated	(28,875,091)	(25,827,733)
Error correction (i)	-	312,871
Restated balance at beginning of year	(28,875,091)	(25,514,862)
Net profit/(loss) for the year	(42,990,545)	(2,357,269)
Error correction (i)	-	(1,002,960)
Balance at end of year	(71,865,636)	(28,875,091)
(i) Refer to note 1(z) for disclosure and reconciliation of prior year errors identified and brought to account during the current financial year.		
(c) Nature and purpose of reserves		
(i) <i>Available-for-sale financial assets reserve</i>		
Changes in the fair value of investments, such as equities classified as available-for-sale financial assets, are recognised in other comprehensive income as described in note 1(l) and accumulated in a separate reserve within equity. Amounts are reclassified to profit or loss when the associated assets are sold or impaired.		
(ii) <i>Foreign currency translation reserve</i>		
Exchange differences arising on translation of the foreign controlled entities are taken to the foreign currency translation reserve, as described in note 1(d). The reserve is recognised in profit and loss when the net investment is disposed of.		

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

21. RESERVES AND ACCUMULATED LOSSES (cont.)(iii) *Share-based payments reserve*

The share-based payments reserve is used to recognise the fair value of options issued.

22. DIVIDENDS

No dividends were paid during the financial year. No recommendation for payment of dividends has been made.

23. KEY MANAGEMENT PERSONNEL DISCLOSURES**(a) Key management personnel compensation**

	2015 \$	2014 \$
Short-term benefits	1,157,159	888,204
Long-term benefits	25,950	7,574
Post-employment benefits	80,940	56,425
Other long-term benefits	-	-
Share-based payments	57,146	413,547
	1,321,195	1,365,750

Detailed remuneration disclosures are provided in the Remuneration Report on pages 20 to 25

(b) Loans to key management personnel

There were no loans to key management personnel during the year.

(c) Other transactions and balances with Key Management Personnel.

Refer to page 23 of the remuneration report for further information on other transactions and balances.

24. REMUNERATION OF AUDITORS

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

Auditor remuneration		
Ernst & Young – audit and review of financial reports ⁽ⁱ⁾	40,930	-
Ernst & Young – other non audit services		
Tax compliance services	32,000	-
International tax consulting and advice on mergers and acquisitions	139,140	-
Other assurance advice	18,620	-
Bentleys - audit and review of financial reports	-	47,000
Bentleys - other non audit services	1,000	-
	231,690	47,000
Remuneration of related practices of Ernst & Young		
Foreign subsidiary audits	18,318	56,016
Tax compliance services	23,594	-
	41,912	56,016

(i) At the Company's AGM on 19 November 2014 Bentleys resigned and Ernst and Young were appointed as the Group's auditors.

From time to time the Group may decide to employ the external auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Group is important.

The Board has considered the position and is satisfied that the provision of non-audit services is compatible with the general standard of independence imposed by the *Corporates Act 2001*. Non-audit services disclosed above amounting to \$231,682 were provided to the group by the auditor during the period for tax compliance, international tax consulting and advice on mergers and acquisitions and due diligence services. The nature of services provided do not compromise the general principles relating to auditor independence because they relate to tax advice in relation to domestic and international compliance issues, and due diligence services which involved the provision of assurances arising from their engagement as auditor.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

25. CONTINGENCIES

In relation to tenement acquisition agreements entered into by the Group, the following additional cash may be received dependent on future events:

TNT Mines Royalty Deed

The parent entity will receive a royalty on a quarterly basis on all product sold, removed or otherwise disposed from all tenements held by TNT Mines. The royalty is calculated at 1.5% of the net smelter return and the total amount receivable is capped at \$5,000,000.

The Directors are of the opinion that it is not practicable to estimate the financial effect at the date of this report.

26. COMMITMENTS**(a) Exploration commitments**

The Company has certain commitments to meet minimum expenditure requirements on the mineral exploration assets it has an interest in. Outstanding exploration commitments are as follows:

	2015 \$	2014 \$
within one year	1,201,785	1,156,426
later than one year but not later than five years	3,674,688	4,488,164
later than five years	8,095,500	6,630,400
	12,971,973	12,274,990

(b) Lease commitments: Group as lessee*Operating leases (non-cancellable):*

Minimum lease payments

within one year

76,316

90,318

later than one year but not later than five years

-

3,116

later than five years

-

-

Aggregate lease expenditure contracted for at reporting date but not recognised as liabilities

76,316

93,434

The Group has a non-cancellable office lease, expiring within one year. The lease has varying terms, escalation clauses and renewal rights. The Group also has one non-cancellable operating lease for office equipment expiring within one year, with rent payable monthly. The item is subject to a per unit usage charge, but there are no provisions for escalation or renewal within the lease agreement.

27. RELATED PARTY TRANSACTIONS**(a) Parent entity**

The ultimate parent entity within the Group is Minemakers Limited.

(b) Subsidiaries

Interests in subsidiaries are set out in note 28.

(c) Key management personnel

Disclosures relating to key management personnel are set out in note 23.

28. SUBSIDIARIES

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1(b) (i):

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

28. SUBSIDIARIES (cont.)

Name	Country of Incorporation	Class of Shares	Equity Holding ⁽¹⁾	
			2015 %	2014 %
Minemakers Australia Pty Ltd	Australia	Ordinary	100	100
Minemakers (Iron) Pty Ltd	Australia	Ordinary	100	100
Minemakers (Nickel) Pty Ltd	Australia	Ordinary	100	100
Minemakers (Salt) Pty Ltd	Australia	Ordinary	100	100
Minemakers (Gold) Pty Ltd	Australia	Ordinary	100	100
Bonaparte Diamond Mines Pty Ltd	Australia	Ordinary	100	100
Samber Trading No 115 (Pty) Ltd ^{(2),(5)}	South Africa	Ordinary	100 ⁽³⁾	100 ⁽³⁾
Vaalbos Diamonds (Pty) Ltd ⁽⁴⁾	South Africa	Ordinary	-	70 ⁽³⁾
Matayo Trading 7 (Pty) Ltd ^{(2),(5)}	South Africa	Ordinary	74 ⁽³⁾	74 ⁽³⁾

(1) The proportion of ownership interest is equal to the proportion of voting power held.

(2) These entities are controlled by Bonaparte Diamond Mines Pty Ltd.

(3) Voting power held by Bonaparte Diamond Mines Pty Ltd.

(4) Vaalbos Diamonds (Pty) Ltd was deregistered during the year ended 30 June 2015.

(5) Subsequent to year end Samber Trading No 115 (Pty) Ltd and Matayo Trading 7 (Pty) Ltd were sold. As at 30 June 2015 these entities were classified as a disposal group held for sale. Refer to notes 16 and 29 for further details of the sale transaction

29. EVENTS OCCURRING AFTER THE BALANCE DATE

The following events occurred subsequent to the end of the year:

- (a) On 16 July 2015 Minemakers Limited announced the completion of the sale of all remaining legacy assets in South Africa to Spearhead Capital Limited for ZAR10,862,874 (A\$1,180,000), of which ZAR1,852,406 (A\$200,000) remains in escrow until two post-completion accounting conditions have been fulfilled.
- (b) On 28 July 2015 Minemakers Limited announced the issue of 9,000,000 unlisted options to joint advisors Foster Stockbroking Pty Limited and EAS Advisors, as incentive remuneration for services. The unlisted options were issued in three tranches:
- 3,000,000 unlisted options with a vesting prices of \$0.12, exercise price of \$0.10 and expiring 30 June 2018;
 - 3,000,000 unlisted options with a vesting prices of \$0.18, exercise price of \$0.15 and expiring 30 June 2018; and
 - 3,000,000 unlisted options with a vesting price of \$0.25, exercise price of \$0.25 and expiring 30 June 2018.
- (c) On 23 September 2015 Minemakers Limited completed the acquisition of Baobab Mining and Chemicals Corporation SA ("BMCC"), a company which owns the Baobab Phosphate Project in the Republic of Senegal, from Baobab Partners LLC ("Baobab Partners") (an affiliate of Agrifos Partners LLC), as previously announced on 27 April 2015.

On 23 September 2015 the Company received approval, via receipt of an Amalgamation Certificate from the Registrar of Companies in Mauritius ("Registrar"), for the Reverse Triangular Merger involving the amalgamation of Baobab Fertilizer Africa, a wholly owned subsidiary of Baobab Partners and the parent company of BMCC, and Minemakers Baobab Mauritius, a wholly owned subsidiary of Minemakers, ("Amalgamation").

In consideration for the acquisition and in accordance with the terms of the MIA, Minemakers has issued to Baobab Partners:

- 100 million ordinary Minemakers shares;
- 80 million Minemakers unlisted options with an exercise price of A\$0.25 and a term of 4 years;
- 40 million contingent share rights satisfied by the issue of Minemakers shares upon the earlier of (i) achievement of a board-approved preliminary feasibility study; (ii) the decision to proceed with the construction of a phosphate rock mine; or (iii) first commercial production of phosphate rock; and
- 40 million contingent share rights satisfied by the issue of Minemakers shares upon first commercial production of phosphate rock.

Furthermore, In accordance with the terms of the MIA, Mr Timothy Cotton (nominated by Baobab Partners) has been appointed as a non-executive director of Minemakers as at 23 September 2015

Due to the timing of the acquisition the Company has yet to determine whether the acquisition will be classified as an asset acquisition or a business combination.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

Other than as disclosed above, no event has occurred since 30 June 2015 that would materially affect the operations of the Group, the results of the Group or the state of affairs of the Group not otherwise disclosed in the Group's financial statements.

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Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

	2015 \$	Restated 2014 \$
30. STATEMENT OF CASH FLOWS		
(a) Reconciliation of net loss after income tax to net cash outflow from operating activities		
Net (loss) from continuing operations	(43,018,117)	(3,776,716)
Non-Cash Items		
Depreciation of plant and equipment	59,869	85,510
Net loss/(gain) on disposal of plant and equipment	18,612	2,001
Net loss/(gain) on disposal of available-for-sale financial assets	-	350,063
Impairment on available-for-sale financial assets	1,463,005	1,002,960
Impairment on financial assets held through profit or loss	635,481	-
Fair value gain on revaluation of financial assets at fair value through Profit & Loss	(90,732)	-
Option expense	61,833	539,629
Expense recognised in respect of shares issued in consideration for services rendered	71,001	-
Net foreign currency loss/(gain)	3,846	(706)
Amortisation of Intangibles	25,615	28,438
Impairment of exploration expenditure	34,432,307	1,676
Impairment provision recognised on current receivables	727,763	-
Items classified as investment / financing activities:		
Research and development tax receipt	-	(234,297)
Change in operating assets and liabilities, net of effects from purchase of controlled entities		
(Increase)/decrease in trade and other receivables	53,372	59,456
Increase in trade and other payables	749,273	330,613
Increase/(decrease) in provisions	69,590	1,887
Net cash outflow from operating activities	<u>(4,737,282)</u>	<u>(1,609,486)</u>

(b) Non-cash investing and financing activities

There was no investing or financing activities that did not require the use of cash or cash equivalent's during the year.

31. EARNINGS PER SHARE**(a) Reconciliation of earnings used in calculating earnings per share**

Loss attributable to the owners of the Company used in calculating basic and diluted loss per share	(42,990,545)	(3,360,229)
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(b) Weighted average number of shares used as the denominator

	Number of shares	Number of shares
Weighted average number of ordinary shares used as the denominator in calculating basic profit/(loss) per share	246,143,129	247,504,006

Weighted average number of ordinary shares used in calculation of diluted earnings per share	246,143,129	247,504,006
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There are 49,172,055 share options excluded from the calculation of diluted earnings per share that could potentially dilute basic earnings per share in the future because they are anti-dilutive for the current period presented.

Between the reporting date and the date of authorisation of these financial statements, refer to note 29 for additional securities issued that could potentially dilute basic earnings per share in the future.

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

32. SHARE BASED PAYMENTS**(a) Employees and Contractors Option Incentive Plan**

The Group provides benefits to employees (including directors) and contractors of the Group in the form of share based payment transactions, whereby employees render services in exchange for options to acquire ordinary shares. The exercise price of the options granted range from 18 cents to 47 cents per Minemakers Limited option. All Minemakers Limited options granted have expiry dates ranging from 3 June 2016 to 18 June 2017.

Options granted carry no dividend or voting rights. When exercisable, each option is convertible into one ordinary share of the Company with full dividend and voting rights.

Set out below are summaries of the options granted:

	Minemakers Ltd			
	2015	2015	2014	2014
	Number of options	Weighted average exercise price cents	Number of options	Weighted average exercise price cents
Outstanding at the beginning of the year	39,350,000	40	34,175,000	50
Granted	-	-	9,050,000	21
Forfeited	-	-	-	-
Exercised	-	-	-	-
Expired	(13,300,000)	69	(3,875,000)	34
Outstanding at year end	26,050,000	25	39,350,000	40
Exercisable at year end	26,050,000		34,825,000	

The weighted average remaining contractual life of share options outstanding at the end of the financial year was 1.64 years (2014: 1.98 years), and the exercise prices range from 18 cents to 47 cents.

There were no options granted during the year ended 30 June 2015. The weighted average fair value of the options granted during the comparative year ended 30 June 2014 was 4.64c. The price was calculated by using the Black-Scholes European Option Pricing Model applying the following inputs:

	2015	2014
Weighted average exercise price (cents)	-	20.73
Weighted average life of the option (years)	-	2.97
Weighted average underlying share price (cents)	-	14.93
Expected share price volatility	-	58.54
Weighted average risk free interest rate	-	2.50

Historical volatility has been used as the basis for determining expected share price volatility as it assumed that this is indicative of future trends, which may not eventuate.

Fair value of options that were granted or vested to directors, employees and contractors and recognised in the profit or loss statement

	2015	2014
	61,833	539,629

Notes to the Consolidated Financial Statements (cont.)

YEAR ENDED 30 JUNE 2015

33. PARENT ENTITY INFORMATION

The following information relates to the parent entity, Minemakers Limited, at 30 June 2015. The information presented here has been prepared using accounting policies consistent with those presented in note 1.

	2015 \$	2014 \$
(a) Financial position		
Assets		
Current assets	15,597,137	22,001,998
Non-current assets	15,473,510	52,318,592
Total assets	31,070,647	74,320,590
Liabilities		
Current liabilities	1,385,431	394,743
Non-current liabilities	43,639	-
Total liabilities	1,429,070	394,743
Net Asset Position	29,641,577	73,925,847
Equity		
Contributed equity	89,901,303	89,927,470
Reserves:		
- Share Based payment reserve	13,857,477	13,795,645
- Available-for-sale financial assets reserve	-	(124,956)
- Foreign Currency translation reserve	-	(88,335)
Accumulated losses	(74,117,203)	(29,583,977)
Total equity	29,641,577	73,925,847
(b) Financial Performance		
Profit/(loss) for the year	(44,533,226)	(2,657,531)
Other comprehensive income	213,291	(1,815,580)
Total comprehensive profit/(loss) for the year	(44,319,935)	(4,473,111)
(c) Details of any contingent liabilities of the parent entity		
The parent entity does not have any contingent liabilities at 30 June 2015.		
(d) Details of any commitments by the parent entity for the acquisition of property, plant and equipment		
There are no contractual commitments by the parent entity for the acquisition of property, plant and equipment as at reporting date.		
(e) Loans to related parties		
Loans to subsidiaries		
Beginning of the year	49,092,355	45,241,329
Loans advanced/(repaid)	1,292,191	3,569,694
Interest charges	-	-
Loans Forgiven	-	-
Provision for impairment	(36,191,765)	(118,068)
Impairment Reversal	-	399,400
End of the year	14,192,781	49,092,355

Director's Declaration

The directors declare that: the financial statements and notes set out on pages 28 to 63 are in accordance with the *Corporations Act 2001*, including:

- i. complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - ii. giving a true and fair view of the Company's and the consolidated entity's financial position as at 30 June 2015 and of their performance for the financial year ended on that date;
- b) in their opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and
- c) a statement that the attached financial statements are in compliance with International Financial Reporting Standards has been included in the notes to the financial statements.

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

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



Cliff Lawrenson
Managing Director

Perth, 30 September 2015

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Independent auditor's report to the members of Minemakers Limited

Report on the financial report

We have audited the accompanying financial report of Minemakers Limited, which comprises the consolidated statement of financial position as at 30 June 2015, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the financial report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal controls as the directors determine are necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1(a), the directors also state, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, that the financial statements comply with International Financial Reporting Standards.

Auditor's responsibility

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

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

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

Independence

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

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Opinion

In our opinion:

- a. the financial report of Minemakers Limited is in accordance with the *Corporations Act 2001*, including:
 - (i.) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the year ended on that date; and
 - (ii.) complying with Australian Accounting Standards and the Corporations Regulations 2001; and
- b. the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 1(a).

Report on the remuneration report

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

Opinion

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



Ernst & Young



Gavin Buckingham
Partner
Perth
30 September 2015

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ASX Additional Information (cont.)

Additional information required by Australian Securities Exchange Ltd and not shown elsewhere in this report is as follows. The information is current as at 1 September 2015.

(a) Distribution of equity securities

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

		Ordinary shares	
		Number of holders	Number of shares
1	- 1,000	374	89,566
1,001	- 5,000	848	3,073,235
5,001	- 10,000	1,079	8,841,775
10,001	- 100,000	2,030	65,702,711
100,001	and over	357	169,496,719
		4,688	247,204,006
The number of equity security holders holding less than a marketable parcel of securities are:		-	-

(b) Twenty largest shareholders

The names of the twenty largest holders of quoted ordinary shares are:

		Listed ordinary shares	
		Number of shares	Percentage of ordinary shares
1	Vulcan Phosphates LLC	14,000,000	5.66
2	Laguna Bay Capital Pty Ltd	11,335,408	4.59
3	Mr Paul Winston Askins	6,103,117	2.47
4	Mr Brett Wilmott <Wilmott Super Fund A/C>	4,866,756	1.97
5	Jerele Mining Pty Ltd	4,041,988	1.64
6	Mrs Shay Margaret Drummond	3,207,300	1.30
7	Andrew Drummond & Associates Pty Ltd <Adatwo A/C>	3,050,000	1.23
8	Mr Neville Allan Lake + Mrs Janet Mary Lake<N A Lake Super Fund A/C>	2,200,000	0.89
9	Ramco Investments Pty Ltd<Ramco Family A/C>	2,160,000	0.87
10	Geotech International Pty Ltd <Paul Askins Super Fund A/C>	2,039,868	0.83
11	RP & AJ Hall Management Pty Ltd <RPH-AJH Retirement Fund A/C>	2,000,000	0.81
12	Solution Management Pty Ltd <Lawrenson Family A/C>	1,991,868	0.80
13	Mr Andrew James Drummond + Mrs Shay Drummond <A Drummond Super Fund A/C>	1,835,446	0.74
14	Global Port Solution Pty Ltd <Global Port Solution Inv A/C>	1,700,000	0.69
15	Mr Andrew James Drummond	1,627,977	0.66
16	Mr Vincent Badalati + Mrs Angela Badalati <The Badalati S/F A/C>	1,576,970	0.64
17	Citicorp Nominees Pty Limited	1,542,065	0.62
18	Mr Enio Cercone <Cercone Super Fund A/C>	1,445,632	0.58
19	Merrill Lynch (Australia) Nominees Pty Limited	1,392,554	0.56
20	Mr Graeme Charles Boyce + Mrs Margery Lynette Boyce <Boyce Super Fund A/C>	1,300,000	0.53
Total top 20		69,416,949	28.08
Other		177,787,057	71.92
Total ordinary shares on issue as at 1 September 2015		247,204,006	100.00

(c) Substantial shareholders

The name of the substantial shareholder who has notified the Company in accordance with Section 671F of the Corporations Act 2001 is:

	Number of shares
Vulcan Phosphates LLC	14,000,000

(d) Voting rights

All ordinary shares (whether fully paid or not) carry one vote per share without restriction.

(e) Company Secretary, registered and principal administrative office and share registry

Details can be found in the Corporate Directory on page 2 of the Annual Report.

ASX Additional Information (cont.)**(f) Schedule of interest in mining tenements**

Location	Tenement	Percentage held / earning
Wakaya, Northern Territory	EL24607	100
Arruwurra, Northern Territory	EL29840	100
Wonarah, Northern Territory	EL29841	100
Dalmore, Northern Territory	EL29849	100
Wonarah Mining Lease, Northern Territory	ML27244	100
West Wonarah, Northern Territory	EL23767	100
Gadde Bissik Senegal	14626/MIM/DMG	100
Gadde Bissik Senegal	09810/MIM/DMG	100

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