

# **Timah Resources Limited**

A.B.N. 69 123 981 537

## **FINANCIAL STATEMENTS**

**30 JUNE 2013**

## Company Particulars

<b>Directors</b>	Jack Tan <i>Executive Chairman</i>  Henry Khoo <i>Executive Director</i>  Lawrence Nguyen <i>Non-Executive Director</i>
<b>Secretary</b>	Andrew Wallis
<b>Registered Office</b>	Level 25, St Martins Tower 31 Market Street Sydney NSW 2000 Tel (02) 9267 4633      Fax (02) 9267 4388
<b>Auditors</b>	Hall Chadwick Level 29 31 Market Street Sydney NSW 2000
<b>Solicitors</b>	Holding Redlich Level 65, MLC Centre 19 Martin Place Sydney NSW 2000
<b>Share Register</b>	Boardroom Pty Limited Level 7, 207 Kent Street Sydney NSW 2000
<b>Stock Exchange Listing</b>	Timah Resources Limited securities are listed on the National Stock Exchange (NSX) – Code 'TMH'

# **Timah Resources Limited**

A.B.N. 69 123 981 537

## **Directors' Report – 30 June 2013**

Your directors present their report being the company Timah Resources Limited ("Timah") for the financial year ended 30 June 2013.

### **Directors**

The names of persons who were directors of Timah Resources Limited NSX code "TMH" during the whole of the year and up to the date of this report are:

Jack Tan M. App Fin. F. Fin

Lawrence Nguyen B. Pharm. MAICD

Michael Mo (resigned 20 July 2012)

Henry Khoo (appointed 1 August 2012)

Directors have been in office since the start of the year to the date of this report unless otherwise stated.

### **Principal Activities**

The principal activity of the Company during the year was a minerals exploration Company.

### **Operating Results**

The profit of the entity after providing for income tax amounted to \$308,483, (2012: loss of \$272,729).

### **Dividends – Timah Resources Limited**

No dividends were paid or recommended for payment during or since the end of the financial year.

### **Review of Operations**

Comments on the operations and the results of those operations for the year ended 30 June 2013 are set out below:

#### **The principal activities for financial year 2012 – 2013**

1. Sale of Bathurst Island Iron Ore Exploration Tenement completed
2. Cessation of Memorandum of Understanding with Just Minerals Pty Ltd
3. Joint Venture with Phyo Kaday Min Co. Ltd to do Tin and Tungsten Exploration in Myanmar.

#### **Sale of Bathurst Island Iron Ore Exploration Tenement**

On 12<sup>th</sup> December 2012, the Company signed a Term Sheet for the sale of Exploration Permit E04/1589 which is the Mining Tenement on Bathurst Island, West Kimberley, W.A. to Regal Mining Pty Ltd.

In March and May 2013, the Sale and Purchase Agreement for a total consideration of \$1M for the Tenement was received and the Sale and Purchase Agreement was settled.

#### **Cessation of the Memorandum of Understanding (MOU) with Just Minerals Pty Ltd**

The Company has earlier announced the proposal to conduct a Due Diligence on the acquisition of 70% interest in an Indonesian company that held oil and gas concessions in East Java.

However after a period of due diligence, the Company decided not to proceed with the proposed acquisition.

This withdrawal from the MOU was by mutual agreement with Just Minerals Ltd.

#### **Joint Venture for Tin and Tungsten Exploration and Mining in Myanmar**

On 5 June, 2013, the Company entered into a Memorandum of Understanding (MOU) with Phyo Kaday Min Co. Limited which is a Myanmar mining company to undertake tin and tungsten exploration in Dawei area in Myanmar. The Company is undertaking a due diligence to assess the feasibility of the Joint Venture which includes the incorporation of a Myanmar company in which Timah Resources Ltd will have a majority shareholding.

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**Directors' Report – 30 June 2013 (continued)**

**Significant Changes in the State of Affairs**

No significant changes in the state of affairs of the entity have occurred during the financial year.

**After balance date events**

There have been no subsequent events that would have a material impact on the financial report for the year ended 30 June 2013.

**Future Developments, Prospects and Business Strategies**

Disclosure of additional information regarding likely developments in the operations and expected results is likely to result in unreasonable prejudice to the entity.

**Environmental Issues**

There have been no environmental issues that would have a material impact on the company during the year.

**Shares under Options**

At the date of this report there are 23,000,000 unissued ordinary shares of Timah Resources Limited with an exercise price of \$0.30 expiring 31 December 2013.

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

# Timah Resources Limited

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## Directors' Report – 30 June 2013 (continued)

### Information on Directors:

- Jack Tan

#### **Executive Director and Chairman.**

##### *Experience & expertise*

Appointed Chairman on 16 February 2007. Jack has a Bachelor of Business Administration from University of Singapore (1973) and a Master of Applied Finance from Macquarie University (1995). He is a Fellow of the Financial Services Institute of Australasia and Member of the Australian Institute of Company Directors. Jack Tan is an investment banker with 30 years experience in the finance industry and has been an investment adviser with various stockbroking firms in Sydney. Jack has been instrumental in project acquisitions, evaluations and valuations and capital raisings including several public offerings and ASX listings.

##### *Other current directorships*

OGL Resources Limited

##### *Former directorships in last 3 years*

e-pay Asia Limited,

##### *Special responsibilities*

Chairman

##### *Interest in shares*

1,082,744 ordinary shares in Timah Resources Limited

- Henry Khoo

#### **Executive Director**

##### *Experience & expertise*

Appointed a director on 1 August 2012. Henry Khoo has extensive sales, marketing and management experience in consumer and durable products in the Asia Pacific region, having worked in Malaysia, Singapore and Australia. He has also been involved in project acquisitions, evaluation, company mergers and acquisitions and Initial Public Offerings (IPO). He was formerly the managing Director of an Australian subsidiary of a Malaysian public listed company. Henry Khoo holds a Diploma in Marketing and Management from the UK and is an Associate of the Chartered Institute of Marketing (CIM) and a Member of the Chartered Management Institute (CMI). He is also an Associate Fellow of the Australian Marketing Institute (AMI) and a Certified Practising Marketer (CPM).

##### *Other current directorships*

OGL Resources Limited

##### *Former directorships in last 3 years*

None

##### *Special responsibilities*

Executive Director

##### *Interest in shares*

9,000,000 ordinary shares in Timah Resources Limited

6,000,000 options in Timah Resources Limited

## Timah Resources Limited

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### Directors' Report – 30 June 2013 (continued)

#### Information on Directors (continued):

- Lawrence Nguyen

#### Non-Executive Director

##### *Experience & expertise*

Appointed a director on 16 February 2007. Lawrence has a Bachelor of Pharmacy from Sydney University (1996). He has extensive pharmacy management and ownership experience, beginning with WH Soul Pattison group as a recipient of one of their coveted scholarships. He is a Member of The Australian Institute of Company Directors (MAICD). He is an active member of the Young Entrepreneur Organisation (EO) in Sydney, Australia, with an extensive knowledge of the Vietnamese economy and speaks Vietnamese fluently.

##### *Other current directorships*

None

##### *Former directorships in last 3 years*

Health Corporation Limited

##### *Special responsibilities*

None

##### *Interest in shares*

2,246,743 ordinary shares in Timah Resources Limited

The above named directors held office during and since the end of the financial year unless otherwise indicated.

#### Company Secretary

Robert Lees resigned as Company Secretary on 12 March 2013.

Andrew Wallis is a registered company auditor, tax agent, Justice of Peace and a member of the Institute of Chartered Accountants and a graduate of Sydney University with a Bachelor of Economics (B.Ec). Andrew has considerable experiences in secretarial and corporate advisory roles.

## **Timah Resources Limited**

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### **Directors' Report – 30 June 2013 (continued)**

#### **Information on Directors (Continued):**

##### **Meetings of Directors**

The Directors attendances at Directors' meetings held during the year were:

	Number Attended	Number Held*
Jack Tan	8	8
Henry Khoo	8	8
Lawrence Nguyen	8	8

\* Reflects the maximum number of meetings each director was eligible to attend.

##### **Indemnifying Officers or Auditors**

During or since the end of the financial year, the Company has not, in respect of any person who is or has been an officer or auditor of the company:

- Indemnified or made any relevant agreement for indemnifying against a liability incurred as an officer, other than costs and expenses of successfully defending legal proceedings; or
- Paid or agreed to pay a premium in respect of a contract insuring against a liability incurred as an officer for the costs or expenses to defend legal proceedings.

##### **Proceedings on Behalf of Company**

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

##### **Non-Audit Services**

The company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's experience and experience with the company are important.

The board of directors is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are satisfied that the provision of non-audit services by the external auditor, as set out below, did not compromise the auditor independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed by the board of directors to ensure they do not impact the integrity and objectivity of the auditor
- none of the services undermine the general principles relating to auditor independence as set out in APES 110: Code of Ethics for Professional Accountants set by the Accountants Professional and ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or a decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risk and rewards.

# Timah Resources Limited

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## Directors' Report – 30 June 2013 (continued)

### Auditor's Independence Declaration

Auditors' independence declaration as required under section 307C of the Corporations Act 2001 is set out in this financial report.

### Remuneration Report

This remuneration report is set out under the following main headings

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

#### ***A Principles used to determine the nature and amount of remuneration***

The Board of Directors is responsible for determining and reviewing director's compensation and reviewing the Managing Director's recommendations on the remuneration of key management personnel.

The current maximum amount of Non-executive fees approved by shareholders is fixed at \$250,000 per annum. No retirement or other long term benefits are provided to any director or the company secretary other than superannuation to those directors who are also employees at the rate of nine percent. The Non-executive Directors can claim reimbursement of out-of-pocket expenses incurred on behalf of Timah and time spent on specific issues.

No remuneration paid to directors or the Company Secretary is results based.

Timah pays its Company Secretary a fixed remuneration of \$2,000 + GST per month.

No retirement or other long term benefits are provided to any director or the company secretary.

#### ***B Details of remuneration***

Information on directors' benefits is set out in Note 15 – Key management personnel disclosures. The entity has not granted options to Directors or Officers during the financial year. No employees were granted options as part of their remuneration.

#### **Directors and other key management personnel**

The following persons were directors of Timah Resources Limited during the financial year:

##### **(i) Chairman & Executive Director**

Jack Tan

##### **(ii) Executive Director**

Henry Khoo

##### **ii) Non-Executive Director**

Lawrence Nguyen

The following persons also had authority and responsibility for planning, directing and controlling the activities of the group, directly or indirectly, during the financial year:

<b>Name</b>	<b>Position</b>
Andrew Wallis / Robert Lees	Company Secretary

# Timah Resources Limited

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## Directors' Report – 30 June 2013 (continued)

### Remuneration Report

#### *B Details of remuneration (continued)*

The following table of benefits and payments details, in respect to the financial year, the component of remuneration for each member of the key management personnel of the Company and other executives of the Company.

2013	Short-term employee benefits			Post-employment benefits	Long-term benefits		Share-based payment	
Name	Cash salary & Fees \$	Cash bonus \$	Non-monetary benefits \$	Super-annuation \$	Long service leave \$	Termination benefits \$	Shares & options \$	Total \$
<i>Non-executive Director</i> Lawrence Nguyen	36,000	-	-	-	-	-	-	36,000
<i>Executive directors</i> Jack Tan	120,000	-	-	-	-	-	-	120,000
<i>Chairman</i> Henry Khoo	60,000	-	-	-	-	-	-	60,000
<i>Executive Director</i> Robert Lees	13,552	-	-	-	-	-	-	13,552
<i>Company Secretary</i> Andrew Wallis	6,000	-	-	-	-	-	-	6,000
<b>Total key management personnel compensation</b>	235,552	-	-	-	-	-	-	235,552

2012	Short-term employee benefits			Post-employment benefits	Long-term benefits		Share-based payment	
Name	Cash salary & Fees \$	Cash bonus \$	Non-monetary benefits \$	Super-annuation \$	Long service leave \$	Termination benefits \$	Shares & options \$	Total \$
<i>Non-executive Directors</i> Michael Mo	-	-	-	-	-	-	-	-
<i>Executive Directors</i> Jack Tan	60,000	-	-	-	-	-	-	60,000
<i>Chairman</i> Lawrence Nguyen	30,000	-	-	-	-	-	-	30,000
<i>Non-executive Director</i> Robert Lees	45,740	-	-	-	-	-	-	45,740
<i>Company Secretary/CFO</i> <b>Total key management personnel compensation</b>	135,740	-	-	-	-	-	-	135,740

**Timah Resources Limited**  
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**Directors' Report – 30 June 2013 (continued)**

**Remuneration Report (continued)**

**C. Service agreements**

On appointment to the Board, all new non-executive directors enter into a service agreement with the company in the form of a letter of appointment. This letter summarises the appointment terms, director's duties, obligations and remuneration.

Employment contracts with executives nominated below may be terminated by the company giving twelve months notice, subject to termination payments as detailed below.

**Jack Tan – Chairman & Executive Director**

- Term of agreement – from 30 November 2007 for an unspecified period with 12 months notice of termination or immediate termination in the event of gross misconduct.
- Base remuneration for the year ended 30 June 2009 of \$60,000 (pro-rata) plus 9% superannuation with at least 2 days per week devoted to company business. Entitled to pro-rata annual & sick leave. Directors resolved to pay Directors fees of \$120,000 for the year ended 30 June 2013.

**Henry Khoo – Executive Director**

- Directors resolved to pay Directors fees of \$60,000 for the year ended 30 June 2013.

**Lawrence Nguyen – Non-Executive Director**

- Directors resolved to pay Directors fees of \$36,000 for the year ended 30 June 2013.

**D Share-based Compensation**

**Directors Share Options**

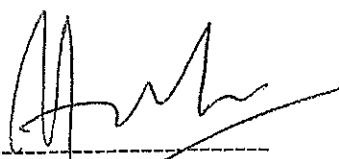
No Options were issued during the year and after year end to the date of this report by Timah Resources Limited to a director or any of the most highly remunerated officers as part of their remuneration.

**E Additional information**

No cash bonuses, loans or other remuneration has been paid to Key Management Personnel.

This Report of the Directors, incorporating the Remuneration Report, is signed in accordance with a resolution of the Board of directors.

On behalf of the Directors.



Director  
Sydney 25 September 2013

**TIMAH RESOURCES LIMITED**  
**ABN 69 123 981 537**

**AUDITOR'S INDEPENDENCE DECLARATION**  
**UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF**  
**TIMAH RESOURCES LIMITED**

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2013 there have been:

- (a) no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit, and
- (b) no contraventions of any applicable code of professional conduct in relation to the audit.

*Hall Chadwick*

Hall Chadwick  
Level 29, St Martins Tower  
31 Market Street, SYDNEY NSW 2001

*Graham Webb*

Graham Webb  
Partner  
Dated: 25 September 2013

**SYDNEY**

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**PENRITH**

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**MELBOURNE**

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Fx: (613) 8678 1699

**PERTH**

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# Timah Resources Limited

A.B.N. 69 123 981 537

## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

### FOR THE YEAR ENDED 30 JUNE 2013

	Note	2013 \$	2012 \$
Income	4	842,623	149
Accounting & Audit		(58,924)	(27,853)
Compliance, listing & legal expenses		(57,109)	(38,038)
Consultants fees		(19,646)	(51,429)
Depreciation		(241)	(1,206)
Directors fees		(216,000)	(90,000)
Employee benefit expenses		(7,588)	(11,010)
Exploration expenses		(27,096)	-
Office rental expenses		(14,000)	(6,028)
Overseas travel & accommodation expenses		(57,606)	(8,304)
Other expenses		(53,758)	(13,642)
<b>Profit/(Loss) before income tax</b>	5(a)	<u>330,655</u>	<u>(247,360)</u>
Income tax expense	6	<u>-</u>	<u>-</u>
<b>Profit/(Loss) for the year from continuing operation</b>		<u>330,655</u>	<u>(247,360)</u>
<b>Discontinued operations</b>			
Loss for the year from discontinued operations (net of income tax)	7	<u>(22,172)</u>	<u>(25,369)</u>
<b>Net profit/(loss) for the year</b>		<u>308,483</u>	<u>(272,729)</u>
<b>Other comprehensive income</b>		-	-
Income tax relating to comprehensive income		<u>-</u>	<u>-</u>
<b>Other comprehensive income for the year, net of tax</b>		<u>-</u>	<u>-</u>
<b>Total comprehensive income attributable to members of the company</b>		<u>308,483</u>	<u>(272,729)</u>
<b>Earnings per share</b>			
Basic and Diluted Earnings Per Share	19	0.39	(0.40)

The accompanying Notes form part of these Financial Statements.

# Timah Resources Limited

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## STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2013

	Note	2013 \$	2012 \$
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash & cash equivalents	8(a)	505,289	103,313
Other receivables	9	234,830	5,501
<b>Total Current Assets</b>		<u>740,119</u>	<u>108,814</u>
<b>Non-Current Assets</b>			
Plant & Equipment	10	1,771	-
Intangible assets – Exploration and evaluation expenditure	11	-	63,800
<b>Total Non Current Assets</b>		<u>1,771</u>	<u>63,800</u>
<b>Total Assets</b>		<u>741,890</u>	<u>172,614</u>
<b>Current Liabilities</b>			
Trade & other payables	12	259,975	179,182
Borrowings	13	100,000	280,000
<b>Total Current Liabilities</b>		<u>359,975</u>	<u>459,182</u>
<b>Total Liabilities</b>		<u>359,975</u>	<u>459,182</u>
<b>Net Assets</b>		<u>381,915</u>	<u>(286,568)</u>
<b>EQUITY</b>			
Issued Capital	14	2,419,950	2,059,950
Retained Earnings		<u>(2,038,035)</u>	<u>(2,346,518)</u>
<b>TOTAL EQUITY</b>		<u>381,915</u>	<u>(286,568)</u>

*The accompanying Notes form part of these Financial Statements.*

# Timah Resources Limited

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## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2013

	Issued capital \$	Retained Earnings \$	Total \$
<b>Balance at 1 July 2011</b>	2,059,950	(2,073,789)	(13,839)
(Loss) attributable to members of the company	-	(272,729)	(272,729)
<b>Balance at 30 June 2012</b>	2,059,950	(2,346,518)	(286,568)
<b>Balance at 1 July 2012</b>	2,059,950	(2,346,518)	(286,568)
Profit attributable to members of the company	-	308,483	308,483
Issue of shares	360,000		360,000
<b>Balance at 30 June 2013</b>	2,419,950	(2,038,035)	381,915

*The accompanying Notes form part of these Financial Statements.*

# Timah Resources Limited

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## STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2013

	Notes	2013 \$	2012 \$
<b><u>Cash Flows From Operating Activities</u></b>			
Payments to suppliers and employees		(481,567)	(112,879)
Interest received		6,423	149
Net cash (used in) operating activities	8(b)	<u>(475,144)</u>	<u>(112,730)</u>
<b><u>Cash Flows From Investing Activities</u></b>			
Payments for plant and equipment		(2,880)	-
Proceeds from sale of exploration asset (net of costs)		900,000	-
Advance to related entity		<u>(200,000)</u>	<u>-</u>
Net cash (used in) investing activities		<u>697,120</u>	<u>-</u>
<b><u>Cash Flows From Financing Activities</u></b>			
Proceeds from issue of shares		360,000	-
Proceeds from Directors loan		-	180,000
(Repayment of) Directors loan		<u>(180,000)</u>	<u>-</u>
Net cash provided by financing activities		<u>180,000</u>	<u>180,000</u>
Net increase in cash held		401,976	67,270
Cash at beginning of financial year		103,313	36,043
Cash at end of financial year	8(a)	<u>505,289</u>	<u>103,313</u>

*The accompanying Notes form part of these Financial Statements.*

# **Timah Resources Limited**

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## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013**

### **Note 1 – Statement of significant accounting policies**

#### **Basis of Preparation**

The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001. The company is for a profit entity for financial reporting purposes under Australian Accounting Standards.

Australian Accounting Standards set out accounting policies that the Australia Accounting Standards Board has concluded would result in financial statements containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards as issued by the IASB. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless otherwise stated.

Except for cash flow information, the financial statements have been prepared on an accrual basis and are based on historical cost, modified, where applicable, by the measurement of fair value of selected non-current assets, financial assets and financial liabilities.

#### **(a) Going Concern**

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

Notwithstanding, the company has made an operating profit of \$308,483 during the year ended 30 June 2013 (30 June 2012: loss of \$272,729), the company has no current revenue stream and sold its only remaining asset in the year. However, the directors have prepared the financial report on a going concern basis for the following reasons:

- The directors are actively seeking new investors to fund our Myanmar projects to a value of at least \$1million.
- Planned capital raising of \$600,000 which the company intends to use to explore and develop the tin and tungsten projects in Myanmar.

The financial report does not include any adjustments relating to the recoverability or classification of recorded asset amounts or classification of liabilities that might be necessary should the entity not be able to continue as a going concern.

#### **(b) Revenue Recognition**

Revenue from the rendering of a service is recognised upon delivery of the service to the customer.

Dividends received shall be recognised as revenue when the right to receive the dividend has been established.

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

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

# **Timah Resources Limited**

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## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013**

### **Note 1 – Statement of significant accounting policies (continued)**

#### **(c) Income Tax**

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well unused tax losses.

Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

#### **(d) Exploration and evaluation expenditure**

Exploration and evaluation costs are capitalised as exploration and evaluation assets on a project-by-project basis pending determination of the technical feasibility and commercial viability of the project. The capitalised costs are presented as both tangible or intangible exploration and evaluation assets according to the nature of the assets acquired. When a licence is relinquished or a project abandoned, the related costs are recognised in the profit or loss immediately.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount. For the purposes of impairment testing, exploration and evaluation assets are allocated to cash-generating units consistent with the determination of reportable segments.

# Timah Resources Limited

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

### Note 1 – Statement of significant accounting policies (continued)

#### **(d) Exploration and evaluation expenditure (continued)**

Upon determination of proven reserves, intangible exploration and evaluation assets attributable to those reserves are first tested for impairment and then reclassified from exploration and evaluation assets to a separate category within tangible assets.

Amortisation is not charged on exploration and evaluation assets until they are available for use.

Pre-licence costs are recognised in profit or loss as incurred. Expenditure deemed unsuccessful is recognised in profit or loss immediately.

#### **(e) Foreign Currency Transactions and Balances**

Foreign currency transactions during the year are converted to Australian currency at the rates of exchange applicable at the dates of the transactions. Amounts receivable and payable at balance date are converted at the rates of exchange ruling at that date. The gains or losses from conversion of short-term assets and liabilities, whether realised or unrealised, are included in the result before income tax as they arise.

#### **(f) Receivables**

Trade receivables are recognised when the risks and rewards of ownership of the underlying sales transactions have passed to customers. This event usually occurs when services are provided to customers. Trade receivables are recorded at nominal amounts. Trade receivables are usually settled within 30 days. Collectability of overdue accounts is assessed on an ongoing basis. Specific provision is made for all doubtful accounts.

#### **(g) Plant and Equipment**

Each class of plant and equipment is carried at cost less, where applicable, any accumulated depreciation and impairment losses.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts. 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.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the statement of comprehensive income.

The depreciable amount of all fixed assets is depreciated on a diminishing value basis over their estimated useful lives to the entity commencing from the time the asset is held ready for use.

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

Class Of Fixed Asset	Depreciation Rate
Plant & Equipment	5 - 25%

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

# Timah Resources Limited

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

### Note 1 – Statement of significant accounting policies (continued)

#### (h) Financial instruments

##### *Initial Recognition and Measurement*

Financial instruments, incorporating financial assets and financial liabilities, are recognised when the entity becomes a party to the contractual provisions of the instrument. Trade date accounting is adopted for financial assets that are delivered within timeframes established by marketplace convention.

Financial instruments are initially measured at fair value plus transactions costs where the instrument is not classified as at fair value through profit or loss. Transaction costs related to instruments classified as at fair value through profit or loss are expensed to profit or loss immediately. Financial instruments are classified and measured as set out below.

##### *Derecognition*

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

##### *Classification and Subsequent Measurement*

##### i. *Financial assets at fair value through profit or loss*

Financial assets are classified at fair value through profit or loss when they are held for trading for the purpose of short term profit taking, where they are derivatives not held for hedging purposes, or designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Realised and unrealised gains and losses arising from changes in fair value are included in profit or loss in the period in which they arise.

##### ii. *Loans and receivables*

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

##### iii. *Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the entity's intention to hold these investments to maturity. They are subsequently measured at amortised cost.

##### iv. *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivative financial assets that are either not suitable to be classified into other categories of financial assets due to their nature, or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

##### v. *Financial Liabilities*

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

#### **Fair Value**

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

# Timah Resources Limited

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

### Note 1 – Statement of significant accounting policies (continued)

#### **(h) Financial instruments (continued)**

##### **Impairment**

At each reporting date, the entity assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen. Impairment losses are recognised in the statement of comprehensive income.

#### **(i) Trade and Other Payables**

These amounts represent unpaid liabilities for goods received by and services provided to the Entity prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually settled within 30 days.

#### **(j) Impairment of Assets**

At each reporting date, the Entity reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the assets carrying value. Any excess of the assets carrying value over its recoverable amount is expensed to the statement of comprehensive income.

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

#### **(k) Employee Benefits**

Provision is made for the company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs.

#### **(l) Goods and Services Tax (GST)**

Revenue, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. In the statement of financial position, trade receivables and payables are shown inclusive of GST.

Cash flows are presented in the statement of cash flow on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

#### **(m) Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less.

#### **(n) Earnings per share**

##### **(i) Basic earnings per share**

Basic earnings per share is determined by dividing the loss after income tax attributable to members 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.

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

### Note 1 – Statement of significant accounting policies (continued)

#### **(n) Earnings per share (continued)**

##### *(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.

#### **(o) 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, associated with the acquisition of a business, are included as part of the purchase consideration.

#### **(p) Critical Accounting Estimates & Judgements**

Estimates and judgements are continually evaluated and are based on historical knowledge and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

##### *Key estimates*

##### *(i) Impairment*

The entity assesses impairment at each reporting date by evaluating conditions and specific to the entity that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value in use calculations which incorporate various key assumptions.

#### **(q) New accounting standards for Application in Future Periods**

The AASB has issued a number of new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods, some of which are relevant to the Company. The Company has decided not to early adopt any of the new and amended pronouncements. The Company's assessment of the new and amended pronouncements that are relevant to the Company but applicable in future reporting periods is set out below:

- AASB 9: Financial Instruments (December 2010) and AASB 2010–7: Amendments to Australian Accounting Standards arising from AASB 9 (December 2010).

These Standards are applicable retrospectively and include revised requirements for the classification and measurement of financial instruments, as well as recognition and derecognition requirements for financial instruments.

The key changes made to accounting requirements include:

- simplifying the classifications of financial assets into those carried at amortised cost and those carried at fair value;
- simplifying the requirements for embedded derivatives;
- removing the tainting rules associated with held-to-maturity assets;

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

### Note 1 – Statement of significant accounting policies (continued)

#### **(q) New accounting standards for Application in Future Periods (continued)**

- removing the requirements to separate and fair value embedded derivatives for financial assets carried at amortised cost;
- allowing an irrevocable election on initial recognition to present gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. Dividends in respect of these investments that are a return on investment can be recognised in profit or loss and there is no impairment or recycling on disposal of the instrument;
- requiring financial assets to be reclassified where there is a change in an entity's business model as they are initially classified based on: (a) the objective of the entity's business model for managing the financial assets; and (b) the characteristics of the contractual cash flows; and
- requiring an entity that chooses to measure a financial liability at fair value to present the portion of the change in its fair value due to changes in the entity's own credit risk in other comprehensive income, except when that would create an accounting mismatch. If such a mismatch would be created or enlarged, the entity is required to present all changes in fair value (including the effects of changes in the credit risk of the liability) in profit or loss.

These Standards were mandatorily applicable for annual reporting periods commencing on or after 1 January 2013. However, AASB 2012–6: Amendments to Australian Accounting Standards – Mandatory Effective Date of AASB 9 and Transition Disclosures (issued September 2012) defers the mandatory application date of AASB 9 from 1 January 2013 to 1 January 2015. In light of the change to the mandatory effective date, the Company is expected to adopt AASB 9 and AASB 2010–7 for the annual reporting period ending 31 December 2015. Although the directors anticipate that the adoption of AASB 9 and AASB 2010–7 may have a significant impact on the Company's financial instruments, it is impracticable at this stage to provide a reasonable estimate of such impact.

- AASB 10: Consolidated Financial Statements, AASB 11: Joint Arrangements, AASB 12: Disclosure of Interests in Other Entities, AASB 127: Separate Financial Statements (August 2011) and AASB 128: Investments in Associates and Joint Ventures (August 2011) (as amended by AASB 2012–10: Amendments to Australian Accounting Standards – Transition Guidance and Other Amendments), and AASB 2011–7: Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangements Standards (applicable for annual reporting periods commencing on or after 1 January 2013).

AASB 10 replaces parts of AASB 127: Consolidated and Separate Financial Statements (March 2008, as amended) and Interpretation 112: Consolidation – Special Purpose Entities. AASB 10 provides a revised definition of "control" and additional application guidance so that a single control model will apply to all investees. This Standard is not expected to significantly impact the Company's financial statements.

AASB 11 replaces AASB 131: Interests in Joint Ventures (July 2004, as amended). AASB 11 requires joint arrangements to be classified as either "joint operations" (where the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities) or "joint ventures" (where the parties that have joint control of the arrangement have rights to the net assets of the arrangement). This Standard is not expected to significantly impact the Company's financial statements.

AASB 12 contains the disclosure requirements applicable to entities that hold an interest in a subsidiary, joint venture, joint operation or associate. AASB 12 also introduces the concept of a "structured entity", replacing the "special purpose entity" concept currently used in Interpretation 112, and requires specific disclosures in respect of any investments in unconsolidated structured entities. This Standard will affect disclosures only and is not expected to significantly impact the Company's financial statements.

To facilitate the application of AASBs 10, 11 and 12, revised versions of AASB 127 and AASB 128 have also been issued. The revisions made to AASB 127 and AASB 128 are not expected to significantly impact the Company's financial statements.

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

### Note 1 – Statement of significant accounting policies (continued)

#### **(q) New accounting standards for Application in Future Periods (continued)**

- AASB 13: Fair Value Measurement and AASB 2011–8: Amendments to Australian Accounting Standards arising from AASB 13 (applicable for annual reporting periods commencing on or after 1 January 2013).

AASB 13 defines fair value, sets out in a single Standard a framework for measuring fair value, and requires disclosures about fair value measurement.

AASB 13 requires:

- inputs to all value measurements to be categorised in accordance with a fair value hierarchy; and
- enhanced disclosures regarding all assets and liabilities (including, but not limited to, financial assets and financial liabilities) to be measured at fair value.

These Standards are not expected to significantly impact the Company's financial statements.

- AASB 2011–4: Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements (applicable for annual reporting periods beginning on or after 1 July 2013).

This Standard makes amendments to AASB 124: Related Party Disclosures to remove the individual key management personnel disclosure requirements (including paras Aus29.1 to Aus29.9.3). These amendments serve a number of purposes, including furthering trans-Tasman convergence, removing differences from IFRSs, and avoiding any potential confusion with the equivalent Corporations Act 2001 disclosure requirements.

This Standard is not expected to significantly impact the Company's financial report as a whole because:

- some of the disclosures removed from AASB 124 will continue to be required under s 300A of the Corporations Act, which is applicable to the Group; and
  - AASB 2011–4 does not affect the related party disclosure requirements in AASB 124 applicable to all reporting entities, and some of these requirements require similar disclosures to those removed by AASB 2011–4.
- AASB 119: Employee Benefits (September 2011) and AASB 2011–10: Amendments to Australian Accounting Standards arising from AASB 119 (September 2011) (applicable for annual reporting periods commencing on or after 1 January 2013).
- These Standards introduce a number of changes to the presentation and disclosure of defined benefit plans, including:
- removal of the "corridor" approach from AASB 119, thereby requiring entities to recognise all changes in a net defined benefit liability/(asset) when they occur; and
  - disaggregation of changes in a net defined benefit liability/(asset) into service cost, net interest expense and remeasurements and recognition of:
    - (i) service cost and net interest expense in profit or loss; and
    - (ii) remeasurements in other comprehensive income.

AASB 119 (September 2011) also includes changes to the criteria for determining when termination benefits should be recognised as an obligation.

The Company is not impacted by this amendment as the Company does not have any defined benefit plans.

- AASB 2012–2: Amendments to Australian Accounting Standards – Disclosures – Offsetting Financial Assets and Financial Liabilities (applicable for annual reporting periods commencing on or after 1 January 2013).

AASB 2012–2 principally amends AASB 7: Financial Instruments: Disclosures to require entities to include information that will enable users of their financial statements to evaluate the effect or potential effect of netting arrangements, including rights of set-off associated with the entity's recognised financial assets and recognised financial liabilities, on the entity's financial position.

This amendment is not expected to significantly impact the Company's financial statements.

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013**

**Note 1 – Statement of significant accounting policies (continued)**

**(q) New accounting standards for Application in Future Periods (continued)**

- AASB 2012–3: Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities (applicable for annual reporting periods commencing on or after 1 January 2014).

This Standard adds application guidance to AASB 132: Financial Instruments: Presentation to address potential inconsistencies identified in applying some of the offsetting criteria of AASB 132, including clarifying the meaning of “currently has a legally enforceable right of set-off” and that some gross settlement systems may be considered equivalent to net settlement.

This Standard is not expected to significantly impact the Company's financial statements.

- AASB 2012–5: Amendments to Australian Accounting Standards arising from Annual Improvements 2009–2011 (applicable for annual reporting periods commencing on or after 1 January 2013).

This Standard amends a number of Australian Accounting Standards as a consequence of the issuance of Annual Improvements to IFRSs 2009–2011 Cycle by the International Accounting Standards Board, including:

- AASB 1: First-time Adoption of Australian Accounting Standards to clarify the requirements in respect of the application of AASB 1 when an entity discontinues and then resumes applying Australian Accounting Standards;
- AASB 101: Presentation of Financial Statements and AASB 134: Interim Financial Reporting to clarify the requirements for presenting comparative information;
- AASB 116: Property, Plant and Equipment to clarify the accounting treatment of spare parts, stand-by equipment and servicing equipment;
- AASB 132 and Interpretation 2: Members' Shares in Co-operative Entities and Similar Instruments to clarify the accounting treatment of any tax effect of a distribution to holders of equity instruments; and
- AASB 134 to facilitate consistency between the measures of total assets and liabilities an entity reports for its segments in its interim and annual financial statements.

This Standard is not expected to significantly impact the Company's financial statements.

**Note 2 - Financial Risk Management**

The entity's activities expose it to a variety of financial risks; market risk, credit risk, liquidity risk and cash flow interest rate risk. The entity's overall risk management program focuses on managing these risks and implementing and monitoring of controls around the cash management function. The entity's principal financial instruments consist of cash and cash equivalents.

The entity management of treasury activities is centralised and governed by policies approved by the Board of Directors. The Board provides principles for overall risk management, as well as policies covering specific areas, such as identifying risk exposure, analysing and deciding upon strategies and performance measurement.

The entity held the following financial instruments

	2013 \$	2012 \$
<b>Financial assets</b>		
Cash & cash equivalents	505,289	103,313
<b>Financial liabilities</b>		
Trade and other payables	259,975	179,182
Borrowings	100,000	280,000
	<u>359,975</u>	<u>459,182</u>

**(a) Interest rate risk**

The entity's cash-flow interest rate risk primarily arises from cash at bank and deposits subject to market bank rates. Generally, no interest is receivable or payable on the entity trade and other receivables or payables.

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

### Note 2 - Financial Risk Management (continued)

#### *(b) Liquidity risk*

Prudent liquidity risk management implies maintaining sufficient cash reserves to meet the ongoing operational requirements of the business. It is the entity's policy to maintain sufficient funds in cash and cash equivalents. Furthermore, the entity monitors its cash requirements and raises equity funding as and when appropriate to meet such planned requirements. The financial assets and liabilities detailed in the table above are considered by the directors to have maturity within 1 year.

#### *(c) Foreign exchange risk*

The entity operates internationally and is exposed to foreign exchange risk arising from various currencies, primarily with respect to the Malaysian Ringgit and the US Dollar in the current financial year. The entity has material currency risk as some cash balances are held in Malaysian Ringgit and US Dollar. In the previous financial year, the entity had material currency risk as some cash balances and shares in listed Vietnamese Companies were held in Vietnamese Dong. The carrying amount of the commercial transactions and recognised financial assets and liabilities are all in Australian currency.

The carrying amounts of the entity's financial assets and liabilities are denominated in Australian dollars except as set out below which is denominated in Malaysian Ringgit and Vietnamese Dong:

	2013	2012
	\$	\$
Cash & cash equivalents	6,098	179
+/- 5% in \$A/MYR	+/-305	-
+/- 5% in \$A/VND	-	+/-9

#### *(d) Credit risk*

The entity has treasury policies in place for deposit transactions for such transactions to be conducted with financial institutions with a minimum credit rating.

The credit risk on financial assets which have been recognised on the balance sheets is generally the carrying amount, net of any provisions. At balance date, cash and deposits were held with ANZ and NAB in Australia, Standard Chartered in Malaysia and by ANZ in Vietnam. For receivables refer to note 9.

The credit risk with respect to current and non-current receivables is in respect of its bankers.

#### *(e) Price risk*

The entity does not have any direct material market or commodity price risk relating to its financial assets or liabilities.

### Note 3 Segment Information

The Company operates in a single segment being minerals exploration in Australia.

**Timah Resources Limited**  
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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013**

	2013 \$	2012 \$
<b>Note 4 – Other income</b>		
Interest – other persons	6,423	149
Proceeds from sale of exploration asset	836,200	-
	<u>842,623</u>	<u>149</u>

	2013 \$	2012 \$
<b>Note 5 – Expenses</b>		
Profit/(Loss) before income tax from continuing operations includes the following specific expenses:		

(a) Depreciation - Plant & Equipment	241	1,206
Total depreciation	<u>241</u>	<u>1,206</u>

**Note 6 – Income tax expense**

**a) Income tax expense**

Current tax	-	-
Deferred tax	-	-
	<u>-</u>	<u>-</u>

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

Profit/(Loss) before income tax expense	308,483	(272,729)
Tax at the Australian tax rate of 30% (2012 - 30%)	92,545	(81,819)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Non-deductible depreciation, impairment & amortisation & other expenses	29,124	1,447
Benefits not brought to account in respect of temporary differences	9,805	-
- Benefits not raised in respect of tax losses	(131,474)	80,372
Income tax expense attributable to operating (loss) before income tax	<u>-</u>	<u>-</u>

**c) Deferred tax assets not recognised**

Tax losses	96,012	1,490,405
Temporary differences	76,744	5,775
	<u>172,756</u>	<u>1,496,180</u>

The deferred tax assets have not been brought to account as utilisation of these losses is not probable. The income tax losses can only be recovered by the company deriving future assessable income, conditions for deductibility imposed by law being complied with and no changes in tax legislation adversely affecting the realisation of the benefit from the deductions.

The balance of franking credits available for the franking of dividends at 30 June 2013 was nil (2012: nil).

# Timah Resources Limited

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

2013	2012
\$	\$

### **Note 7 – Discontinued Operations**

On 12 December 2012, the Company signed a Term Sheet for the sale of E04/1589 – its Bathurst Island tenement. In March and May 2013 respectively, the purchase & sale amount of \$1,000,000 for the tenement was received upon completion of the contract of sale.

#### **Loss for the year from discontinued operation**

Revenue	-	-
Expenses	(22,172)	(25,369)
Loss before tax	(22,172)	(25,369)
Attributable income tax expense	-	-
Net loss for the year from discontinued operations	(22,172)	(25,369)

#### **Cash flow from discontinued operation**

Net cash outflows from operating activities	(22,172)	(25,369)
Net cash outflows	(22,172)	(25,369)

2013	2012
\$	\$

### **Note 8 – Current assets - Cash & Cash**

#### **Equivalents**

a) Cash at the end of the financial year as shown in the Statement of Cash Flows is reconciled to the related items in the Statement of financial position as follows:

Cash at Bank & in hand \*

Balance per Statement of Cash Flows	505,289	103,313
	505,289	103,313

\*Cash interest rate ranges from 0.01% to 4.5% on the daily balance.

#### **b) Reconciliation of cash flow from operations with net profit/(loss) after income tax**

Operating profit/(loss) after Income Tax		
Non-cash flows in net profit/(loss)	308,483	(272,729)
Depreciation and impairment	1,109	4,824
Net gain on sale of exploration asset	(836,200)	-
<i>Changes in assets and liabilities, net of effects from disposal of subsidiaries</i>		
(Increase)/decrease in trade & other receivables, deposits and prepayments	(29,329)	45,885
Increase in trade and other payables	80,793	109,290
Net cash (used in) operating activities	(475,144)	(112,730)

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013**

	2013 \$	2012 \$
<b><u>Note 9 – Other receivables</u></b>		
<b>Current Asset</b>		
Other receivables, deposits & prepayments	34,830	5,501
Receivable from related entity	200,000	-
Total Other receivables	<u>234,830</u>	<u>5,501</u>

No interest is receivable in respect of Other receivables.  
None of the other receivables are considered past due or impaired

The Company had advanced \$200,000 to OGL Resources Limited for the year ending 30 June 2013. However subsequent to the balance sheet date, the advance was refunded in full.

	2013 \$	2012 \$
<b><u>Note 10 – Plant &amp; Equipment</u></b>		
Plant and Equipment	1,974	9,638
Less accumulated depreciation	<u>(203)</u>	<u>(9,638)</u>
	1,771	-
<b>Movement in plant &amp; equipment</b>		
Written down value as at beginning of year	-	4,824
Addition of plant & equipment	2,880	-
Depreciation – plant & equipment at cost	(241)	(1,206)
Plant & equipment scrapped	<u>(868)</u>	<u>(3,618)</u>
Written down value as at end of year	<u>1,771</u>	<u>-</u>

	2013 \$	2012 \$
<b><u>Note 11 – Intangible Exploration and Evaluation Expenditure</u></b>		

Exploration and evaluation phase costs carried forward at cost:	<u>-</u>	<u>-</u>
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<b>Movements in Carrying Amounts</b>		
Carrying amount at beginning of year	63,800	63,800
Additions	-	-
Disposals	<u>(63,800)</u>	<u>-</u>
Carrying amount at end of year	<u>-</u>	<u>63,800</u>

On 12 December 2012, the Company signed a Term Sheet for the sale of E04/1589 – its Bathurst Island tenement. In March and May 2013 respectively, the purchase & sale amount of \$1,000,000 for the tenement was received upon completion of the contract of sale.

# Timah Resources Limited

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

	2013 \$	2012 \$
<b>Note 12 – Trade and other payables</b>		
Trade payables	-	66,914
Sundry payables & accrued expenses	259,975	112,268
Total Trade and other payables	<u>259,975</u>	<u>179,182</u>

	2013 \$	2012 \$
<b>Note 13 – Borrowings</b>		
Directors loans	100,000	280,000
Total Borrowings	<u>100,000</u>	<u>280,000</u>

The amounts advanced to Timah Resources Ltd as borrowings are not secured and do not attract any interest and are repayable on demand.

### **Note 14 – Issued Capital**

	2013 Shares	2012 Shares	2013 \$	2012 \$
<b>(a) Share Capital</b>				
Fully paid ordinary shares	<u>80,252,626</u>	<u>68,252,626</u>	<u>2,419,950</u>	<u>2,059,950</u>

### **(b) Date & Details of movements in ordinary share capital:**

	Number of Shares	Issue Price \$	\$
At 1 July 2011	68,252,626		2,059,950
At 30 June 2012	<u>68,252,626</u>		<u>2,059,950</u>
Issue of shares to subscribers	12,000,000	3 cents	360,000
At 30 June 2013	<u>80,252,626</u>		<u>2,419,950</u>

### **(c) 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 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.

### **(d) Share Options**

Option holders do not participate in dividends or in proceeds on winding up of the company. Option holders can only vote on motions relating to directly to options.

At balance date, the share options approved and issued 7 January 2011 are detailed below. None were exercised or converted into ordinary shares.

Grant date	Date of expiry	Exercise price	Number under option
7 January 2011	31 December 2013	\$0.30	23,000,000
Total options on issue at reporting date			<u>23,000,000</u>

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013**

**Note 14 – Issued Capital (continued)**

**Capital management**

Management controls the capital of the entity's in order to maintain the entity's capital management objectives.

The entity's objectives for managing capital are to:

- Ensure their ability to operate as a going concern.
- Maximise returns to stakeholders by maintaining an optimal debt/equity structure via the issuance/redemption of debt or equity as appropriate.

There are no externally imposed capital requirements and there have been no changes in the strategy adopted by management to control the capital of the entity since the prior year.

# Timah Resources Limited

A.B.N. 69 123 981 537

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

### Note 15 – Key management personnel disclosures

#### (a) Key management personnel compensation

	2013	2012
	\$	\$
Short-term employee benefits	235,552	135,740
Post-employment benefits	-	-
Long-term benefits	-	-
Termination benefits	-	-
Share-based payments	-	-
	<u>235,552</u>	<u>135,740</u>

The company has disclosed the detailed remuneration in the directors' report. The relevant information can be found in sections A-E of the remuneration report.

#### Option holdings – 2013

The number of options in the company held during the financial year by each Director of Timah Resources Limited and other key management personnel of the entity, including their personally related parties are set out below:

Name	Balance at the start of the year	Granted during the year as remuneration	Exercised during the year	Other changes (issued to subscribers) (1)	Balance at the end of the year	Vested & exercisable at the end of the year
<b>Directors</b>						
Jack Tan	-	-	-	-	-	-
Lawrence Nguyen	-	-	-	-	-	-
Henry Khoo	-	-	-	6,000,000	6,000,000	6,000,000
Michael Mo	10,000,000	-	-	(10,000,000)	-	-
<b>Other key management personnel of the Entity</b>						
Andrew Wallis	-	-	-	-	-	-
<b>Total</b>	<b>10,000,000</b>	<b>-</b>	<b>-</b>	<b>(4,000,000)</b>	<b>6,000,000</b>	<b>6,000,000</b>

(1) Other changes includes on appointment and resignation from the Board.

All options issued by Timah Resources Limited were held at 30 June 2013. None were exercised or converted into ordinary shares.

#### Option holdings - 2012

Name	Balance at the start of the year	Granted during the year as remuneration	Exercised during the year	Other changes (Options lapsed)	Balance at the end of the year	Vested & exercisable at the end of the year
<b>Directors</b>						
Jack Tan	-	-	-	-	-	-
Lawrence Nguyen	-	-	-	-	-	-
Michael Mo	10,000,000	-	-	-	10,000,000	10,000,000
<b>Other key management personnel of the Entity</b>						
Robert Lees	-	-	-	-	-	-
<b>Total</b>	<b>10,000,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>10,000,000</b>	<b>10,000,000</b>

No Directors, executives or employees are participants in an employee share scheme.

The number of shares in the company held during the financial year by each Director of Timah Resources Capital Limited and other key management personnel of the entity, including their personally related parties are set out below:

# Timah Resources Limited

A.B.N. 69 123 981 537

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

### Note 15 – Key management personnel disclosures (continued)

#### **Shareholdings - 2013**

Name	Balance at the start of the year	Received during the year on the exercise of options	Other changes during the year	Balance at the end of the year	Held indirectly
------	----------------------------------	---	-------------------------------	--------------------------------	-----------------

#### **Directors – Ordinary Shares**

Jack Tan	1,082,744	-	-	1,082,744	136,001
Lawrence Nguyen	2,246,743	-	-	2,246,743	1,746,743
Henry Khoo	-	-	9,000,000	9,000,000	9,000,000
Michael Mo	20,000,000	-	(20,000,000)	-	-

#### **Executives – Ordinary Shares**

Andrew Wallis	-	-	-	-	-
<b>Total</b>	<b>23,329,487</b>	<b>-</b>	<b>(11,000,000)</b>	<b>12,329,487</b>	<b>12,329,487</b>

#### **Shareholdings - 2012**

Name	Balance at the start of the year	Received during the year on the exercise of options	Other changes during the year	Balance at the end of the year	Held indirectly
------	----------------------------------	---	-------------------------------	--------------------------------	-----------------

#### **Directors – Ordinary Shares**

Jack Tan	1,082,744	-	-	1,082,744	1
Lawrence Nguyen	2,246,743	-	-	2,246,743	1,746,742
Michael Mo	20,000,000	-	-	20,000,000	20,000,000

#### **Executives – Ordinary Shares**

Robert Lees	300,000	-	-	300,000	300,000
<b>Total</b>	<b>23,629,487</b>	<b>-</b>	<b>-</b>	<b>23,629,487</b>	<b>22,046,743</b>

### **Other Key Management Personnel Transactions**

There have been no other transactions involving equity instruments other than those described in the tables above.

### Note 16 – Remuneration of Auditors

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

	2013 \$	2012 \$
<b>Assurance services</b>		
<i>Audit services-</i> Hall Chadwick		
Audit and review of financial reports and other audit work under the Corporations Act 2001	18,500	17,500
	<u>18,500</u>	<u>17,500</u>

### Note 17 – Contingencies

#### **Contingent Liabilities**

There are no contingent liabilities at the end of the financial year.

# Timah Resources Limited

A.B.N. 69 123 981 537

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

### Note 18 - Events after the balance sheet date

There have been no subsequent events that would have a material impact on the financial report for the year ended 30 June 2013.

### Note 19 – Earnings Per Share

	2013 Cents	2012 Cents
Basic and diluted earnings per share	0.39	(0.40)

The following reflects the income and share data used in the calculation of basic and diluted earnings per share from continuing & discontinued operations:

	2013 \$	2012 \$
Profit/(Loss) used in calculating basic & diluted earnings per share	<u>330,655</u>	<u>(272,729)</u>
<b>Weighted average number of shares used as the denominator</b>	<b>Number of Shares 2013</b>	<b>Number of Shares 2012</b>
Weighted average number of ordinary and partly paid shares used in the calculation of basic & diluted earnings per share	<u>78,510,160</u>	<u>68,842,818</u>
Number of Options on issue convertible at one to one	<u>23,000,000</u>	<u>23,000,000</u>

Options are considered non-dilutive.

### Note 20 – Related party transactions

(a) **Key management personnel**

Disclosures relating to key management personnel are set out in note 15.

(b) **Transactions with related parties**

During the year, the Company had advanced \$200,000 to OGL Resources Limited, a company in which Jack Tan and Henry Khoo are also directors. Subsequent to balance date, the advance has been fully refunded.

### Note 21 – Company Details

The address of the registered office which is also the principal place of business is Level 25, 31 Market Street Sydney 2000.

### Note 22 – Lease Commitments

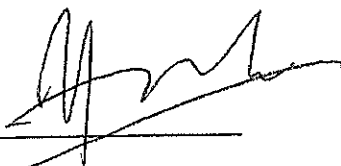
The Company has no lease commitments and shares its registered office with other companies and pays its share of rent on a month by month basis.

**DIRECTORS' DECLARATION**

The Directors of the company declare that:

1. The Financial Statements and notes, as set out on pages 12 to 33, are in accordance with the Corporations Act 2001 and:
  - a) Comply with Accounting Standards; and
  - b) Give a true and fair view of the financial position as at 30 June 2013 and of the performance for the year ended on that date of the company.
2. the Directors have each declared that:
  - a) the financial records of the company for the financial year have been properly maintained in accordance with s 286 of the *Corporations Act 2001*;
  - b) the financial statements and notes for the financial year comply with the Accounting Standards; and
  - c) the financial statements and notes for the financial year give a true and fair view;
3. In the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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

  
\_\_\_\_\_  
Director

Sydney  
Dated this 25 September 2013

**TIMAH RESOURCES LIMITED**  
ABN 69 123 981 537

**INDEPENDENT AUDITOR'S REPORT TO  
THE MEMBERS OF TIMAH RESOURCES LIMITED**

**Report on the Financial Report**

We have audited the accompanying financial report of Timah Resources Limited which comprises the statement of financial position as at 30 June 2013, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the 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 company.

***Directors' Responsibility for the Financial Report***

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

***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 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 control 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 control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

***Independence***

In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001.

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TIMAH RESOURCES LIMITED  
ABN 69 123 981 537

**INDEPENDENT AUDITOR'S REPORT TO  
THE MEMBERS OF TIMAH RESOURCES LIMITED**

***Auditor's Opinion***

In our opinion:

- a. the financial report of Timah Resources Limited is in accordance with the Corporations Act 2001, including:
  - i. giving a true and fair view of the company's financial position as at 30 June 2013 and of its performance for the year ended on that date; and
  - ii. complying with Australian Accounting Standards and the Corporations Regulations 2001; and
- b. the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

***Emphasis of Matter***

Without modifying our opinion, we draw attention to Note 1(a) in the financial report, which indicates that notwithstanding the company incurred a profit for the financial year ended 30 June 2013, the company sold its only remaining asset and has no revenue stream. These conditions, along with other matters as set forth in Note 1 (a) indicate the existence of a material uncertainty that may cast significant doubt about the company's ability to continue as a going concern and therefore, the company may be unable to realise its assets and discharge its liabilities in the normal course of business and at the amounts stated in the financial report.

***Report on the Remuneration Report***

We have audited the Remuneration Report included in pages 8 to 10 of the directors' report for the year ended 30 June 2013. The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

***Auditor's Opinion***

In our opinion, the remuneration report of Timah Resources Limited for the year ended 30 June 2013 complies with section 300A of the Corporations Act 2001.



Hall Chadwick  
Level 29, St Martins Tower  
31 Market Street, SYDNEY NSW 2001



Graham Webb  
Partner  
Date: 25 September 2013

## Corporate governance

The Board of Directors of the Company will be responsible for the corporate governance of the Company including its strategic development.

The Company's corporate governance principles and policies are structured as follows:

<i>Principle 1</i>	<i>Lay solid foundations for management and oversight</i>
<i>Principle 2</i>	<i>Structure the Board to add value</i>
<i>Principle 3</i>	<i>Promote ethical and responsible decision making</i>
<i>Principle 4</i>	<i>Safeguard integrity in financial reporting</i>
<i>Principle 5</i>	<i>Make timely and balanced disclosure</i>
<i>Principle 6</i>	<i>Respect the rights of Shareholders</i>
<i>Principle 7</i>	<i>Recognise and manage risk</i>
<i>Principle 8</i>	<i>Remunerate fairly and responsibly</i>

### (a) Board responsibilities

The Board will be accountable to the Shareholders for the performance of the Company and will have overall responsibility for its operations. Day to day management of the Company's affairs, and the implementation of the corporate strategy and policy initiatives, will be formally delegated by the Board to the CEO.

The key responsibilities of the Board will include:

- approving the strategic direction and related objectives of the Company and monitoring management performance in the achievement of these objectives;
- adopting budgets and monitoring the financial performance of the Company;
- reviewing the performance of the CEO;
- overseeing the establishment and maintenance of adequate internal controls and effective monitoring systems;
- ensuring all major business risks are identified and effectively managed; and
- ensuring that the Company meets its legal and statutory obligations.

For the purposes of the proper performance of their duties, the Directors are entitled to seek independent professional advice at the Company's expense, unless the Board determines otherwise. The Board schedules meetings on a regular basis and other meetings as and when required.

### (b) Size and Composition of the Board

The Directors consider the size and composition of the Board are appropriate given the size and status of the Company. However the composition of the Board will be subject to review in a number of ways.

- The Constitution provides that at every annual general meeting, one third of the Directors shall retire from office but may stand for re-election.
- Board composition will be also reviewed periodically either when a vacancy arises or if it is considered the Board would benefit from the services of a new director, given the existing mix of skills and experience of the Board, which should match the strategic demands of the Company. Once it has been agreed that a new director is to be appointed, a search will be undertaken, using the services of external consultants, if considered necessary. Nominations would then be received and reviewed by the Board.

## Corporate governance (continued)

### (c) Ethics and Independence

The Board recognises the need for Directors and employees to observe the highest standards of behaviour and business ethics when engaging in corporate activity. The Company intends to maintain a reputation for integrity. The Company's officers and employees are required to act in accordance with the law and with the highest ethical standards.

The Board is conscious of the need for independence and ensures that where a conflict of interest may arise, the relevant Director(s) leave the meeting to ensure a full and frank discussion of the matter(s) under consideration by the rest of the Board. Those Directors who have interests in specific transactions or potential transactions do not receive Board papers related to those transactions or potential transactions, do not participate in any part of a Directors' meeting which considers those transactions or potential transactions, are not involved in the decision making process in respect of those transactions or potential transactions, and are asked not to discuss those transactions or potential transactions with other Directors.

Directors of the Company are considered to be independent when they are free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of unfettered and independent judgment.

The Company considers industry experience and specific expertise to be important attributes of its Board members and therefore believes that the composition of the Board is appropriate given the size and development of the Company at the present time.

### (d) Board Committees

It is the role of the Board to oversee the management of the Company and it may establish appropriate committees to assist in this role. The composition of the committees shall be as follows:

- the majority of the members of each Committee of the Board will be non-executive Directors;
- each committee will have a charter approved by the Board; and
- each committee will maintain minutes of each meeting of the committee, which will be circulated to all Directors.

Due to the current size of the Board, (three directors) the company has not established any committee's. The Board takes ultimate responsibility for the operations of the Company including remuneration of Directors and executives and nominations to the Board as well as risk and audit compliance.

#### *Audit, Risk and Compliance Committee*

The audit, risk and compliance committee, if established, would comprise of non-executive and independent directors, who are independent of senior management and operating executives of the Company, and free from any relationships which might, in the opinion of the Board, be construed as a conflict of interest. The Board will annually confirm the membership of the committee.

The committee's primary responsibilities are to:

- oversee the existence and maintenance of internal controls and accounting systems;
- oversee the management of risk within the Company;
- oversee the financial reporting process;
- review the annual and half-year financial reports and recommend them for approval by the Board of Directors;
- nominate external auditors;
- review the performance of the external auditors and existing audit arrangements; and
- ensure compliance with laws, regulations and other statutory or professional requirements, and the Company's governance policies.

## Corporate governance (continued)

**(e) Shareholder Communication**

The Board strives to ensure that Shareholders are provided with sufficient information to assess the performance of the Company and its Directors and to make well-informed investment decisions.

Information is communicated to Shareholders through:

- annual and half-yearly financial reports and quarterly reports;
- annual and other general meetings convened for Shareholder review and approval of Board proposals;
- continuous disclosure of material changes to NSX for open access to the public; and
- the Company maintains a website where all NSX announcements, notices and financial reports are published as soon as possible after release to NSX.

The auditor is invited to attend the annual general meeting of Shareholders. The Chairman will permit Shareholders to ask questions about the conduct of the audit and the preparation and content of the audit report.

**(f) Identification and Management of Business Risk**

The Board has identified the significant areas of potential business and legal risk of the Company. The identification, monitoring and, where appropriate, the reduction of significant risk to the Company will be the responsibility of the CEO and the Board.

The Board reviews and monitors the parameters under which such risks will be managed. Management accounts will be prepared on a monthly basis, and reviewed with the CEO at subsequent Board meetings. Budgets are prepared and compared against actual results.

**(g) Remuneration**

The Chairman and the non-executive Directors are entitled to draw Directors fees and receive reimbursement of reasonable expenses for attendance at meetings. From October 2008 the Board has resolved not to pay Director's fees until further notice. The Company is required to disclose in its annual report details of remuneration to Directors. The maximum aggregate annual remuneration which may be paid to non-executive Directors is \$250,000. This amount cannot be increased without the approval of the Company's shareholders.

**(h) Securities Trading Disclosure**

The Company has a formal policy for dealing in the Company's securities by Directors, employees and contractors. This sets out their obligations regarding disclosure of dealing in the Company's securities.

The Constitution permits Directors to acquire securities in the Company, however Company policy prohibits Directors and senior management from dealing in the Company's securities at any time whilst in possession of price sensitive information and for 24 hours after:

- any major announcements;
- the release of the Company's annual financial results to NSX; and
- the annual general meeting.

Directors must advise the Chairman of the Board before buying or selling securities in the Company. All such transactions are reported to the Board. In accordance with the provisions of the Corporations Act 2001 and the Listing Rules, the Company advises NSX of any transaction conducted by Directors in the securities of the Company.

## Timah Resources Limited

A.B.N. 69 123 981 537

### NATIONAL STOCK EXCHANGE INFORMATION

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

#### 1. (a) Distribution of Ordinary Fully Paid Shareholder

The distribution of ordinary fully paid shareholders and their shareholdings at 28 August 2013 was as follows:

Range	Shareholders	Fully Paid Shares	%
1 – 1,000	0	0	0.00%
1,001 – 5,000	4	15,772	0.02%
5,001 – 10,000	64	565,040	0.70%
10,001 – 100,000	65	2,380,076	2.97%
100,001 – upwards	49	77,291,738	96.31%
<b>Total</b>	<b>182</b>	<b>80,252,626</b>	<b>100.00%</b>

(b) The number of ordinary fully paid shareholders holding less than marketable parcel is 4 with a total of 15,772 shares (0.020%)

(c) The names of substantial ordinary fully paid shareholders listed in the holding company's register as at 28 August 2013 are:

Shareholders Name	Number of Shares	%
Timah Pasir Sdn Bhd	20,000,000	24.92%
Mr Mohd Faruk Bin Kamar Shah	10,000,000	12.46%
Mrs Siau Ben Tan	8,000,000	9.97%
Lighthouse Capital Snd Bhd	6,000,000	7.48%

#### (d) Voting Rights

Issued shares are either ordinary fully paid shares or partly paid shares. Each shareholder is entitled to one vote on any matter put to a vote by show of hands at a meeting of shareholders. Each fully paid shareholder is entitled to one vote per share on any matter put to a poll at a meeting of shareholders. Partly Paid Shareholders are entitled to vote to the extent to which the Partly Paid Shares are paid up.

# Timah Resources Limited

A.B.N. 69 123 981 537

## NATIONAL STOCK EXCHANGE INFORMATION (continued)

### 2. Substantial Ordinary Fully Paid Shareholders

The top 20 ordinary fully paid shareholders and their shareholding at 28 August 2013 were as follows:

	Name of Shareholder	Number of Shares	% of Issued Capital
1	Timah Pasir Sdn Bhd	20,000,000	24.92%
2	Mr Mohd Faruk Bin Kamar Shah	10,000,000	12.46%
3	Mrs Siau Ben Tan	8,000,000	9.97%
4	Lighthouse Capital Snd Bhd	6,000,000	7.48%
5	Henry Cheng San Khoo & Jenny Ah M Khoo <Khoo-San Super Fund A/C>	6,000,000	7.48%
6	Time Elemental Sdn Bhd	3,000,000	3.74%
7	ACK Australia Pty Ltd <Staff Super Fund A/C>	3,000,000	3.74%
8	Double M Trading Pty Ltd	2,280,000	2.84%
9	Opinvest Pty Ltd <Li Wan Po A/C>	2,000,000	2.49%
10	Ms Nuroll Azrin Bte Kamaroll Zaman	2,000,000	2.49%
11	Lawrence Nguyen Nominees Pty Ltd <L Nguyen Investment A/C>	1,746,742	2.18%
12	Unilease Capital Sdn Bhd	1,300,000	1.62%
13	Hai Minh Nguyen	1,296,743	1.62%
14	Binh Thanh Hai Nguyen	950,001	1.18%
15	Mr Jack Tian Hock Tan	946,743	1.18%
16	MF Custodians Ltd	650,000	0.81%
17	Ms Heather Mansfield	611,000	0.76%
18	Ms Dorothy Poh Thim Sim	545,400	0.68%
19	Mr Lawrence Nguyen	500,001	0.62%
20	Mr Somchai Tongsumrith & Mrs Claire L Tongsumrith <Tongsumrith Family S/F A/C>	466,666	0.58%
	<b>Total Twenty Largest Shareholders</b>	<b>71,293,296</b>	<b>88.84%</b>
	<b>Total Ordinary Shares on Issue at 28 August 2013</b>	<b>80,252,626</b>	

### 3. Option Holders

Options expire 31 December 2013 and are convertible on the basis of 1 ordinary fully paid share for 1 option on payment of \$0.30 per option.

Unlisted Option on issue at 28 August 2013 were:

	Name of Option holder	Number of Options	% of Options Issued
1	Timah Pasir Sdn Bhd	10,000,000	43.48%
2	Henry Cheng San Khoo & Jenny Ah M Khoo <Khoo-San Super Fund A/C>	6,000,000	26.09%
3	Kim Sim Ong	4,000,000	17.39%
4	Lighthouse Capital Snd Bhd	3,000,000	13.04%
	<b>Total of unlisted Options on Issue at 28 August 2013</b>	<b>23,000,000</b>	

# Timah Resources Limited

A.B.N. 69 123 981 537

## Pro-forma 5 Year Summary of Performance

		2009	2010	2011	2012	2013
Gross Revenue	\$'000	50	70	11	-	-
Net profit before tax	\$'000	(189)	(304)	(733)	(272)	308
Total assets	\$'000	621	312	156	172	742
Total liabilities	\$'000	32	24	170	459	360
Shareholder's funds	\$'000	591	288	(14)	(287)	382
Earnings per share	Cents	(1.19)	(1.19)	(1.80)	(0.40)	0.39
Dividends per share	Cents	n/a	n/a	n/a	n/a	n/a
Net tangible assets per share	Cents	3.7	1.8	(0.01)	(0.05)	0.05
Price Earnings ratio	x	n/a	n/a	n/a	n/a	n/a