



**ATTILA RESOURCES**  
LIMITED

**AND CONTROLLED ENTITIES**

**ABN 53 142 165 080**

**ANNUAL REPORT**

**FOR THE YEAR ENDED**

**30 June 2015**

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## Corporate Directory

### Directors

Mr Max Brunsdon (Executive Director)

Mr Evan Cranston (Non-Executive Director)

Mr Bryn Hardcastle (Non-Executive Director)

### Company Secretary

Ms Oonagh Malone

### Principal Place of Business and Registered Office

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### Stock Exchange

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## Review of Operations

### Kodiak Coking Coal Project (Attila Resources Limited 70%)

Following the receipt of a confidential, unsolicited expression of interest from Magni Resources LLC with respect to the acquisition of the Kodiak Coking Coal Project in July 2014, Attila Resources Ltd entered into a binding agreement to sell its 70% interest in Attila Resources US LLC, which holds a 100% interest in Kodiak Mining Company LLC (see ASX: 24 November 2014 for full details). As at the date of this report, the transaction with Magni Resources LLC has not completed and is not likely to complete due to a difficulty in Magni Resources LLC sourcing the necessary financing.

The strategic decision was made during the year to suspend work on the definitive feasibility study (DFS). While the decision was initially due to the fact that the completion of the DFS would not be recognised in an increase in the transaction offer, with the subsequent fall in the coking coal market conditions and price the Company elected to preserve its remaining cash until an improvement in the market.

### Project Overview

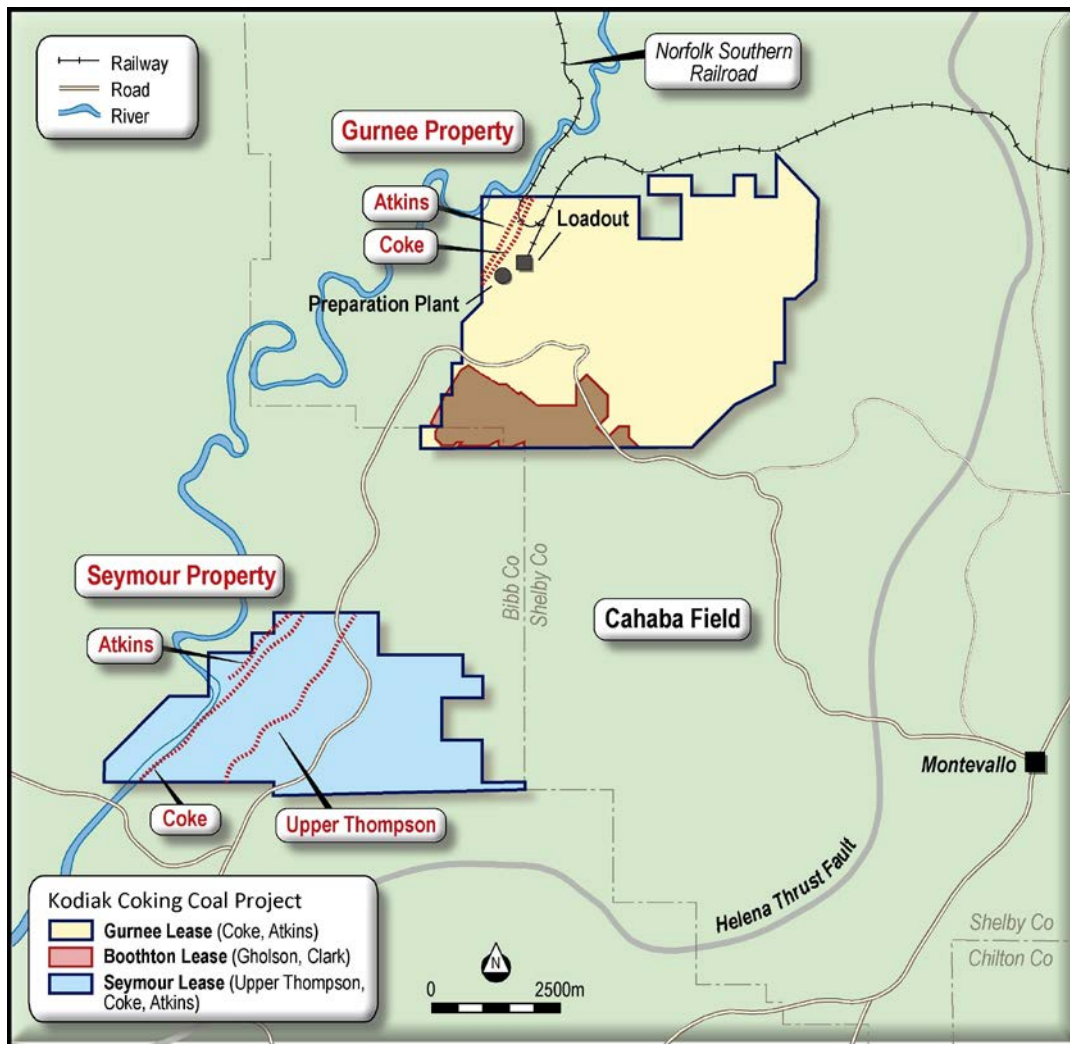
The Kodiak Coking Coal Project located in the Cahaba Coal Basin, Alabama, USA (Figures 1, 2 and 3) comprises the Gurnee Property (with mining leases over the Coke and Atkins coal seams), the Seymour Property (with options over the Coke, Atkins, Upper Thompson and Big Bone coal seams), and the Boothton Project, which encompasses sections of the Gholson and Clark seams on the Gurnee Property.

The Kodiak Coking Coal Project currently has a global resource of over 126 million tonnes of hard coking coal with an additional 45Mt exploration target for the Big Bone seam on the Seymour Property. This exploration target is not a mineral resource and is conceptual in nature. There has been insufficient exploration to define a mineral resource and it is uncertain if further exploration will result in the determination of a mineral resource.

The Cahaba Coal Basin is the oldest coal mining district in Alabama dating back to the civil war era and containing 6 minable coal seams of metallurgical quality. Coal mining commenced at the Kodiak Project by drift mining where the coal outcrops and subsequently underground via continuous miners. Kodiak operated the Coke No. 1 Mine up until the end of 2008 when it was placed on care and maintenance.



**Figures 1 and 2.** Location of Kodiak Project, Alabama, USA.



**Figure 3.** Current footprint of the Kodiak Coking Coal Project.

As part of the initial acquisition of the Kodiak Project, the Company acquired all of the plant and equipment, surface rights and other infrastructure located on 42 hectares including a 400 tonne per hour preparation and wash plant with heavy media circuit, 2 radial stackers, rotary breaker and structure with 3m x 6m double deck screen and a rail spur infrastructure with loadout and locomotive



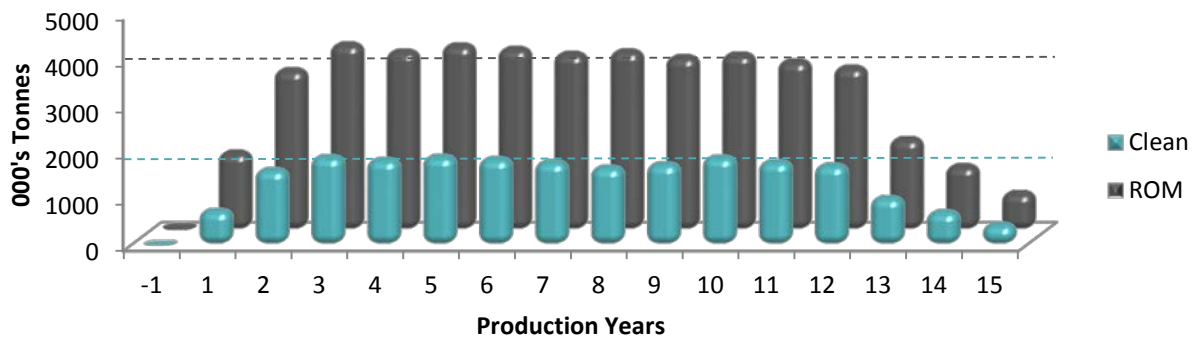
**Figure 4.** ROM pad at Kodiak Project.

## Gurnee Property Resource and PFS: Coke and Atkins Seams

In August 2013, Attila undertook an independent pre-feasibility study based on the Coke and Atkins Seams at the Gurnee Property. The PFS was prepared by independent consultant geologists, Stagg Resource Consultants (Stagg) and has not been updated to reflect the current market conditions and pricing.

The PFS contemplates mining of the Coke and Atkins coal seams via underground room and pillar mining methods. Coal mined is to be processed through the Company's existing wash plant, which has the capacity to produce in the order of 2Mtpa of saleable coal (Figure 5). Coal is proposed to be transported by rail to the port of Mobile. Both the rail network and the port of Mobile have significant existing excess capacity with discussions underway to secure access for the transport of Kodiak coking coal.

### Kodiak Mine Production Profile



**Figure 5.** 2Mtpa Production Profile for the Coke and Atkins Coal Seams, Gurnee Property based on PFS.

### Financial Analysis

The Gurnee Property PFS financial analysis has been undertaken at the American subsidiary level (Kodiak Mining Company LLC, which owns 100% of the Kodiak Project) and uses the following parameters:

1. An after tax real discount rate of 8%.
2. Effective Federal income tax rate of 30% and Alabama state income tax rate of 6.5%.
3. Depreciation allowances were computed using the Modified Accelerated Cost Recovery System and the 200% declining balance switching to straight line method.
4. Quarterly and spot coal price of US\$140 and previous quarterly benchmark price of US\$172.50 which were current at the time of the preparation of the PFS.

Coal Price US\$/t	NPV* (US\$M)	IRR %	Payback Period (Years)
140.00	237.5	48%	2.7
172.50	493.2	100%	1.6

\* Assumes 100% ownership

Attila currently owns 70% of Kodiak Mining Company LLC. Attila can acquire the remaining 30% via a call option at an independently determined value post the completion of the BFS.

## Key Inputs and Cost Parameters

The key life of mine physicals and cost parameters of the Gurnee Property PFS are summarised below in US\$:

Description	Outcome
<b>Physicals</b>	
Life of Mine (LOM) ROM Production	48.2Mt
ROM Production Rate	4Mtpa
LOM Preparation Yield	48%
Marketable Coal Production	23.4Mt
Annual Marketable Coal	1.8-2.0Mtpa
<b>Operating Costs (LOM)</b>	
Mining Operating Costs	US\$23.48/t
Labor Costs	US\$24.17/t
Preparation and Handling	US\$9.32/t
Administration	US\$1.90/t
Other	US\$0.61/t
Taxes	US\$1.73/t
Transport and Handling FOB (Mobile)	US\$18.02/t
<b>Total (ex Royalties)</b>	<b>US\$79.23/t</b>
Royalties (assuming US\$140 FOB)	US\$11.41/t
<b>Total all in cost LOM</b>	<b>US\$90.64/t</b>

A royalty of 8% of the sales price at mine gate is payable to mineral rights owner, RGGGS Land & Mineral LLP, and Tacona Minerals has a royalty of US\$1.65/t of product payable on the first 3.5 million tonnes.

## Capital Expenditures

Development costs and initial capital expenditures are presented in summary fashion for the first three model years in the following table:

Description	Amount US\$M
Construction and General Operations (permitting/ site development/ vehicles )	2
Coal Handling, Processing and Loading (overland conveyors and preparation plant upgrades)	11.5
Outside Mine Support (facility repairs ROM conveyor, surface mobile equipment, boreholes, transformer)	4.5
Underground Mine Development (ventilation shafts, hoists, fans, decline to Atkins, electrical installation)	31
Underground Mine Support (outby equipment, safety and communications, safety engineering)	24.3
Mining Equipment (conveyor systems and installation, miner sections x 6)	108
<b>Total</b>	<b>181.3</b>



All costs are denominated in real 2013 US dollars.

The total CAPEX for the first three model years is US\$181.3 million. The key driver of low capex is the utilisation of the significant infrastructure already in place at Attila's Kodiak Project, including wash plant and heavy media circuit, power substation, a heavy gauge rail line running through the Kodiak property and a loadout facility on site, a warehouse with inventory, workshop, office facilities, and water storage and associated infrastructure. This infrastructure is located on private land 100% owned by Kodiak.

The maximum cash exposure, or maximum cumulative negative cash flow, represents the lowest point in a project's cumulative outflows of cash during start-up. The maximum cash exposure for the Kodiak Project is summarized in the following table:

Selling Price of Coal US\$/t	Maximum Cash Exposure US\$M	Year
<b>140.00</b>	52.1	1
<b>172.50</b>	31.1	-1

The indicative prices of coal are based on the quarterly benchmark and spot price of US\$140-145 and the previous quarterly benchmark of US\$172.50 which were current at the time of the preparation of the PFS. These figures have not been updated to current market prices.

#### ***Lease of Equipment and Machinery***

The Company has the option to lease certain machinery and equipment. In forecasting capital leasing costs, it was assumed that essentially all machinery and equipment throughout the mine complex, including underground equipment, conveyor systems, and surface facilities, would be acquired through capital leases. Typical leasing terms include an initial down payment of 20%, lease repayments at 7.5% nominal interest (5.5% real interest) over a 5 year term with a 20% end of lease purchase option.

#### ***Staged Funding Scenario***

Given the current financial climate for funding mining operations, Stagg also considered a staged ramp-up of production whereby Attila could stagger its production profile prior to commencing full production at a rate of 4Mtpa ROM coal. Stagg concluded that a 3 section mine could operate in the Coke seam for a period of 5 years before beginning development in the Atkins seam. Such a scenario would alleviate the need for costly ventilation shafts and declines whilst still taking advantage of the established infrastructure and development already in place and maintaining lowest quartile cash costs.

Approximately 5 million clean tonnes of coal would be produced over the 5 years (0.8 – 1.04Mtpa) at an all in cash cost of approximately US\$90/t (assuming US\$140/t sales price). Cashflow from mining at the Coke seam would be utilised to commence mining at the Atkins seam and increase production to the full production at a rate of 4Mtpa ROM coal.

Using the same assumptions for equipment and machinery leasing and development coal sales described above, the maximum cash exposure under the staged funding scenario is illustrated in the following table:

Selling Price of Coal US\$/t	Maximum Cash Exposure US\$m	Year
<b>140.00</b>	27.4	-1
<b>172.50</b>	25.9	-1



## Coal Resources and Calculation of Maiden Coal Reserve

The PFS incorporates the Coke and Atkins coal seams, which are estimated to contain approximately 34.7 and 38.2 million tons (“tonnes”) of coal, respectively, in the combined JORC classifications of Measured and Indicated coal resources respectively (JORC code 2004 edition). As a result of the analysis conducted in the PFS, tonnage classifiable as Proven and Probable Coal Reserves has been estimated and are presented in two categories as follows:

Coal Seam	Proven (Mt)	Probable (Mt)	Total (Mt)	Marketable (Mt)
<b>Coke</b>	26.264	0.259	26.523	12.693
<b>Atkins</b>	21.141	0.522	21.662	10.730
<b>TOTAL</b>	<b>47.405</b>	<b>0.780</b>	<b>48.185</b>	<b>23.424</b>

The marketable coal reserves are based on a LOM preparation yield of 48% with the following characteristics:

Ash (%)	Sulphur (%)	Volatile Matter (%)	Fixed Carbon (%)	Fluidity (ddpm)	Calorific Value (kcal/kg)	FSI
4-5	0.6-0.7	33-35	60-63	10,000 -30,000+	8,000-8,400	8-9

Coal reported on a dry basis and washed at 1.5SG

Potential upside exists to improve the yield (and hence saleable coal) by producing a higher ash product, increasing fines recovery, plus the potential of a saleable middling’s fraction, both of which will be investigated as part of the BFS.

## Underground Mining Operations and Mine Plan

Access to both the Coke and Atkins coal seams in the PFS Mine Plan is to be achieved using the existing portals and a portion of the underground workings in the Coke No. 1 Mine, which was closed in December 2008 with the portals subsequently sealed. An expansion of the mine portal area and the development of additional mains are envisioned in the Mine Plan.

The pre-production phase is to consist of the rehabilitation of existing entries and the development of new entries to the point at which the original southeast mains in the Coke No. 1 Mine advanced. From this point, two sets of parallel main entries are to be developed to the southeast boundary of the Gurnee Property, from which sub-mains and development panels would be developed across the seams. Access to the Atkins coal seam is proposed to be accomplished by driving a decline from the Coke coal seam and then developing two sets of parallel main entries that are congruent with the overlying Coke mains, also from which sub-mains and development panels would be developed across the seams.

Retreat mining is incorporated in the Mine Plan for those areas of the two coal seams having less than 610 metres of cover. Three shafts are also included in the Mine Plan, two of which would be return shafts and the third of which would be a combined intake and a man and material shaft. The additional shafts have been incorporated to ensure that the mine is more than adequately ventilated.

The Mine Plan was developed to take into account the dip of the Coke and Atkins coal seams. The dip of the two coal seams is steepest along the northwest margin of the lease and along the far northeast margin, typically on the order of 16 to 18 degrees for a distance of less than a kilometre. The dip then decreases to the southeast, being in the range of 8 to 10 degrees across an area ranging from one to three kilometres in width, beyond which dip decreases further to the point that the seams are essentially horizontal. At the bottom of the existing workings

the dip is relatively flat at approximately 6 degrees, which results in practically flat mining conditions for the continuous miners.

Three dual-miner sections are proposed for operation in each of the Coke and Atkins coal seams, with each section consisting of two continuous miners, three haulage cars, two roof bolters, and the requisite support equipment. Run-of-mine coal is to be transported from the mine portal to the preparation plant by a relatively short overland conveyor system. Similarly, clean coal from the preparation plant is to be transported by overland conveyor system to the existing rail load out. Coarse refuse from the preparation plant will be disposed of in an existing refuse disposal site on the Coke strip bench in close proximity to the preparation plant. Fine coal slurry will be injected in the mine workings in the abandoned underground mine in the Gholson coal seam (above the Coke seam).

### **Permitting**

Kodiak holds the following licenses and permits by which it has acquired regulatory authority for the development and operation of the Coke Mine.

- U.S. Department of Labor, Mine Health and Safety Administration (MSHA)
  1. Coke Underground Mine Identification No. 01-03217
  2. Coal Preparation Plant Identification No. 01-03360
- Alabama Surface Mining Commission
  3. Mining & Reclamation Permit P-3887
- Alabama Department of Environmental Management, Water Division
  4. National Pollutant Discharge Elimination System (NPDES) Permit AL0078221
  5. Underground Injection Control (UIC) Permit ALSI9959861

In order to activate the Coke Mine (the original Coke Mine No. 1), application for a new MSHA identification number will be required, which will entail the submittal of a ground control plan, ventilation plan, and roof control plan. Given that detailed rock mechanics testing and coal bed methane gas desorption testing will have been completed on cores from the Phase 1 Drilling Program, the preparation of ground control, ventilation, and roof control plans should be efficient and the resulting plans well supported.

Additionally, the status of the Kodiak preparation plant under MSHA Identification Number 01-03360 will require changing from temporarily idled status to active status, a process which is generally accomplished in several days, given that no significant issues have been identified nor are any anticipated.

### **Logistics**

The PFS has assumed that the coal would be transported via Attila's existing rail load out facility located at Gurnee Junction to the Port of Mobile, approximately 368 kilometres south, where it can be loaded into Panamax and mini Cape-sized vessels (Figure 6). Based on initial discussions with the rail provider there is currently 15-20Mtpa of available capacity.

A letter of intent has been received from the Alabama State Port Authority (**ASPA**) in respect of port capacity at the McDuffie Coal Terminal in Mobile, Alabama. The letter of intent confirms ASPA's commitment to supporting the development of the Kodiak Project by agreeing to provide access to Attila through their coal handling facilities. The letter contemplates that Attila and ASPA will enter into formal agreements on commercial rates. McDuffie Coal Terminal is Alabama's premier coal terminal and is the largest of 3 terminals which comprise the coal exporting facilities of the third largest coal port in USA. The terminal is approximately 242 miles south of the Kodiak Project and located at the southern end of the Mobile River.



**Figure 6.** Extensive rail and river networks traversing Alabama.

Attila also has the opportunity to investigate a number of transport alternatives, including barging down the Black Warrior / Tombigbee river systems, which is used by operating coal companies such as Walter Energy, Drummond and Cleveland Cliffs to ship over 6Mtpa, to the Port of Mobile. Attila can rail or barge to the Port of New Orleans where port capacity and trans-shipping is available.

### **Gas Desorption Testing**

The Company receive the positive results of gas desorption testing undertaken on representative samples across both the Coke and Atkins coal seams at the Gurnee Property. The low levels provide comfort that methane gas can be effectively and safely managed with the use of a conventional ventilation system. With an average gas yield of 5.1m<sup>3</sup>/t across the 15 samples tested for the Coke seam, the results confirm that the Coke seam falls into the category of mildly to moderately gassy. The Atkins seam is classified as moderately gassy with an average gas yield of 6.5m<sup>3</sup>/t across 17 samples tested. These results compare favourably with many of Attila's U.S. peers with mines currently operating in excess of 14.7m<sup>3</sup>/t and it is not anticipated that pre-drainage will be required.

### **Mine Re-entry and Bulk Sampling**

Attila received approval from the district office of the Mine Safety and Health Administration (MSHA) in June 2014 to re-access the old Coke Mine No.1 workings to enable collection of a bulk sample for plant design, further coal analysis and marketing samples. Site works on the highwall and portals were undertaken and mine dewatering successfully lowered the water levels in the mine to the level required to carry out the bulk sampling.

### **Geotechnical Data**

All geotechnical data has confirmed that both the Coke and the Atkins seams have competent roof and floors and will only require regulation bolting patterns.

An additional limited program of geotechnical work, incorporating one diamond drill hole and a wedging program was undertaken to characterize the coal strength parameters for both the Coke and Atkins seams.

## Seymour Property: Maiden Inferred Resource

Following its maiden 2-hole drill program on the Seymour Property, the Company announced a maiden JORC compliant inferred resource of 48.3 million tonnes on the Upper Thompson, Coke and Atkins Seams. The resource estimate was prepared by Attila's independent consultants, Stagg Resource Consultants Inc ("Stagg"). Alan Stagg, the firm's president and principal economic geologist, is a competent person as defined in the JORC Code and developed the resource estimates.

Coal Seam	Category	Tonnes ('000s)
Upper Thompson	<i>Inferred</i>	13,554
Coke	<i>Inferred</i>	17,295
Atkins	<i>Inferred</i>	17,425
<b>TOTAL</b>	<b><i>Inferred</i></b>	<b>48,273</b>

The resource estimate is based on the results of a two-hole diamond core drilling and sampling program conducted by Kodiak during 2013 (the "Phase 1 Drilling Program") and historic data obtained from the geophysical logs of approximately one hundred coal bed methane wells drilled over several decades and seven diamond core holes drilled in 1983. This program was designed and conducted for Kodiak by Stagg. The drilling program included gas desorption testing and comprehensive analysis on the recovered cores.

The dip of the coal beds across the Seymour Property generally ranges from 10 to 13 degrees on the outcrop down to 6 degrees. Although faulting is known in the region, no faults have been identified within the Seymour Property that interrupt the continuity of the Upper Thompson, Coke, and Atkins coal beds.

### Upper Thompson Seam

In the Upper Thompson bed, the thickness of the potentially mineable unit of coal was observed to range from slightly less than 1 metre to around 2 metres. The potentially mineable unit in these two blocks consists of two primary benches of coal separated by a shale and/or clay parting. The thickness of the individual benches of coal and the parting is variable across the resource blocks. The Upper Thompson has been extensively mined in the region by both surface and underground mining methods, with underground mining having been conducted adjacent to the Seymour Property on both the north and the south but not on the existing license.

### Coke Seam

The Coke coal bed was observed to typically range in thickness from around 0.75 metres to around 1.4 metres within the resource block. Local variations in thickness below and above this range were observed within the block. The Coke coal bed generally consists of a single bed of coal with no non-coal partings. The Coke coal bed is overlain by massive sandstone across portions of the Seymour Property, with the interval between the base of the sandstone and the top of the coal bed generally ranging from around 0.3 metres to more than 3.0 metres across the property, with the interval generally increasing to the south. Although surface mining has been conducted on the Seymour Property, there has been no underground mining.

### Atkins Seam

The Atkins coal bed, which occurs approximately 55 metres below the base of the Coke coal bed, typically consists of a single bed that is essentially free of non-coal partings. Thickness is variable across the Seymour Property, typically ranging between 0.6 and 1.3 metres in the resource block. The bed is overlain by shale and siltstone and it is anticipated that roof control conditions will be favorable, with only modest out-of-bed dilution expected during mining. Although surface mining has been conducted on the Seymour Property, there has been no underground mining.

### Analytical Results Indicate Hard Coking Coal

Following the completion of the 2 hole 1500m diamond core drill program (including wedges) at the Seymour property, Attila reports the following analytical data for the maiden JORC resource.

Seam	Ash (%)	Sulphur (%)	Volatile Matter (%)	Fixed Carbon (%)	Calorific Value (kcal/kg)	FSI
Upper Thompson	4-6	0.7-0.8	35-40	58-59	7940-8350	6-7
Coke	3-7	0.6-1.2	37-38	57-58	7900-8000	7
Atkins	4	0.7-0.9	37-38	58-59	8100-8200	8

Coal reported on a dry basis and washed at 1.5SG

Further drilling will be required to confirm the coal quality across the project area.

### Big Bone Seam

The drill program did not target the Big Bone coal seam which is expected to be explored in future drilling campaigns. As such an additional 45Mt exploration target remains in place for the Seymour Property. This exploration target is not a mineral resource and is conceptual in nature. There has been insufficient exploration to define a mineral resource and it is uncertain if further exploration will result in the determination of a mineral resource.

## Mineral Resource Statement

The following information is provided in accordance with Listing Rule 5.21.

### Mineral Resource Estimation Governance Statement

Attila Resources Ltd ensures that the Mineral Resource estimates are subject to appropriate levels of governance and internal controls. The Mineral Resources have been generated by independent external consultants who are experienced in best practices in modelling and estimation methods. The consultants have also undertaken review of the quality and suitability of the underlying information used to generate the resource estimations. The Mineral Resource estimates follow standard industry methodology using geological interpretation and assay results from samples won through drilling.

Attila reports its Mineral Resources in accordance with the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" (the JORC Code) (2004 Edition for Gurnee Property and 2012 Edition for Seymour Property). Competent Persons named by the Company qualify as Competent Persons as defined in the JORC Code.

The table below sets out Mineral Resources for 2014 and 2015 for the Kodiak Coking Coal Project in Alabama, USA. There was no change between the two periods.



**Coking Coal resources as at 30 June 2014 and at 30 June 2015**

<b>Coal Seam</b>	<b>Measured Resource</b>	<b>Indicated Resource</b>	<b>Inferred Resource</b>	<b>Total Resource</b>
Coke Seam, Gurnee Property	34.0Mt	3.2Mt	2.0Mt	39.2Mt
Atkins Seam, Gurnee Property	37.6Mt	1.6Mt	-	39.2Mt
Upper Thompson, Seymour Property	-	-	13.5Mt	13.5Mt
Coke Seam, Seymour Property	-	-	17.3Mt	17.3Mt
Atkins Seam, Seymour Property	-	-	17.4Mt	17.4Mt-
<b>TOTAL</b>	<b>71.6Mt</b>	<b>4.8Mt</b>	<b>50.2Mt</b>	<b>126.6Mt</b>

**Competent Person Statement**

*The information in this report relating to Exploration Results and to JORC Compliant (Coal) Resources and Reserves for the Coke and Atkins Seams on the Gurnee Property at the Kodiak Coking Coal Project, Alabama, USA has been reviewed and is based on information compiled by Mr Alan Stagg of Stagg Resource Consultants Inc. Mr Stagg is a Registered Member of the Society of Mining, Metallurgy, and Exploration, Inc. (SME), registration number 3063550RM, and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australian Code for Reporting of Mineral Resources and Ore Reserves". Mr Stagg consents to the inclusion in the report on this information in the form and context in which it appears. The information in this report was first disclosed under the JORC Code 2004 on 8 October 2012, 12 October 2012, 27 November 2012, 19 March 2013, 6 August 2013 and 14 November 2013. It has not been updated since to comply with the JORC 2012 on the basis that the information has not materially changed since first being reported.*

*The information in this report relating to Exploration Results and to JORC Compliant (Coal) Resources for the Seymour Property at the Kodiak Coking Coal Project, Alabama, USA has been reviewed and is based on information compiled by Mr Alan Stagg of Stagg Resource Consultants Inc. Mr Stagg is a Registered Member of the Society of Mining, Metallurgy, and Exploration, Inc. (SME), registration number 3063550RM, and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australian Code for Reporting of Mineral Resources and Ore Reserves". Mr Stagg consents to the inclusion in the report on the matters on this information in the form and context in which it appears. The information in this report was first disclosed under the JORC Code 2012 on 25 March 2014 and has not materially changed since first being reported.*

**Qualification of Exploration Target – Big Bone Seam, Seymour Property**

*This exploration target is based primarily on information gained during exploration drilling for coal bed methane beginning in the late 1980's and continuing on an intermittent basis to the present. Although none of these programs were intended to define exploration targets and to quantify Mineral (Coal) Resources and Reserves related to the mining of coal, the geophysical logs of these holes provide a wealth of information in this regard. Approximately a hundred such wells have been drilled on or in close proximity to the Seymour Property, with the geophysical logs from all wells on the property having been reviewed and coal beds correlated by Mr Stagg. Additionally, information regarding the thickness and general bed composition of the Big Bone seam has been extracted and used by Mr Stagg to quantify tonnage in this bed. The information gathered in this fashion has been supplemented with the results of nine diamond core drill holes at various locations on the property and with data from prospect pits along the beds' outcrops. Accordingly, the lateral continuity and geometry of the Big Bone coal bed is well established. Because no quality data can be derived from the geophysical logging and because visual observations of the target coal beds and the strata lying above and below cannot be made, the tonnage estimated does not qualify as a Mineral (Coal) Resource.*

## DIRECTORS' REPORT

The Directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group') consisting of Attila Resources Limited (referred to hereafter as the 'Company') and the entities it controlled for the year ended 30 June 2015.

### Directors

The names of Directors who held office during or since the end of the year and until the date of this report are set out below. Directors were in office for the entire period unless otherwise stated.

Max Brunsdon	Executive Director
Evan Cranston	Non-Executive Director
Bryn Hardcastle	Non-Executive Director
<i>Russell Clark</i>	<i>Non-Executive Chairman (resigned 26 June 2015)</i>
<i>Shaun Day</i>	<i>Non-Executive Director (resigned 6 April 2015)</i>
<i>Alan Thom</i>	<i>Non-Executive Director (resigned 6 April 2015)</i>

### Information on Directors

#### Max Brunsdon, Executive Director (age 65)

Max Brunsdon is Executive Director – Marketing for Attila Resources Ltd. He has over 30 years' experience in the coal industry having worked for BHP and Bathurst Resources Limited. Mr Brunsdon's particular areas of expertise are in the fields of sales, marketing and logistics.

Mr Brunsdon was appointed to the Board on 10 October 2012.

#### **Other current listed directorships**

Nil

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

Nil

#### Evan Cranston, Non-Executive Director (age 33)

Evan Cranston is a corporate lawyer with a broad experience in the areas of capital raising, IPOs, joint ventures, mergers and acquisitions, corporate governance and liaison with market analysts and potential investors. He holds both a Bachelor of Commerce and Bachelor of Laws.

Mr Cranston was appointed to the Board on 10 October 2012 as an Executive Director. In April 2015, Mr Cranston transitioned to a non-executive director role.

#### **Other current listed directorships**

- Boss Resources Ltd (from 2 May 2012)
- Carbine Resources Ltd (from 23 March 2010)
- Clancy Resources Ltd (from 23 October 2014)
- Cradle Resources Ltd (from 28 June 2011)

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

Nil



**Bryn Hardcastle, Non-Executive Director** (age 37)

Bryn Hardcastle is a partner of Perth-based law firm, Bellanhouse Legal, specialising in corporate, commercial and securities law. He advises on equity capital markets, takeovers & schemes and corporate acquisitions, reconstructions and disposals predominantly in the energy and resources sector. Mr Hardcastle has previously worked in London, Melbourne and Dubai at Freehills and Allen & Overy and is a former partner of Perth boutique law firm, Hardy Bowen Lawyers.

Mr Hardcastle was appointed to the Board on 8 December 2011.

**Other current listed directorships**

Nil

**Former listed directorships in last 3 years**

Nil

**Company Secretary**

Onagh Malone was appointed as Company Secretary on 10 October 2012. Ms Malone is a principal of a corporate advisory firm which provides company secretarial and administrative services. She has over 6 years' experience in administrative and company secretarial roles for listed companies and is a member of the Governance Institute of Australia. She currently acts as company secretary for ASX-listed Boss Resources Ltd, Carbine Resources Ltd and ZYL Limited.

**Directors' Meetings**

During the financial year ended 30 June 2015, there were 11 meetings of the Board of Directors, 1 meeting of the Audit Committee, and no meetings of the Remuneration Committee. Attendances by each Director during the period were as follows:

Director	Board of Directors		Audit Committee	
	Number Attended	Number Eligible to Attend	Number Attended as Member	Number Eligible to Attend
Russell Clark	11	11	-	-
Max Brunsdon	8	11	-	-
Evan Cranston	11	11	-	-
Shaun Day	6	8	1	1
Bryn Hardcastle	11	11	1	1
Alan Thom	7	8	-	1

The Directors made and approved 2 circular resolutions during the financial period ended 30 June 2015.

**Principal Activities**

The principal activities of the Group are the review and development of mineral exploration projects. There were no significant changes in the nature of these activities during the year ended 30 June 2015.

**Dividends**

No dividend has been declared or paid by the Group during the financial year and the Directors do not at present recommend a dividend.

## Operating Results

The consolidated comprehensive loss of the Group amounted to \$3,524,057 (2014: Loss \$6,949,697) after providing for income tax.

## Review of Operations

### *Kodiak Coking Coal Project (Attila 70%)*

During the period the Group focused on the exploration and development of the Kodiak Coking Coal Project located in the Cahaba Basin, Alabama USA.

## Significant Changes in the State of Affairs

The following significant changes in the state of affairs of the Group occurred during the year ended 30 June 2015:

- The Company issued the following ordinary shares:
  - 7,033,458 shares following exercise of listed options at \$0.20 each to raise \$118,536;
  - 1,000,000 shares following exercise of unlisted options at \$0.20 each to raise \$200,000; and
  - 3,799,634 shares as payment of interest on convertible notes.
- 5,500,000 unlisted options in the Company expired unexercised.

## Matters Subsequent to the End of the Financial Year

The Directors are not aware of any significant events since the end of the reporting period other than the Chief Executive Officer's cessation of employment on 26 September 2015.

No other matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Group, the result of these operations, or the state of the affairs of the Group in future financial year.

## Future Developments, Prospects and Business Strategies

Disclosure of further information regarding likely developments in the operations of the Group in future financial periods and the expected results of those operations is likely to result in unreasonable prejudice of those operations, or the state of affairs of the Group in future financial periods.

## Share Options

At the date of this report, the Group had the following options over ordinary shares on issue:

Type of Options	Number of Options	Exercise Price	Expiry Date
Unlisted Employee Options	250,000	\$1.25	9 November 2015
Unlisted Director Options	5,500,000	\$1.36	30 November 2015
Unlisted Director Options	1,500,000	\$1.02	28 March 2016
Unlisted Director Options vested on 28 March 2014	1,000,000	\$1.14	28 March 2016
Unlisted Director Options	1,000,000	\$0.5888	11 March 2017
Unlisted Director Options vested on 11 March 2015	500,000	\$0.7247	11 March 2017
Unlisted Employee Options	1,000,000	\$0.5251	15 April 2017
Unlisted Employee Options vested on 1 April 2015	500,000	\$0.6463	15 April 2017

At the date of this report, the total unissued ordinary shares of Attila Resources Limited under option are 11,250,000.

## Directors' interests

The relevant interest of each Director in the share capital of the Group shown in the Register of Directors' shareholdings as at the date of this report is:

DIRECTOR	ORDINARY SHARES		OPTIONS	
	FULLY PAID			
	Direct	Indirect	Direct	Indirect
Max Brunsdon	-	3,805,639	-	-
Evan Cranston	-	-	-	5,000,000
Bryn Hardcastle	90,000	-	-	-
<b>Total</b>	<b>90,000</b>	<b>3,805,639</b>	<b>-</b>	<b>5,000,000</b>

## Remuneration report

The Remuneration Report, which has been audited, outlines the Director and executive remuneration arrangements for the Group and the Company, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

### *Compensation of Key Management Personnel*

Remuneration is referred to as compensation throughout this report.

Key management personnel have authority and responsibility for planning, directing and controlling activities of the Group, directly or indirectly, including directors of the Company and other key executives. Key management personnel comprises the Directors of the Company and the senior executives for the Group that are named in this report.

Compensation levels for key management personnel of the Group are competitively set to attract and retain appropriately qualified and experienced directors and executives, while at the same time being cognisant of the Company's financial position and activities. The Remuneration Committee, which at the date of this report comprises the full Board, assesses the appropriateness of compensation packages of the Group given trends in comparative companies and the objectives of the Group's compensation strategy.

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting.

The compensation structures explained below are designed to attract suitably qualified candidates, reward the achievement of strategic objectives, and achieve the broader outcome of creation of value for shareholders. The compensation structures take into account:

- the capability and experience of key management personnel
- the key management personnel's ability to control the relevant segments' performance
- the Group's performance including:
  - the Group's earnings;
  - the growth in share price and delivering constant returns of shareholder wealth; and
  - the amount of incentives within each key management person's compensation.

Compensation packages can include a mix of fixed and variable compensation, and short and long term performance based incentives.

### **Fixed compensation**

Fixed compensation consists of base compensation (which is calculated on a total cost basis), as well as non-monetary benefits, leave entitlements and employer contributions to defined contribution superannuation funds.

Compensation levels are reviewed annually by the Remuneration Committee through a process that considers individual and overall performance of the Group. In addition, the Remuneration Committee may from time to time engage external consultants to provide analysis and advice to ensure the Directors' and senior executives' compensation is competitive in the market place.

**Performance linked compensation**

Performance linked compensation includes both short and long term incentives, and is designed to reward senior executives for meeting or exceeding their financial and personal objectives. The short term incentive (STI) is an "at risk" bonus provided in the form of cash. The long term incentive (LTI) can be issued in the form of options or performance rights.

**Short term incentive bonus**

The Remuneration Committee sets key performance indicators (KPIs) for relevant senior executives. The KPIs generally includes measures relating to the Group, the relevant segment, and the individual, and can include financial, people, strategy and risk measures. The measures are chosen as they directly align the individual's reward with the KPIs of the Group and with its strategy and performance.

At the end of the financial year, the Remuneration Committee assesses performance against the KPIs set at the beginning of the financial year. A percentage of the pre-determined maximum amount is awarded depending on results. The Remuneration Committee recommends the cash incentive to be paid for approval by the Board. The Board retains the discretion to vary the final cash incentive if performance is considered to be deserving of either a greater or lesser amount.

KPIs for the year commencing 1 July 2014 were set for the Chief Executive Officer and performance was evaluated at the end of that financial year. On 25 June 2015 the Group committed to pay a short term bonus payment to the Chief Executive Officer of \$36,000. This amount is payable by the Company at the CEO's election as either:

- (a) cash, subject to the Company completing a fundraising of no less than \$2,000,000; or
- (b) shares, with the deemed issue price being equal to the issue price of the most recent capital raising undertaken by the Company.

The Group expects to realise this liability through the issue of shares. This liability has not been extinguished by the subsequent termination of the CEO's employment.

**Long term incentive**

The Company issues options to key management personnel in accordance with the Company's Employee Share Option Plan or in accordance with shareholder approval in the case of directors. Vesting conditions including length of service can be applied to these options. The Company views the exercise price being set at a premium to the share price at the time of issue as an incentive designed to drive Group performance.

Performance rights are issued in accordance with the Company's Performance Rights Plan (subject to shareholder approval). Performance rights convert to ordinary shares of the Company on a one-to-one basis depending on the achievement of performance hurdles. Performance rights were granted to the Chief Executive Officer during the year ending 30 June 2014 with a performance related vesting condition attached and an expiry date of five years from issue. The Board believes that the performance hurdle aligns the interests of the key management personnel with the interests of the Company's shareholders.

Rights that do not vest at the end of the five year period from issue will lapse, unless the Board in its discretion determines otherwise. Performance rights do not entitle holders to dividends that are declared during the vesting period.

*Compensation of Key Management Personnel*

2015	Short-Term Benefits Cash salary and fees \$	Post Employment Benefits Superannuation \$	Share-Based Payments Options and Performance Rights \$	Total \$	Proportion of remuneration performance related %
<i>Non-Executive Directors:</i>					
Russell Clark (i)	45,662	4,338	41,359	91,359	45%
Shaun Day (ii)	28,006	2,661	-	30,667	-
Bryn Hardcastle	40,000	-	-	40,000	-
Alan Thom (ii)	30,667	-	-	30,667	-

**Attila Resources Limited and Controlled Entities - ABN 53 142 165 080**

Subtotal Non-Executive Directors	144,335	6,998	41,359	192,692	21%
<i>Executive Directors:</i>					
Max Brunsdon	190,000	-	-	190,000	-
Evan Cranston	200,000	-	-	200,000	-
Subtotal Executive Directors	390,000	-	-	390,000	-
<i>Chief Executive Officer:</i>					
Scott Sullivan	262,228	23,750	(26,674)	259,304	(10%)
<i>Company Secretary:</i>					
Oonagh Malone	30,000	-	-	30,000	-
<b>Total</b>	<b>826,563</b>	<b>30,748</b>	<b>14,685</b>	<b>871,996</b>	<b>2%</b>
(i)	Resigned 26 June 2015.				
(ii)	Resigned 6 April 2015				

2014	Short-Term Benefits Cash salary and fees \$	Post Employment Benefits Superannuation \$	Share-Based Payments, Options and Performance Rights \$	Total \$	Proportion of remuneration performance related %
<i>Non-Executive Directors:</i>					
Russell Clark	14,025	1,297	158,804	174,126	91%
Shaun Day	36,613	3,387	75,946	115,946	66%
Bryn Hardcastle	40,000	-	-	40,000	-
Alan Thom	40,000	-	75,946	115,946	66%
Subtotal Non-Executive Directors	130,638	4,684	310,696	446,018	70%
<i>Executive Directors:</i>					
Max Brunsdon	217,500	-	-	217,500	-
Evan Cranston	270,000	-	-	270,000	-
Subtotal Executive Directors	487,500	-	-	487,500	-
<i>Chief Executive Officer:</i>					
Scott Sullivan	81,303	6,937	239,658	327,898	73%
<i>Company Secretary:</i>					
Oonagh Malone	30,000	-	-	30,000	-
<b>Total</b>	<b>729,441</b>	<b>11,621</b>	<b>550,354</b>	<b>1,291,416</b>	<b>43%</b>

The values of options as a proportion of remuneration are equal to the proportions of remuneration that are performance related, except for Mr Sullivan, for whom 15% (2014: 61%) of his remuneration consisted of options.

Consulting fees paid to Director related entities are set out in Note 22 and have not been included in the above tables.

No amounts have been recognised for long service leave.

*Compensation Options*

There were no (2014: 3,000,000) compensation options issued to Directors and Key Management Personnel during the year. No options granted to Directors and Key Management Personnel lapsed during the year.

Share Based Payment Compensations

Details of options over ordinary shares in the Company provided as remuneration to Directors and Key Management Personnel are set out below. When exercised, each option is convertible into one ordinary share of Attila Resources Limited.

2015	Numbers of options granted during the year	Value of options at grant date* \$	Numbers of options vested during the year	% vested during the year	Numbers of options lapsed during the year	Value at lapse date
<i>Non-Executive Directors</i>						
Russell Clark	-	-	500,000	100%	-	-
Shaun Day	-	-	-	-	-	-
Bryn Hardcastle	-	-	-	-	-	-
Alan Thom	-	-	-	-	-	-
<i>Executive Directors</i>						
Max Brunsdon	-	-	-	-	-	-
Evan Cranston	-	-	-	-	-	-
<i>Chief Executive Officer</i>						
Scott Sullivan	-	-	500,000	100%	-	-
<i>Company Secretary</i>						
Oonagh Malone	-	-	-	-	-	-
<b>Total</b>	-	-	<b>1,000,000</b>	<b>100%</b>	-	-
2014	Numbers of options granted during the year	Value of options at grant date* \$	Numbers of options vested during the year	% vested during the year	Numbers of options lapsed during the year	Value at lapse date
<i>Non-Executive Directors</i>						
Russell Clark	1,500,000	200,150	1,000,000	66.7%	-	-
Shaun Day	-	-	500,000	-	-	-
Bryn Hardcastle	-	-	-	-	-	-
Alan Thom	-	-	500,000	-	-	-
<i>Executive Directors</i>						
Max Brunsdon	-	-	-	-	-	-
Evan Cranston	-	-	-	-	-	-
<i>Chief Executive Officer</i>						
Scott Sullivan	1,500,000	177,000	1,000,000	66.7%	-	-
<i>Company Secretary</i>						
Oonagh Malone	-	-	-	-	-	-
<b>Total</b>	<b>3,000,000</b>	<b>377,150</b>	<b>3,000,000</b>	<b>66.7%</b>	-	-

\* The value at grant date calculated in accordance with AASB 2 Share-based Payment of options granted during the year as part of remuneration. The dollar value of the percentage vested or paid during the year has been reflected in the table of Compensation for Key Management Personnel.

The assessed fair value at grant date of options granted to the individuals is allocated equally over the period from grant date to vesting date, and the amount is included in the remuneration tables above. Fair values at grant date are independently determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield, the risk-free interest rate for the term of the option and the liquidity of the share market. Refer to note 27.

*Service Agreements*

A summary of the current service agreements entered into with Executive Directors is set out below. Before 1 April 2015, Mr Brunsdon and Mr Cranston were on annual base salaries of \$240,000 per annum. From 1 April 2015, Mr Brunsdon and Mr Cranston were on annual base salaries of \$120,000 per annum. During May and June 2015, Mr Brunsdon's fees were temporarily reduced to \$60,000 per annum. From 1 July 2015, all director fees have been deferred until the Company becomes adequately funded. Mr Cranston transitioned to a Non-Executive Director on 6 April 2015, but remains actively involved in Attila's management with responsibility for the Company's corporate functions.

<b>Executive Director</b>	<b>Term of Agreement</b>	<b>Base salary per annum including superannuation* (Non-performance based)</b>	<b>Termination Conditions</b>	<b>Proportion of elements of remuneration related to performance</b>
Max Brunsdon	No specified term	\$120,000	1 month notice period	-

\* Base salary quoted is the position as at 30 June 2015; salaries are reviewed at least annually.

On appointment to the Board, all Non-executive Directors enter into a service agreement with the Company in the form of a letter of appointment. The letter summarises the Board policies and terms, including compensation, relevant to the office of director. The major provisions relating to remuneration are set out below. Until their dates of resignation Mr Day and Mr Thom were each paid non-executive director fees of \$40,000, inclusive of superannuation, per annum with no termination period required and no remuneration related to performance. Until his date of resignation Mr Clark was paid non-executive director and chairman fees of \$50,000, inclusive of superannuation, per annum with no termination period required and no remuneration related to performance. From 1 July 2015, all director fees have been deferred until the Company becomes adequately funded. The Company Secretary, Ms Malone, is paid fees of \$24,000 per annum with no termination period required and no remuneration related to performance.

<b>Non-Executive Director</b>	<b>Term of Agreement</b>	<b>Base salary per annum including superannuation* (Non-performance based)</b>	<b>Termination Conditions</b>	<b>Proportion of elements of remuneration related to performance</b>
Evan Cranston	No specified term	\$120,000	1 month notice period	-
Bryn Hardcastle	No specified term	\$40,000	No notice require to terminate	-

\* Base salary quoted is the position as at 30 June 2015; salaries are reviewed at least annually.

*Chief Executive Officer*

Scott Sullivan was appointed as Chief Executive Officer on 1 April 2014 and Mr Sullivan's employment ceased on 26 September 2015 in accordance with the notice given to him on 25 June 2015.

Mr Sullivan was initially employed with a base salary of \$300,000 plus statutory superannuation and a short term bonus entitlement of up to a maximum of 30% subject to annual review and completion of set KPIs.

The Company or Mr Sullivan could terminate the contract on 3 months' notice and the Executive is entitled to a 12 month payment if made redundant.



In 2014, Mr Sullivan was issued with:

- 1,000,000 unlisted options to acquire fully paid shares in the capital of the Company with an exercise price of \$0.5251 and expiring on 15 April 2017;
- 500,000 unlisted options vesting after 12 months of continuous service with the Company with an exercise price of \$0.6463 and expiring on 15 April 2017; and
- 1,000,000 performance rights that are held in trust by the trustee of the Attila Resources Performance Rights Trust until the performance based vesting conditions are satisfied. On vesting, these performance rights could have converted into ordinary shares in the Company for no further consideration. These performance rights expire on 25 June 2019 if they have not previously vested. These performance rights were valued for accounting purposes at \$0.41 each, being the share price at the grant date of 1 April 2014 for a total value of \$410,000. The performance rights are being expensed over the expected vesting period of one year from the grant date. \$102,219 was expensed for these performance rights during 2014, based on the then expected portion of the vesting period occurring during the year. No amount was expensed for 2015 as the probability of meeting non market vesting conditions was nil. These performance rights were issued to the trustee of the Attila Resources Performance Rights Trust on 25 June 2014.

Effective 1 March 2015, the executive service agreement with Mr Sullivan was amended to reduce his annual base salary to \$150,000 per annum plus statutory superannuation.

On 25 June 2015, the original executive service agreement with Mr Sullivan was terminated with the following modifications to the terms of Mr Sullivan's appointment:

- His 3 months termination notice period commenced on that date, but with an option for Mr Sullivan's services to continue beyond the notice period on a monthly basis.
- The Group committed to pay a short term bonus payment to the Mr Sullivan of \$36,000. This amount is payable by the Company at Mr Sullivan's election as either:
  - (a) cash, subject to the Company completing a fundraising of no less than \$2,000,000; or
  - (b) shares, with the deemed issue price being equal to the issue price of the most recent capital raising undertaken by the Company.
 The Group expects to realise this liability through the issue of shares. This liability has not been extinguished by the subsequent termination of Mr Sullivan's employment.
- The vesting period for the 1,000,000 performance rights issued to Mr Sullivan was extended to 25 June 2019. The amount of \$102,219 recognised over the expected vesting period in 2014 has been reversed at 30 June 2015 as at 30 June 2015 the probability of meeting the non market vesting conditions was determined to be nil. The subsequent termination of Mr Sullivan's employment has also made vesting impossible.

### Performance rights holdings of Key Management Personnel

The number of performance rights over ordinary shares of Attila Resources Limited held by each KMP of the Group during the year is as follows:

#### 2015

Key Management Personnel	Balance at beginning of year	Granted as remuneration during the year	Options exercised during the year	Other changes during the year	Balance at end of year*	Vested during the year	Vested and exercisable
Scott Sullivan	1,000,000	-	-	-	1,000,000	-	-

#### 2014

Key Management Personnel	Balance at beginning of year	Granted as remuneration during the year	Options exercised during the year	Other changes during the year	Balance at end of year*	Vested during the year	Vested and exercisable
Scott Sullivan	-	1,000,000	-	-	1,000,000	-	-

\* or date of resignation if before year end.

**Option holdings of Key Management Personnel**

The number of options over ordinary shares of Attila Resources Limited held by each KMP of the Group during the year is as follows:

**2015**

Key Management Personnel	Balance at beginning of year*	Granted as remuneration during the year	Options exercised during the year	Other changes during the year***	Balance at end of year**	Vested during the year	Vested and exercisable
Max Brunsdon	4,000,000	-	-	(4,000,000)	-	-	-
Russell Clark	1,500,000	-	-	-	1,500,000	500,000	1,500,000
Evan Cranston	5,000,000	-	-	-	5,000,000	-	5,000,000
Shaun Day	1,500,000	-	-	-	1,500,000	-	1,500,000
Bryn Hardcastle	500,000	-	-	(500,000)	-	-	-
Oonagh Malone	250,000	-	-	-	250,000	-	250,000
Scott Sullivan	1,500,000	-	-	-	1,500,000	500,000	1,500,000
Alan Thom	1,500,000	-	-	-	1,500,000	-	1,500,000
	<b>15,750,000</b>	<b>-</b>	<b>-</b>	<b>(4,500,000)</b>	<b>11,250,000</b>	<b>1,000,000</b>	<b>11,250,000</b>

**2014**

Key Management Personnel	Balance at beginning of year*	Granted as remuneration during the year	Options exercised during the year	Other changes during the year	Balance at end of year**	Vested during the year	Vested and exercisable
Max Brunsdon	4,000,000	-	-	-	4,000,000	-	4,000,000
Russell Clark	-	1,500,000	-	-	1,500,000	1,000,000	1,000,000
Evan Cranston	5,000,000	-	-	-	5,000,000	-	5,000,000
Shaun Day	1,500,000	-	-	-	1,500,000	500,000	1,500,000
Bryn Hardcastle	530,000	-	30,000	-	500,000	-	500,000
Oonagh Malone	250,000	-	-	-	250,000	-	250,000
Scott Sullivan	-	1,500,000	-	-	1,500,000	1,000,000	1,000,000
Alan Thom	1,500,000	-	-	-	1,500,000	500,000	1,500,000
	<b>15,625,000</b>	<b>3,000,000</b>	<b>30,000</b>	<b>-</b>	<b>15,750,000</b>	<b>3,000,000</b>	<b>14,750,000</b>

\* or date of appointment if post beginning of the year.

\*\* or date of resignation if before year end.

\*\*\* Share options held by Mr Brunsdon and Mr Hardcastle expired during 2015 without being exercised.

**Shareholdings of Key Management Personnel**

The number of shares in Attila Resources Limited held by each KMP of the Group and their related parties during the financial year is as follows:

**2015**

<b>Key Management Personnel</b>	<b>Balance at beginning of year*</b>	<b>Granted as remuneration during the year</b>	<b>Issued on exercise of options during the year</b>	<b>Other changes during the year</b>	<b>Balance at end of year**</b>
Max Brunsdon	3,805,639	-	-	-	3,805,639
Russell Clark	41,667	-	-	-	41,667
Evan Cranston	-	-	-	-	-
Shaun Day	127,881	-	67,851	-	195,732
Bryn Hardcastle	60,000	-	30,000	-	90,000
Oonagh Malone	11,668	-	-	-	11,668
Scott Sullivan	-	-	-	-	-
Alan Thom	-	-	-	-	-
	<b>4,046,855</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,046,855</b>

**2014**

<b>Key Management Personnel</b>	<b>Balance at beginning of year*</b>	<b>Granted as remuneration during the year</b>	<b>Issued on exercise of options during the year</b>	<b>Other changes during the year</b>	<b>Balance at end of year**</b>
Max Brunsdon	3,805,639	-	-	-	3,805,639
Russell Clark	41,667	-	-	-	41,667
Evan Cranston	-	-	-	-	-
Shaun Day	37,129	-	-	90,752	127,881
Bryn Hardcastle	60,000	-	-	-	60,000
Oonagh Malone	11,668	-	-	-	11,668
Scott Sullivan	-	-	-	-	-
Alan Thom	-	-	-	-	-
	<b>3,956,103</b>	<b>-</b>	<b>-</b>	<b>90,752</b>	<b>4,046,855</b>

\* or date of appointment if post beginning of the year.

\*\* or date of resignation if before year end.

**End of audited remuneration report.****Indemnifying Officers or Auditor**

The Company has paid premiums to insure all Directors and Officers against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in their capacity of director of the Company, other than conduct involving a wilful breach of duty in relation to the Company.

Disclosure of the nature and the amount of the premium is prohibited by the confidentiality clause of the insurance contract.

No indemnities have been given or agreed to be given or insurance premiums paid or agreed to be paid, during or since the year ended 30 June 2015, to any person who is or has been an auditor of the Company.

## **Auditor**

KPMG has been appointed as auditor of the Group in accordance with section 327 of Corporations Act 2001.

## **Non-audit Services**

There were no non-audit services provided by a related practice of the Group's auditor during the year ended 30 June 2015.

## **Proceedings on behalf of the Company**

No person has applied for leave of Court to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or any part of those proceedings.

The Group was not a party to any such proceedings during the year.

## **Environmental Regulations**

The Group is required to carry out its activities in accordance with the Mining Laws and regulations in the areas in which it undertakes its exploration activities. The Group is not aware of any matter which requires disclosure with respect to any significant environmental regulation in respect of its operating activities.

## **Auditor's Independence Declaration**

The lead auditor's independence declaration for the year ended 30 June 2014 has been received and can be found on page 15.

Made and signed in accordance with a resolution of the Directors.



**Evan Cranston**  
Non Executive Director

Signed at Perth this 30<sup>th</sup> day of September 2015



***Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001***

To: the directors of Attila Resources Limited

I declare that, to the best of my knowledge and belief, in relation to the audit for the financial year ended 30 June 2015 there have been:

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

KPMG

KPMG

GTH

Graham Hogg  
*Partner*

Perth

30 September 2015

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2015

	Note	Consolidated	
		2015	2014
		\$	\$
<b>Finance Income</b>	4	<b>86,378</b>	<b>140,085</b>
Depreciation and amortisation expense	11	(17,609)	(13,475)
Exploration and evaluation expenditure	4	(2,971,416)	(2,832,577)
Employee benefits – share based payments	4	(14,685)	(550,354)
Employee benefits – other	4	(823,978)	(711,063)
Professional expenses	4	(569,032)	(389,671)
Foreign exchange gain/(loss)		95,002	4,706
Finance costs	4	(1,888,737)	(1,851,526)
Other expenses	4	(426,211)	(548,244)
<b>Loss before income tax expense</b>		<b>(6,530,288)</b>	<b>(6,752,119)</b>
Income tax expense	6	-	-
<b>Loss for the year</b>		<b>(6,530,288)</b>	<b>(6,752,119)</b>
 <b>Other comprehensive income</b>			
Items that may be reclassified subsequently to profit or loss			
Exchange (loss)/ gain on translation of foreign controlled entities, net of tax		3,006,231	(197,578)
Other comprehensive (loss)/ income for the year		3,006,231	(197,578)
<b>Total comprehensive loss for the year</b>		<b>(3,524,057)</b>	<b>(6,949,697)</b>
 Loss for the year attributable to:			
Members of the parent entity		(6,530,288)	(6,752,119)
		<b>(6,530,288)</b>	<b>(6,752,119)</b>
 Total comprehensive loss for the year attributable to:			
Members of the parent entity		(3,524,057)	(6,949,697)
		<b>(3,524,057)</b>	<b>(6,949,697)</b>
 <b>Earnings per share from continuing operations:</b>			
Basic loss per share	26	7.71	10.22
Diluted loss per share	26	7.71	10.22

The accompanying notes form part of these financial statements.

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### AS AT 30 JUNE 2015

	Note	Consolidated	
		2015	2014
		\$	\$
<b>Current Assets</b>			
Cash and cash equivalents	7	1,169,552	5,982,970
Trade and other receivables	8	35,874	38,169
Other current assets	9	8,718	22,819
<b>Total Current Assets</b>		<b>1,214,144</b>	<b>6,043,958</b>
<b>Non Current Assets</b>			
Other financial assets	10	1,060,027	816,035
Property, plant and equipment	11	13,881,582	11,316,080
Deferred exploration, evaluation and development expenditure	5	2,291,577	1,321,656
Intangible assets		3,395	3,395
<b>Total Non Current Assets</b>		<b>17,236,581</b>	<b>13,457,166</b>
<b>TOTAL ASSETS</b>		<b>18,450,725</b>	<b>19,501,124</b>
<b>Current Liabilities</b>			
Trade and other payables	12	366,673	604,359
Provisions	14	18,531	6,303
Borrowings	13	14,860,380	12,521,233
<b>Total Current Liabilities</b>		<b>15,245,584</b>	<b>13,131,895</b>
<b>Non Current Liabilities</b>			
Provisions	14	1,011,246	757,035
Borrowings	13	-	1,063,120
<b>Total Non Current Liabilities</b>		<b>1,011,246</b>	<b>1,820,155</b>
<b>TOTAL LIABILITIES</b>		<b>16,256,830</b>	<b>14,952,050</b>
<b>NET ASSETS</b>		<b>2,193,895</b>	<b>4,549,074</b>
<b>Equity</b>			
Issued capital	15	24,315,800	23,125,607
Reserves	16	6,683,073	3,698,157
Accumulated losses		(28,804,978)	(22,274,690)
<b>TOTAL EQUITY</b>		<b>2,193,895</b>	<b>4,549,074</b>

The accompanying notes form part of these financial statements.



## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR-ENDED 30 JUNE 2015

	Ordinary shares \$	Listed Options \$	Accumu- lated Losses \$	Foreign Currency Translation Reserve \$	Option Reserve \$	Perform- ance Rights Reserve	Total \$
<b>2015</b>							
<b>Consolidated Balance at 1 July 2014</b>	23,125,607	-	(22,274,690)	496,306	3,099,632	102,219	4,549,074
<b>Comprehensive Income</b>							
Loss for the year	-	-	(6,530,288)	-	-	-	(6,530,288)
Other comprehensive income for the year							
Exchange differences on translation of controlled entities	-	-	-	3,006,231	-	-	3,006,231
<b>Total comprehensive income for the year</b>	-	-	(6,530,288)	3,006,231	-	-	(3,524,057)
<b>Transactions with owners, in their capacity as owners, and other transfers</b>							
Issue of shares/options	1,160,837	-	-	-	80,904	(102,219)	1,139,522
Issue of shares committed at 30 June 2015	36,000	-	-	-	-	-	36,000
Costs arising from issues	(6,644)	-	-	-	-	-	(6,644)
<b>Balance at 30 June 2015</b>	<b>24,315,800</b>		<b>(28,804,978)</b>	<b>3,502,537</b>	<b>3,180,536</b>	<b>-</b>	<b>2,193,895</b>

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR-ENDED 30 JUNE 2015

	Ordinary shares \$	Listed Options \$	Accumu- lated Losses \$	Foreign Currency Translation Reserve \$	Option Reserve \$	Perform- ance Rights Reserve	Total \$
<b>2014</b>							
<b>Consolidated Balance at 1 July 2013</b>	<b>13,389,148</b>	<b>55,000</b>	<b>(15,522,571)</b>	<b>693,884</b>	<b>2,651,497</b>	<b>-</b>	<b>1,266,958</b>
<b>Comprehensive Income</b>							
Loss for the year	-	-	(6,752,119)	-	-	-	(6,752,119)
Other comprehensive income for the year							
Exchange differences on translation of controlled entities	-	-	-	(197,578)	-	-	(197,578)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>(6,752,119)</b>	<b>(197,578)</b>	<b>-</b>	<b>-</b>	<b>(6,949,697)</b>
<b>Transactions with owners, in their capacity as owners, and other transfers</b>							
Issue of shares/options	9,427,746	-	-	-	448,135	102,219	<b>9,978,100</b>
Conversion or Expiry of Listed Options	55,000	(55,000)	-	-	-	-	-
Issue of shares committed at 30 June 2014	1,183,816	-	-	-	-	-	<b>1,183,816</b>
Issue of shares committed at 30 June 2013	(440,000)	-	-	-	-	-	<b>(440,000)</b>
Costs arising from issues	(490,103)	-	-	-	-	-	<b>(490,103)</b>
<b>Balance at 30 June 2014</b>	<b>23,125,607</b>	<b>-</b>	<b>(22,274,690)</b>	<b>496,306</b>	<b>3,099,632</b>	<b>102,219</b>	<b>4,549,074</b>

The accompanying notes form part of these financial statements.

## CONSOLIDATED STATEMENT OF CASHFLOWS FOR THE YEAR-ENDED 30 JUNE 2015

	Note	Consolidated	
		2015	2014
		\$	\$
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Payments to suppliers and employees (inclusive of GST)		(4,638,921)	(4,763,025)
Interest received		98,613	111,446
Financing charges		(92)	(72)
<b>Net cash (outflow) from operating activities</b>	25	<b>(4,540,400)</b>	<b>(4,651,651)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Payments for subsidiaries, net of cash acquired			-
Payments for mining lease interests		(614,477)	(103,407)
Payments for bonds and investments		(64,129)	(63,249)
Payments for property, plant and equipment		(19,169)	(1,312)
<b>Net cash (outflow) from investing activities</b>		<b>(697,775)</b>	<b>(167,968)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from share issues		318,536	8,491,556
Share issue costs		(7,066)	(485,315)
<b>Net cash from financing activities</b>		<b>311,470</b>	<b>8,006,241</b>
Net increase/ (decrease) in cash and cash equivalents		(4,926,705)	3,186,622
Cash and cash equivalents at the beginning of the financial year		5,982,970	2,782,895
Exchange difference on cash and cash equivalents		113,287	13,453
Cash and cash equivalents at the end of the financial year	7	<b>1,169,552</b>	<b>5,982,970</b>

The accompanying notes form part of these financial statements.

## NOTES TO THE FINANCIAL STATEMENTS

The consolidated financial statements and notes represent those of Attila Resources Limited and Controlled Entities (the "Group"). The separate financial statements of the parent entity, Attila Resources Limited, have not been presented within this financial report as permitted by the Corporations Act 2001.

The financial statements for the Group were authorised for issue in accordance with a resolution by the Board of Directors on 30<sup>th</sup> September 2015.

### Note 1: Summary 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 (AASB) and the Corporations Act 2001. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

Australian Accounting Standards set out accounting policies that the AASB 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 stated otherwise.

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

#### a. Going concern

For the year ended 30 June 2015, the Group has incurred a loss of \$6,530,288 and generated net cash outflows of \$4,540,400 from operating activities, as disclosed in the consolidated statement of profit or loss and other comprehensive income and the consolidated statement of cash flows respectively. It also has a deficiency in working capital of \$14,031,440 as at 30 June 2015 as disclosed in the consolidated statement of financial position.

The deficiency in working capital is principally due to the potential, and management expectation, for convertible notes to be repaid in cash in June 2016 (refer to note 13).

As a result of the loss, cash outflows from operations and the deficiency in working capital, the Directors have assessed the Group's ability to continue as a going concern and to pay its debts as and when they fall due as follows.

The Directors of the Parent entity advise that the Group has sufficient cash reserves to fund up to the next 6 months of operations from balance date, to continue as a going concern and to pay its debts as and when they fall due. This estimation is based on active management of the current level of discretionary exploration expenditure in lines with the funds available. The Group has the ability to defer repayment of the convertible notes to 26 June 2017 (refer to note 13) should funding not be in place by the current maturity date, 26 June 2016.

The funding of the Group beyond existing cash reserves and to continue as a going concern and to pay its debts as and when they fall due is dependent on the following:

- continued management of discretionary expenditure in line with the funds available to the Group; and
- the ability of the Group to secure additional funding through sale of the Kodiak project; external funding of the Kodiak project; or the issue of further shares, debt or a combination of debt and equity. The company is currently under a voluntary trading suspension and the form and value of such transactions is yet to be determined but the directors are confident that adequate funding can be put in place.

Should the Group at any time be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different from those stated in the financial report.

The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts nor to the amounts and classification of liabilities that may be necessary should the Group be unable to continue as a going concern.

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

### b. Principles of Consolidation

The consolidated financial statements incorporate all of the assets, liabilities and results of the parent (Attila Resources Limited) and all of the subsidiaries (including any structured entities). Subsidiaries are entities the parent controls. The parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of the subsidiaries is provided in Note 23.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Intercompany transactions, balances and unrealised gains or losses on transactions between Group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

Equity interests in a subsidiary not attributable, directly or indirectly, to the Group are presented as "non-controlling interests". The Group initially recognises non-controlling interests that are present ownership interests in subsidiaries and are entitled to a proportionate share of the subsidiary's net assets on liquidation at either fair value or at the non-controlling interests' proportionate share of the subsidiary's net assets. Subsequent to initial recognition, non-controlling interests are attributed their share of profit or loss and each component of other comprehensive income. Non-controlling interests are shown separately within the equity section of the statement of financial position and statement of profit or loss and other comprehensive income.

### 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 profit or loss is the tax payable on taxable income. 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 outside profit or loss when the tax relates to items that are recognised outside profit or loss.

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability, 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 and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability. With respect to non-depreciable items of property, plant and equipment measured at fair value and items of investment property measured at fair value, the related deferred tax liability or deferred tax asset is measured on the basis that the carrying amount of the asset will be recovered entirely through sale.

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.

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

Deferred tax assets and liabilities are offset where: (a) a legally enforceable right of set-off exists; and (b) 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. Foreign currency transactions and balances**

#### **Functional and presentation currency**

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars, which is the parent entity's functional currency.

#### **Transactions and balances**

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in profit or loss, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the underlying gain or loss is recognised in other comprehensive income; otherwise the exchange difference is recognised in profit or loss.

#### **Group companies**

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

- assets and liabilities are translated at exchange rates prevailing at the end of the reporting period;
- income and expenses are translated at average exchange rates for the period; and
- retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations with functional currencies other than Australian dollars are recognised in other comprehensive income and included in the foreign currency translation reserve in the statement of financial position. These differences are recognised in profit or loss in the period in which the operation is disposed of.

### **e. Cash and Cash Equivalents**

Cash and cash equivalents includes cash on hand and deposits held at call with financial institutions which are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### **f. Property, plant and equipment**

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

**Note 1: Summary of Significant Accounting Policies (continued)****Property, Plant and equipment**

Property, plant and equipment are measured on the cost basis and therefore carried at cost less accumulated depreciation and any accumulated impairment. In the event the carrying amount of property, plant and equipment is greater than the estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised in profit or loss. A formal assessment of recoverable amount is made when impairment indicators are present (refer to Note 1(j) for details of impairment).

The carrying amount of property, 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 asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

The cost of fixed assets constructed within the consolidated group includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads.

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

**Depreciation**

The depreciable amount of all fixed assets including buildings and capitalised lease assets, but excluding freehold land, is depreciated over the asset's useful life to the consolidated group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements. Property, plant and equipment that was acquired with the acquisition of the Kodiak project is depreciated on a units of production basis over the estimated useful life. Other plant and equipment is depreciated on a straight-line basis over the asset's useful life.

Buildings	25 years
Furniture, fittings and equipment	3-8 years

Land is not depreciated. Buildings and mining plant are only depreciated when in use.

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

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 recognised in profit or loss in the period in which they arise.

**g. Intangibles other than goodwill**

Trademarks, licences and logos are recognised at cost of acquisition. Trademark, licences and logos are carried at cost less any accumulated amortisation and any impairment losses. Amortisation is calculated and determined based on case by case basis.

**h. Exploration, Evaluation and Development Expenditure**

All exploration and evaluation expenditure is expensed to the statement of profit or loss and other comprehensive income.



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

Expenditure in relation to the acquisition of a defined resource including an option to enter a mining lease is capitalised in respect of each identifiable area of interest. These costs are only capitalised to the extent that they are expected to be recovered through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

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

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

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

### i. Goods and Services Tax (GST) and other indirect taxes

Revenues, expenses and assets are recognised net of the amount of GST except:

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

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

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

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

### j. Impairment of assets

At the end of each reporting period, the Group assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information including dividends received from subsidiaries, associates or jointly controlled entities. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss, unless the asset is carried at a revalued amount in accordance with another Standard (e.g. in accordance with the revaluation model in AASB 116). Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with that other Standard.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

### k. Share based payments

Equity-settled share-based payments are measured at fair value at the date of grant. Fair value is measured by use of a Black-Scholes model. The expected life used in the model is been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of shares that will eventually vest.

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

### **I. Trade and Other Payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year ended 30 June 2015 which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

### **m. Contributed Equity**

Ordinary shares are classified as equity.

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

### **n. Employee benefits**

A provision is made for the Group's liability for employee benefits arising from services rendered by employees to balance date. Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. 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. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. In determining the liability, consideration is given to employee wages increases and the probability that the employee may satisfy vesting requirements. Those cash flows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cash flows.

#### *Equity-settled compensation*

Share-based payments to employees are measured at the fair value of the instruments issued and amortised over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

### **o. Financial instruments**

#### *Recognition*

The Group recognises financial assets and financial liabilities on the date that they are originated. All other financial assets are recognised initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

#### *Classification and Subsequent Measurement*

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

#### *Amortised Cost*

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

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

### *The Effective Interest Method*

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

### *Fair value*

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

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

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

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

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

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

### *Valuation techniques*

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

- *Market approach*: valuation techniques that use prices and other relevant information generated by market transactions for identical or similar assets or liabilities.
- *Income approach*: valuation techniques that convert estimated future cash flows or income and expenses into a single discounted present value.
- *Cost approach*: valuation techniques that reflect the current replacement cost of an asset at its current service capacity.

**Note 1: Summary of Significant Accounting Policies (continued)**

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

*Fair value hierarchy*

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

<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Measurements based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.	Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.	Measurements based on unobservable inputs for the asset or liability.

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

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

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

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

The Group has no assets or liabilities measured at fair value because, while assets acquired and liabilities assumed in business combinations have been measured at their acquisition date fair values, in accordance with paragraph 18 of AASB 3, these initial measurements have formed the costs of the assets acquired and liabilities assumed for the purpose of other accounting standards.

*Impairment*

At the end of each reporting period, the Group assesses whether there is objective evidence that a financial asset has been impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events (a "loss event") having occurred, which has an impact on the estimated future cash flows of the financial asset(s).

In the case of available-for-sale financial assets, a significant or prolonged decline in the market value of the instrument is considered to constitute a loss event. Impairment losses are recognised in profit or loss immediately. Also, any cumulative decline in fair value previously recognised in other comprehensive income is reclassified to profit or loss at this point.

In the case of financial assets carried at amortised cost, loss events may include: indications that the debtors or a group of debtors are experiencing significant financial difficulty, default or delinquency in interest or principal payments; indications that they will enter bankruptcy or other financial reorganisation; and changes in arrears or economic conditions that correlate with defaults.

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

For financial assets carried at amortised cost (including loans and receivables), a separate allowance account is used to reduce the carrying amount of financial assets impaired by credit losses. After having taken all possible measures of recovery, if management establishes that the carrying amount cannot be recovered by any means, at that point the written-off amounts are charged to the allowance account or the carrying amount of impaired financial assets is reduced directly if no impairment amount was previously recognised in the allowance account.

When the terms of financial assets that would otherwise have been past due or impaired have been renegotiated, the Group recognises the impairment for such financial assets by taking into account the original terms as if the terms have not been renegotiated so that the loss events that have occurred are duly considered.

### *Financial Liabilities*

Non-derivative financial liabilities other than financial guarantees are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial liability is derecognised.

### *Derecognition*

Financial assets are derecognised when the contractual rights to receipt of cash flows expire or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised when the related obligations are discharged, cancelled or have expired. The difference between the carrying amount 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.

## **p. Revenue and Other Income**

Interest revenue is recognised using the effective interest method.

## **q. Parent entity financial information**

The financial information for the parent entity, Attila Resources Limited, disclosed in note 28 has been prepared on the same basis as the consolidated financial statements, except as set out below.

### *Investments in subsidiaries*

Investments in subsidiaries are accounted for at cost in the financial statements of Attila Resources Limited.

### *Tax consolidation legislation*

Attila Resources Limited and its wholly-owned Australian controlled entity have implemented the tax consolidation legislation. The Group has applied to become consolidated tax entity.

The head entity, Attila Resources Limited, and the controlled entity in the tax consolidated group account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated group continues to be a standalone taxpayer in its own right.

In addition to its own current and deferred tax amounts, Attila Resources Limited also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from the controlled entity in the tax consolidated group.

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

Attila Resources Limited will be responsible for any current tax payable, current tax receivable and deferred tax assets relating to unused tax losses or unused tax credits of the wholly owned subsidiary, which are transferred to Attila Resources Limited under tax consolidation legislation.

The head entity may also require payment of interim funding amounts to assist with its obligations to pay tax instalments.

Assets or liabilities arising with the tax consolidated entity are recognised as current amounts receivable from or payable to other entity in the Group.

Any difference between the amounts assumed and amounts receivable or payable are recognised as a contribution to (or distribution from) wholly-owned tax consolidated entity.

### *Share-based payments*

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution to that subsidiary undertaking. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity.

### **r. Leases**

Leases of fixed assets where substantially all the risks and benefits incidental to the ownership of the asset, but not the legal ownership are transferred to entities in the consolidated group, are classified as finance leases.

Finance leases are capitalised by recognising an asset and a liability at the lower of the amounts equal to the fair value of the leased property or the present value of the minimum lease payments, including any guaranteed residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Leased assets are depreciated on a straight-line basis over the shorter of the lease term or estimated useful lives.

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are recognised as expenses in the periods in which they are incurred.

Lease incentives under operating leases are recognised as a liability and amortised on a straight-line basis over the lease term.

### **s. New and Amended Accounting Policies adopted by the Group**

The Group has adopted the following new and revised Australian Accounting Standards from 1 July 2014 together with consequential amendments to other Standards:

#### ▪ **Investment Entities – Amendments to AASB 10, AASB 12 and AASB 127**

These amendments provide an exception to the consolidation requirement for entities that meet the definition of an investment entity under AASB 10 Consolidated Financial Statements and must be applied retrospectively, subject to certain transition relief. The exception to consolidation requires investment entities to account for subsidiaries at fair value through profit or loss. These amendments have no impact on the Group, since none of the entities in the Group qualifies to be an investment entity under AASB 10.

#### ▪ **AASB 2013-3 Amendments to AASB 136 – Recoverable Amount Disclosures for Non-Financial Assets**

The amendments include the requirement to disclose additional information about the fair value measurement when the recoverable amount of impaired assets is based on fair value less costs of disposal. This amendment has resulted in increased disclosures in the Group's financial statements.

**Note 1: Summary of Significant Accounting Policies (continued)**

▪ **Offsetting Financial Assets and Financial Liabilities - Amendments to AASB 132**

These amendments clarify the meaning of 'currently has a legally enforceable right to set-off' and the criteria for non-simultaneous settlement mechanisms of clearing houses to qualify for offsetting and is applied retrospectively. These amendments have no impact on the Group, since none of the entities in the Group has any offsetting arrangements

▪ **AASB 2013-4 Amendments to Australian Accounting Standards - Novation of Derivatives and Continuation of Hedge Accounting**

These amendments provide relief from discontinuing hedge accounting when novation of a derivative designated as a hedging instrument meets certain criteria and retrospective application is required. These amendments have no impact on the Group as the Group has not novated any of its derivatives during the current or prior periods.

▪ **Interpretation 21 Accounting for Levies**

Interpretation 21 clarifies that an entity recognises a liability for a levy when the activity that triggers the payment, as identified by the relevant legislation, occurs. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be anticipated before the specified minimum threshold is reached. Retrospective application is required for AASB Interpretation 21. This interpretation has no impact on the Group as it has applied the recognition principles under AASB 137 Provisions, Contingent Liabilities and Contingent Assets consistent with the requirements of AASB Interpretation 21 in prior years.

▪ **AASB 2014-1 Amendments to Australian Accounting Standards**

The adoption AASB 2014-1 has required additional disclosures in our segment note. Other than that, the adoption of these standards did not have any impact on the current period or any prior period and is not likely to affect future periods.

**Note 1: Summary of Significant Accounting Policies (continued)**

**t. New Accounting Standards for Application in Future Periods.**

Accounting Standards and Interpretations issued by the AASB that are not yet mandatorily applicable to the Group, together with an assessment of the potential impact of such pronouncements on the Group when adopted in future periods, are discussed below:

- AASB 9: *Financial Instruments* and associated Amending Standards (applicable for annual reporting periods commencing on or after 1 January 2017).

The Standard will be applicable retrospectively (subject to the comment on hedge accounting below) and includes revised requirements for the classification and measurement of financial instruments, revised recognition and derecognition requirements for financial instruments and simplified requirements for hedge accounting.

The key changes made to the Standard that may affect the Group on initial application include certain simplifications to the classification of financial assets, simplifications to the accounting of embedded derivatives, and the irrevocable election to recognise gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. AASB 9 also introduces a new model for hedge accounting that will allow greater flexibility in the ability to hedge risk, particularly with respect to hedges of non-financial items. Should the entity elect to change its hedge policies in line with the new hedge accounting requirements of AASB 9, the application of such accounting would be largely prospective.

Although the directors anticipate that the adoption of AASB 9 may have an impact on the Group's financial instruments, including hedging activity, it is impracticable at this stage to provide a reasonable estimate of such impact.

- AASB 15: *Revenue from Contracts with Customers* and associated Amending Standards (applicable for annual reporting periods commencing on or after 1 January 2017).

The Standard establishes a comprehensive framework for determining whether, how much and when revenue is recognised. The potential financial impact of the adoption of AASB 15 on the Group is not yet possible to determine.

The following amendments to existing standards are not yet mandatory and not expected to result in any significant changes to the Group's accounting policies:

- 2014-9 Amendments to Australian Accounting Standards – Equity Method in Separate Financial Statements;
- 2014-10 Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture;
- 2015-1 Amendments to Australian Accounting Standards – Annual Improvements to Australian Accounting Standards 2012–2014 Cycle;
- 2015-2 Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 101; and
- 2015-5 Amendments to Australian Accounting Standards – Extending Related Party Disclosures to Not-for-Profit Public Sector Entities.



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

### u. Comparatives

Where the Group has retrospectively applied an accounting policy, made a retrospective restatement of items in the financial statements or reclassified items in its financial statements, an additional statement of financial position as at the beginning of the earliest comparative period is disclosed.

### v. Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

## Note 2. Critical accounting judgements, estimates and assumptions

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

### *Share-based payment transactions*

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. Where the equity instruments granted are performance rights that are convertible with no further consideration other than meeting performance based vesting conditions, the fair value is equal to the value of the underlying share at the grant date.

The short term bonus committed to be paid to the Chief Executive Officer (CEO) of \$36,000 detailed in note 15(a) is recognised as a share based payment transaction and measured at the expected value of the shares to be issued of \$36,000. This judgement is based on the Company's ability to choose to only have fundraisings of less than \$2,000,000, with the effect that the only choice available for the CEO is acceptance of \$36,000 worth of shares at a deemed issue price equal to the issue price of the most recent capital raising undertaken by the Company.

### *Provision for impairment of receivables*

The provision for impairment of receivables assessment requires a degree of estimation and judgement. The level of provision is assessed by taking into account the recent experience, the ageing of receivables, historical collection rates and specific knowledge of the individual debtors' financial position.

### *Estimation of useful lives of assets*

The Group determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and definite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

## Note 2. Critical accounting judgements, estimates and assumptions (continued)

### *Recovery of deferred tax assets*

Deferred tax assets are recognised for deductible temporary differences only if the Group considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses. No deferred tax assets or deferred tax liabilities have not been brought to account because the Directors do not believe realisation of those deferred tax assets is highly probable.

### *Business combinations – acquisition of controlled entities*

Under AASB 3 Business Combinations, Directors make an assessment of fair value of net assets acquired at the date of acquisition compared to the consideration paid. Directors make this assessment based on the technical expertise of the Board, by reference to due diligence reports obtained, by reference to geological expert reports, appraisals and the arm's length negotiated amounts set out in the purchase contracts.

### *Impairment*

The suspension of the definitive feasibility study along with the recent decline in global coal markets made it appropriate for the Directors to consider impairment of assets relating to the Kodiak project. After considering various factors, including the offer made by Magni Resources LLC (Magni) and interest shown by other parties, the Directors concluded that:

- A market approach to valuation is most appropriate for valuing the assets of the Kodiak project;
- The amount offered by Magni of \$US55.3 million constituting the best available level 2 input to the valuation model;
- Applying a 50% discount to this amount to reflect changes in relevant market conditions since the original Magni offer gives an estimated fair value considerably in excess of the total assets of US subsidiaries at 30 June 2015, excluding intragroup balances, of \$US13,180,068; and
- Assets relating to the Kodiak project at 30 June 2015 are not impaired.

### *Non current assets held for sale*

Although the Group is seeking to sell the Kodiak project, there is considerable variation to potential actions required to complete the sale, to the extent that significant changes to plans for selling the Kodiak project are not unlikely. There is also potential for an external party to fund development of the Kodiak project without the Group disposing of the Kodiak Project. Consequently, the Kodiak project does not meet all recognition criteria for non current assets held for sale or a disposal group.

### *Treatment of convertible notes*

The change in terms of the convertible notes (Notes) detailed in note 14 are sufficient for the extended Notes to be treated as a new convertible note and not an extension of the previous convertible notes. This leads to the face value of the Notes on issue at 26 June 2015 being increase to include the interest capitalised to that date.

The new notes are valued and classified as a current liability based on the Directors' best expectation that they would be repaid within one year with a 15% redemption premium payable.

### *Depreciation*

The measurement basis for the depreciation of property, plant and equipment that was acquired with the acquisition of the Kodiak project is now depreciated on a units of production basis over the estimated useful life. This differs from the previously disclosed policy of only depreciating buildings and mining plant when in use. This change in the measurement basis provides reliable and more relevant information because the property, plant and equipment that was acquired with the acquisition of the Kodiak project is held pending the commencement of mining. This change in the measurement basis for depreciation has no effect on any account balance and no effect on basic or diluted earnings per share.

### **Note 3. Operating segments**

#### **a. Description of Segments**

The Board of Directors, which is the chief operating decision maker, has determined the operating segments based on geographical location as it reviews internal reports based on this. The Group has two reportable segments; namely, Australia and the United States of America, which are the Group's strategic business units.

#### **b. Basis of accounting for purposes of reporting by operating segments**

##### *Accounting policies adopted*

Unless stated otherwise, all amounts reported to the Board of Directors, being the chief operating decision maker with respect to operating segments, are determined in accordance with accounting policies that are consistent to those adopted in the annual financial statements of the Group.

##### *Intersegment transactions*

Intersegment loans payable and receivable are initially recognised at the consideration received/to be received net of transaction costs. If intersegment loans receivable and payable are not on commercial terms, these are not adjusted to fair value based on market interest rates. This policy represents a departure from that applied to the statutory financial statements.

##### *Segment assets*

Where an asset is used across multiple segments, the asset is allocated to the segment that receives the majority of economic value from the asset. In the majority of instances, segment assets are clearly identifiable on the basis of their nature and physical location.

##### *Segment liabilities*

Liabilities are allocated to segments where there is a direct nexus between the incurrence of the liability and the operations of the segment. Segment liabilities include trade and other payables and certain direct borrowings.

##### *Unallocated items*

There are no items of revenue, expenses, assets and liabilities that are not allocated to operating segments.

##### *Comparative information*

Comparative information has been restated to conform to the requirements of this Standard.

**c. Segment information**

	Australia		United States of America		Elimination		Consolidated Group	
	2015	2014	2015	2014	2015	2014	2015	2014
<b>Finance Income</b>								
Interest Income	85,672	127,427	706	12,658	-	-	86,378	140,085
<b>Total Finance Income</b>	<b>85,672</b>	<b>127,427</b>	<b>706</b>	<b>12,658</b>	<b>-</b>	<b>-</b>	<b>86,378</b>	<b>140,085</b>
<b>Segment Result</b>								
Loss after Income Tax	(3,683,165)	(7,664,463)	(4,322,256)	(5,123,527)	1,475,133	6,035,871	(6,530,288)	(6,752,119)
<b>Assets</b>								
Segment Assets	16,451,022	17,588,625	17,161,547	13,521,479	(15,161,844)	(11,608,690)	18,450,725	19,501,124
<b>Liabilities</b>								
Segment Liabilities	(15,131,001)	(13,754,318)	(19,684,606)	(12,818,179)	18,558,777	11,620,447	(16,256,830)	(14,952,050)
<b>Other</b>								
Depreciation and amortisation expense	-	-	(17,609)	(13,475)	-	-	(17,609)	(13,475)
Exploration and evaluation expenditure	(37,156)	(44,161)	(2,934,260)	(4,657,876)	-	1,869,460	(2,971,416)	(2,832,577)
Employee benefits – share based payments	14,685	(550,354)	-	-	-	-	14,685	(550,354)
Employee benefits – other	(823,978)	(711,063)	-	-	-	-	(823,978)	(711,063)
Professional expenses	(569,032)	(375,248)	-	(14,423)	-	-	(569,032)	(389,671)
Finance costs	(1,888,737)	(1,851,526)	-	-	-	-	(1,888,737)	(1,851,526)
Other expenses	(425,551)	(541,857)	(670)	(6,387)	-	-	(426,211)	(548,244)

**Note 4. Loss Before Income Tax**

	<b>Consolidated</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
<b>a. Finance Income</b>		
Interest received	86,378	140,085
Total	<b>86,378</b>	<b>140,085</b>
<b>b. Loss before income tax includes the following specific expenses:</b>		
<b><i>Employee benefit expenses</i></b>		
Wages and salaries	793,229	699,441
Share based payments	14,685	550,354
Other employment expenses	30,749	11,622
	<b>838,663</b>	<b>1,261,417</b>
<b><i>Other expenses</i></b>		
Listing fees	30,777	32,215
Share registry expenses	9,787	13,838
Rent expenses	39,960	36,000
Travel expenses	14,321	55,634
Insurance	29,921	31,378
Convertible note transaction costs	229,682	231,005
Other administrative expenses	71,673	148,174
	<b>426,211</b>	<b>548,244</b>
<b><i>Exploration and evaluation expenditure</i></b>		
Drilling	48,808	43,293
Field services	211,111	572,534
Definitive feasibility study costs	1,016,953	-
Other exploration and evaluation expenditure	1,694,545	2,216,750
	<b>2,971,416</b>	<b>2,832,577</b>
<b><i>Finance costs</i></b>		
Interest on convertible notes	1,888,645	1,851,454
Other interest expense	92	72
	<b>1,888,737</b>	<b>1,851,526</b>
<b><i>Professional expenses</i></b>		
Legal fees	205,000	64,320
Auditor's Remuneration		
- audit or review of financial report	42,889	54,499
Other professional expenses	321,143	270,852
	<b>569,032</b>	<b>389,671</b>

**Note 5. Deferred exploration and development expenditure**

Opening balance	1,321,656	1,239,892
Tenement acquisition costs during the year	614,477	103,407
Exchange differences	355,444	(21,643)
<b>Total</b>	<b>2,291,577</b>	<b>1,321,656</b>

The ultimate recoupment of the deferred exploration and development expenditure is dependent upon the successful development and commercial exploration or alternatively the sale of respective areas of interest.

**Note 6. Income Tax Benefit**

**a. Tax expense**

The components of tax (expense)/income comprise:

	<b>Consolidated</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
Current tax	-	-
Deferred tax	-	-
Under/(over) provision in respect of prior years	-	-
	<u>-</u>	<u>-</u>

**b. Numerical reconciliation of income tax benefit to prima facie tax payable**

Loss from continuing operations before income tax expense	(6,530,288)	(6,752,119)
Tax at the Australian tax rate of 30% (2014: 30%)	(1,959,086)	(2,025,636)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Tax effect of different tax rate of overseas subsidiaries	(384,294)	(467,954)
Share based payments expensed during the year	4,406	165,106
Capital raising expenditure	(63,646)	(63,247)
Interest on convertible notes expensed during the year	566,594	555,436
Other non-allowable items	316,638	273,744
Other deductible items	(40,560)	(123,621)
Income tax benefits not recognised	1,559,949	1,686,172
Income tax expense	<u>-</u>	<u>-</u>

**c. Unrecognised deferred tax assets – tax losses**

Unused tax losses for which no deferred tax asset has been recognised	19,180,345	15,069,868
Potential tax benefit at the Australian tax rate of 30% (2013: 30%) and U.S. tax rate of 40%	<u>7,200,075</u>	<u>5,640,126</u>

The Group has Australian related tax losses for which no deferred tax asset is recognised of \$4,720,630 and U.S. related revenue tax losses of \$14,459,715 for which no deferred tax asset is recognised.

**d. Unrecognised temporary differences**

<b>2015</b>	<b>Opening balance \$</b>	<b>Charged to Income \$</b>	<b>Charged directly to equity \$</b>	<b>Closing balance \$</b>
<b>Deferred tax assets</b>				
Exchange differences	(88,835)	-	(268,120)	(356,955)
Accrued expenses	(14,586)	(1,802)	-	(16,388)
Borrowing costs	(2,069)	2069	-	-
Capital raising costs	(211,913)	-	61,653	(150,260)
<b>Balance not recognised as at 30 June 2015</b>	<u><b>(317,403)</b></u>	<u><b>267</b></u>	<u><b>(206,467)</b></u>	<u><b>(523,603)</b></u>

**2014**

<b>Deferred tax assets</b>				
Exchange differences	65,856	-	(154,691)	(88,835)
Accrued expenses	(48,223)	33,636	-	(14,586)
Borrowing costs	(4,531)	2,462	-	(2,069)
Capital raising costs	(128,129)	-	(83,784)	(211,913)
<b>Balance not recognised as at 30 June 2014</b>	<u><b>(115,027)</b></u>	<u><b>36,098</b></u>	<u><b>(238,475)</b></u>	<u><b>(317,403)</b></u>

**Note 6. Income Tax Benefit (continued)**

The temporary differences have not been brought to account because the Directors do not believe it is appropriate to regard realisation of those deferred tax assets as being probable. The benefit of these deferred tax assets will only be obtained if:

- (1) the Group derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the temporary differences to be realised;
- (2) the Group continues to comply with the conditions for deductibility imposed by tax legislation; and
- (3) no changes in tax legislation adversely affect the entity in realising the benefit from the deductions for the temporary differences.

No franking credits are available.

**Note 7. Current assets - cash and cash equivalents**

	<b>Consolidated</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
Cash on hand	115	13
Cash at bank	269,437	2,582,957
Cash on deposit	900,000	3,400,000
	<b>1,169,552</b>	<b>5,982,970</b>

The effective interest rate on cash on deposit was 2.67% (2014: 3.56%).

An amount of \$38,518 (2014: \$1,483,448) was held in USD at balance date.

**Note 8. Current assets - trade and other receivables**

GST receivable	19,603	11,465
Other current receivable	16,271	26,704
	<b>35,874</b>	<b>38,169</b>

**Note 9. Other current assets**

Prepayments	8,718	22,819
	<b>8,718</b>	<b>22,819</b>

**Note 10. Other financial assets**

Non-current		
Deposits held as security guarantees	1,060,027	816,035
	<b>1,060,027</b>	<b>816,035</b>

Term deposits held as security guarantees are term deposits held for the benefit of other parties in guarantee of liabilities. They are valued at the face values of the term deposits.

**Note 11. Non-current assets – property, plant and equipment**

	Consolidated					Total \$
	Land \$	Buildings \$	Mining Plant \$	Motor Vehicle \$	Other Plant & Equipment \$	
<b>At 30 June 2015</b>						
At cost	305,599	149,479	13,386,352	49,180	41,385	13,931,995
Accumulated depreciation	-	-	(2,988)	(26,229)	(21,196)	(50,413)
	<u>305,599</u>	<u>149,479</u>	<u>13,383,364</u>	<u>22,951</u>	<u>20,189</u>	<u>13,881,582</u>

*Movements in carrying value*

**Year ended 30 June 2015**

Balance 1 July 2014	249,151	121,868	10,896,661	26,730	21,670	11,316,080
Additions	-	-	19,169	-	-	19,169
Exchange differences	56,448	27,611	2,470,272	5,235	4,376	2,563,942
Depreciation expense for the year	-	-	(2,738)	(9,014)	(5,857)	(17,609)
<b>Balance at 30 June 2015</b>	<b>305,599</b>	<b>149,479</b>	<b>13,383,364</b>	<b>22,951</b>	<b>20,189</b>	<b>13,881,582</b>

	Consolidated					Total \$
	Land \$	Buildings \$	Mining Plant \$	Motor Vehicle \$	Other Plant & Equipment \$	
<b>At 30 June 2014</b>						
At cost	249,151	121,868	10,896,661	40,096	34,110	11,341,886
Accumulated depreciation	-	-	-	(13,365)	(12,441)	(25,806)
	<u>249,151</u>	<u>121,868</u>	<u>10,896,661</u>	<u>26,731</u>	<u>21,669</u>	<u>11,316,080</u>

*Movements in carrying value*

**Year ended 30 June 2014**

Balance 1 July 2013	253,046	123,774	11,067,013	35,293	25,911	11,505,037
Additions	-	-	-	-	1,312	1,312
Exchange differences	(3,895)	(1,906)	(170,352)	(340)	(301)	(176,794)
Depreciation expense for the year	-	-	-	(8,223)	(5,252)	(13,475)
<b>Balance at 30 June 2014</b>	<b>249,151</b>	<b>121,868</b>	<b>10,896,661</b>	<b>26,730</b>	<b>21,670</b>	<b>11,316,080</b>

**Note 12. Current liabilities – trade and other payables**

	Consolidated	
	2015 \$	2014 \$
<b>Unsecured liabilities:</b>		
Trade payables	296,596	465,881
Amounts payable to related party	10,000	-
Other payables and accrued expenses	60,077	138,478
<b>Total</b>	<b>366,673</b>	<b>604,359</b>



**Note 13. Borrowings – convertible notes**

The Convertible Notes (Notes) are presented in the Consolidated Statement of Financial Position as follows:

	<b>Consolidated</b>	
	<b>2015</b>	<b>2014</b>
	\$	\$
<b>Secured liabilities:</b>		
Face value of Notes on issue	14,837,699	14,000,000
Transaction costs to be expensed in future periods	-	(229,682)
Equity component of convertible notes (note 16(e))	-	(404,548)
Accrued interest expense	22,681	218,583
<b>Total carrying value of liability at 30 June</b>	<b>14,860,380</b>	<b>13,584,353</b>
This liability is presented as:		
Current liability	14,860,380	12,521,233
Non-current liability	-	1,063,120
<b>Total carrying value of liability at 30 June</b>	<b>14,860,380</b>	<b>13,584,353</b>

On 27 June 2012, 52 12% Notes, including 15 issued to Kingslane Pty Ltd (“Kingslane”), were issued with a face value of \$250,000 each, for a total face value of \$13,000,000 including \$3,750,000 issued to Kingslane, with convertibility subject to shareholder approval. As these Notes had not gained any conversion features at 30 June 2012, these were treated as secured debt with no equity component at 30 June 2012.

The conversion rate is 500,000 ordinary shares for each Note held, which is based on a conversion price of \$0.50 per share, but subject to adjustments for reconstructions for equity. The Notes shall be fully repaid at the expiry after a 3 year term unless converted or repaid earlier.

Each shareholder of Attila US LLC has pledged their interest in that company which owns 100% of Kodiak as security to the noteholders. The security is held by Kingslane Pty Ltd as agent and security Trustee under the Convertible Note Agreement.

Notes and future interest coupon payments are classified as current when the liabilities are due to be settled within 12 months of the balance date.

On 9 October 2012, shareholders approved the convertibility of 37 Convertible Notes which excluded those issued to Kingslane.

On 30 October 2012, 2 further Notes were issued to Kingslane with a face value of \$250,000 each, with convertibility subject to shareholder approval.

On 30 November 2012, shareholders approved the convertibility of the 17 Convertible Notes issued to Kingslane.

A total of \$715,000 of capitalised borrowing costs recognised for the year ended 30 June 2012 were expensed over the term of the initial convertible notes.

On 19 December 2012, 2 Notes for a total of \$500,000 were issued and convertible from the date of 19 December 2012.

On 18 January 2013, 1 additional Note was issued for \$250,000 and convertible from 18 January 2013.

On 25 June 2013, 1 Note was converted to 500,000 ordinary shares.

Up to 26 June 2015, the Notes were valued at initial recognition based on the difference between the face value of the Notes and the present value of the liability component at a market yield of 14% - the rate that could be earned on a similar debt instrument without the conversion feature. The value of the equity component is the residual difference between the liability component calculated without the conversion feature and the face value of the Notes.

On 26 June 2015, noteholders agreed extend the term of the Notes for up to two years with the expiry date now 26 June 2016, or 26 June 2017 at the election of the Company. Payment of interest on the notes is deferred until redemption. Interest to 26 June 2015 of \$837,699 has been capitalised and included in the face value of the notes.

**Note 13. Borrowings – convertible notes (continued)**

In place of interest, a "Redemption Premium" will be payable as follows:

- (a) during the period from 26 June 2015 to 26 June 2016: 15% of the total amount owing under each note; or
- (b) during the period from 26 June 2016 to 26 June 2017 (if the Company elects to extend the Maturity Date): 30% of the total amount owing under each note.

If the notes are not converted into shares on or before the Maturity Date, the Redemption Premium must be paid by the Company: 50% in cash and 50% in shares (based on an 85% VWAP).

If the Notes are converted on or before the Maturity Date, the Redemption Premium will convert into shares at the Conversion Price. The conversion price is intended to be adjusted to \$0.20 per share, and shareholder approval will be sought for this change.

The change in terms of the Notes on 26 June 2015 is sufficient to constitute new Notes, for accounting purposes, with the terms detailed. The face value of the new Notes of \$14,837,699 is the original \$14,000,000 subscription amount for the previous Notes plus \$837,699 of capitalised interest that would have been payable on 26 June 2015 on the previous Notes. The new Notes are valued and classified as a current liability based on the Directors' best expectation that they would be repaid within one year with a 15% redemption premium payable. Unamortised capitalised transaction costs of \$229,682 were expensed at 26 June 2015.

The new Notes are valued at initial recognition based on the difference between the face value of the Notes and the present value of the liability component at a market yield of 15% - the rate that could be earned on a similar debt instrument without the conversion feature. The nil value of the equity component is calculated as the residual difference between the liability component calculated without the conversion feature and the face value of the Notes.

The Notes are secured by a security interest over all assets of the Group's US subsidiaries.

**Note 14. Provisions**

	<b>Consolidated</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
<b>Current provision for annual leave</b>		
Balance at 1 July	6,303	-
Movement for the year	12,228	6,303
<b>Balance at 30 June</b>	<b>18,531</b>	<b>6,303</b>
<b>Non-current provision for mine site restoration:</b>		
Balance at 1 July	757,035	690,046
Movement for the year	83,025	79,579
Exchange differences	171,186	(12,590)
<b>Balance at 30 June</b>	<b>1,011,246</b>	<b>757,035</b>

A provision has been recognised for the costs to be incurred for the restoration of the mining site at Kodiak Coking Coal Project, Alabama.

**Note 15. Issued capital**

	<b>Consolidated</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
86,934,798 (2014: 75,623,404) fully paid ordinary shares	23,875,252	21,537,243
	<u>23,875,252</u>	<u>21,537,243</u>
Nil (2014: 5,919,080) fully paid ordinary shares to be issued	-	1,183,816
Shares to be issued recognised as a share based payment	36,000	-
Other equity securities (note 16(e))	404,548	404,548
	<u><b>24,315,800</b></u>	<u><b>23,125,607</b></u>

Holders of ordinary shares have the right to receive dividends as declared and in the event of winding up the parent entity, to participate in the proceeds from the sale of all surplus assets in proportion to the number of shares held and the amount paid up.

At shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

**a. Issue of ordinary shares and other equity instruments during the year**

	<b>Consolidated</b>			
	<b>2015</b>			<b>2014</b>
	<b>Number of shares</b>	<b>\$</b>	<b>Number of shares</b>	<b>\$</b>
Opening balance	<b>75,623,404</b>	<b>23,125,607</b>	56,002,606	13,444,148
Conversion of listed options to ordinary shares at \$0.20 per listed option	-	-	538,698	107,740
Shares Issued on 4 July 2013 @ \$0.44 per share	-	-	1,000,000	-
Shares Issued on 15 October 2013 @ \$0.60 per share	-	-	4,997,000	2,998,200
Shares Issued on 11 November 2013 @ \$0.60 per share	-	-	6,503,000	3,901,800
Shares Issued on 31 December 2013 @ \$0.4207 per share as interest on convertible notes	-	-	2,002,324	842,308
Shares Issued on 13 March 2014 @ \$0.20 per share on exercise of unlisted options	-	-	1,500,000	300,000
Shares Issued on 29 June 2014 @ \$0.2720 per share as interest on convertible notes	-	-	3,079,776	837,698
Shares committed to be issued at 30 June 2014 @ \$0.20 per share on exercise of listed options. These shares were issued 11 July 2014	5,919,080	-	-	1,183,816
Shares issued 11 July 2014 @ \$0.20 per share on exercise of listed options.	592,680	118,536	-	-
Shares Issued on 8 August 2014 @ \$0.20 per share on exercise of unlisted options	1,000,000	200,000	-	-
Shares Issued on 31 December 2014 @ \$0.2217 per share as interest on convertible notes	3,799,634	842,301	-	-
Shares expected to be issued due to short term bonus payment that was committed to on 25 June 2015.	-	36,000	-	-
Costs arising of issue	-	(6,644)	-	(490,103)
	<u><b>86,934,798</b></u>	<u><b>24,315,800</b></u>	<u><b>75,623,404</b></u>	<u><b>23,125,607</b></u>

**Note 15. Issued capital (continued)**

At 30 June 2013, the Group had committed to issue 1,000,000 ordinary shares at a deemed value of \$0.44 per share for a total deemed value of \$440,000 in settlement (without admission) of the dispute with Monomotapa Coal Limited. These shares were issued on 4 July 2013.

On 25 June 2015 the Group committed to pay a short term bonus payment to the Chief Executive Officer (CEO) of \$36,000. This amount is payable by the Company at the CEO's election as either:

- (a) cash, subject to the Company completing a fundraising of no less than \$2,000,000; or
- (b) shares, with the deemed issue price being equal to the issue price of the most recent capital raising undertaken by the Company.

The Group expects to realise this liability through the issue of shares. This requirement has not been extinguished by the subsequent termination of the CEO's employment.

**b. Options over ordinary shares**

As at 30 June 2015, there were 11,250,000 (2014: 16,750,000) unlisted options over ordinary shares in the Company. The fair value of unlisted options granted for nil consideration during the year ended 30 June 2015 was nil (2014: \$377,150). The values were calculated as at the grant date using the Black Scholes option valuation method taking into accounts the terms and conditions upon which the options are granted.

As at 30 June 2015, there were nil (2014: nil) listed options over ordinary shares in the Company.

<b>Unlisted Options</b>	<b>Expiry date</b>	<b>Number of options</b>	<b>Remaining contractual life</b>	<b>Exercise price \$</b>
Options issued 9 November 2012	9 November 2015	250,000	0.36	1.25
Options issued 30 November 2012	30 November 2015	5,500,000	0.42	1.36
Options issued 28 March 2013	28 March 2016	1,500,000	0.75	1.02
Options issued 28 March 2013*	28 March 2016	1,000,000	0.75	1.14
Options issued 11 March 2014	11 March 2017	1,000,000	1.70	0.5888
Options issued 11 March 2014**	11 March 2017	500,000	1.70	0.7247
Options issued 15 April 2014	15 April 2017	1,000,000	1.79	0.5251
Options issued 15 April 2014***	15 April 2017	500,000	1.79	0.6463

**Average**

**0.84**

**1.09**

\* These options vested on 28 March 2014

\*\* These options vested on 11 March 2015

\*\*\* These options vested on 1 April 2015

Each option entitles the holder to subscribe for one share upon exercise of each option.

Total options on issue by the Company as at 30 June 2015 are 11,250,000 (2014: 17,750,000). The weighted average contractual life is 0.84 years (2014: 1.46 years). The weighted average exercise price is \$1.09 (2014: \$084).

**c. Performance rights**

As at 30 June 2015, there were 1,000,000 (2014: 1,000,000) performance rights over ordinary shares on issue that expire on 25 June 2019 if they have not previously vested.

Performance rights convert to ordinary shares of the Company on a one-to-one basis depending on the achievement of performance based vesting conditions. Rights that do not vest at the end of a five year period from issue lapse unless the Board in its discretion determines otherwise. Performance rights do not entitle holders to dividends that are declared during the vesting period.

**Note 15. Issued capital (continued)**

On vesting, performance rights convert into ordinary shares in the Company for no further consideration. These performance rights have been valued for accounting purposes at \$0.41 each, being the share price at the grant date of 1 April 2014 for a total value of \$410,000. The performance rights are being expensed over the expected vesting period of one year from the grant date. In 2015 \$102,219 has been reversed (2014: \$102,219 expensed) for these performance rights, because the probability of meeting non market vesting conditions was nil. These performance rights were issued to the trustee of the Attila Resources Performance Rights Trust on 25 June 2014.

Following the termination of the CEO's employment subsequent to year end, the performance rights became incapable of vesting, leading to the reversal of all amounts previously recognised over the vesting period for these performance rights. At 30 June 2015 the probability of meeting the non market vesting conditions was determined to be nil.

**d. Capital management**

The Company's debt and capital includes ordinary share capital, and financial liabilities, supported by financial assets.

There are no externally imposed capital requirements.

The Board effectively manages the Company's capital by assessing the Company's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels and share issues. The Board frequently review budgets and budget variance analyses that include cash flow projections and working capital projections, to ensure prudent management of capital budgeting requirements. There has been no change in the strategy adopted by the Board to control the capital of the Group since the prior year.

**e. Other equity securities**

	<b>Consolidated</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
Opening balance	404,548	404,548
Value of conversion rights relating to the new convertible notes issued on extending the terms of the convertible notes (detailed in Note 14)	-	-
<b>Total</b>	<b>404,548</b>	<b>404,548</b>

**Note 16. Reserves**

Options reserve	3,180,536	3,099,632
Performance rights reserve	-	102,219
Foreign currency translation	3,502,537	496,306
	<b>6,683,073</b>	<b>3,698,157</b>

**Movements**

<i>Options reserve</i>		
Opening balance	3,099,632	2,651,497
Options (unlisted) issued during the year	80,904	448,135
<b>Balance as at 30 June</b>	<b>3,180,536</b>	<b>3,099,632</b>

The Options reserve records items recognised as expenses on valuation of employee share options and options issued to external parties.

**Note 16. Reserves (continued)**

	<b>Consolidated</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
<i>Performance rights reserve</i>		
Opening balance	102,219	-
Performance rights issued during the year	-	102,219
Reversal of amount previously recognised over vesting period	(102,219)	-
<b>Balance as at 30 June</b>	<b>-</b>	<b>102,219</b>

The performance rights reserve records items recognised as expenses on valuation of performance rights.

*Exchange differences on translation of foreign controlled entities*

Opening balance	496,306	693,884
Foreign currency translation	3,006,231	(197,578)
<b>Balance as at 30 June</b>	<b>3,502,537</b>	<b>496,306</b>

The foreign currency translation reserve records exchange differences arising on translation of foreign controlled subsidiaries.

All US subsidiaries have a functional currency of \$US. At 30 June 2015, the US subsidiaries had net assets, exclusive of intragroup balances, of \$US12,374,642 or \$AUD16,112,815 (2014: \$US11,608,769 or \$AUD12,323,534) at the 2015 year end AUD:USD foreign exchange rate of 0.7680 (2014: 0.9420). In 2015, the net assets of US subsidiaries excluding intragroup balances increased by \$AUD3,789,281 after functional currency translation. Without functional currency translation, the increase would have been \$US765,873 or \$AUD913,929 at the average AUD:USD foreign exchange rate for the year of 0.8380. Other movements in the foreign currency translation reserve are due to revenue and expense balances being translated at the average exchange rate for the year while equity items are never revalued after initial recognition.

**Note 17. Financial instruments**

**Financial Risk Management**

The Group's principal financial instruments are cash, receivables and payables (including convertible notes).

*Overview*

The Group has exposure to the following risks from their use of financial instruments:

- financial risk
- liquidity risk
- credit risk
- Interest rate risk
- Foreign exchange risk

This note presents information about the Group's exposure to each of the above risks.

*Financial Risk Management Policies*

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework.

Risk management policies are established by the Board of Directors to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits.

**Note 17. Financial instruments (continued)**

*Financial Risk*

The main risks the Group is exposed to through its financial instruments are interest rate risk, liquidity risk, credit risk and foreign exchange risk.

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	<b>Consolidated</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
<b>Financial Assets</b>		
Cash and cash equivalents	1,169,552	5,982,970
Trade and other receivables	35,874	38,169
Non current other financial assets	1,060,027	816,035
	<b>2,265,453</b>	<b>6,837,174</b>
<b>Financial Liabilities</b>		
Trade and other payables	366,673	604,359
Current convertible notes	14,860,380	12,521,233
Non current convertible notes	-	1,063,120
	<b>15,227,053</b>	<b>14,188,712</b>

Non current other financial assets of \$1,060,027 (2014: \$816,053) consist of security deposits of \$40,000 (2014: \$59,000) plus an environmental bond denominated in USD of \$1,020,027 (2014: \$757,035).

**Note 17. Financial instruments (continued)**

*Liquidity Risk and Liquidity Risk Management*

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure that it will have sufficient cash to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of credit facilities or other fund raising initiatives.

The Board frequently reviews budget variance analyses that include working capital projections to monitor working capital requirements and optimise cash utilisation.

The Group has funding through convertible notes of \$14,860,380 (2014: \$13,584,353) at balance date. The Group continuously monitors forecast and actual cash flows and the maturity profiles of financial assets and financial liabilities to manage its liquidity risk. Refer to note 1(a) Going concern for further details of liquidity risk management.

The Group has access to a credit card facility totalling \$40,000 (2014: \$40,000). The credit card facility may be drawn at any time and may be terminated by the bank without notice.

The following are the contractual maturities of financial liabilities:

<b>At 30 June 2015</b>	<b>Carrying Amount</b>	<b>Under 6 Months</b>	<b>Consolidated</b>		
			<b>6 – 12 Months</b>	<b>1 - 2 years</b>	<b>2 – 5 years</b>
<b>Non derivative financial liabilities:</b>					
Trade and other payables	366,673	366,673	-	-	-
Convertible notes	14,860,380	-	14,860,380	-	-
	<b>15,227,053</b>	<b>366,673</b>	<b>14,860,380</b>	-	-

<b>At 30 June 2014</b>	<b>Carrying Amount</b>	<b>Under 6 Months</b>	<b>Consolidated</b>		
			<b>6 – 12 Months</b>	<b>1 - 2 years</b>	<b>2 – 5 years</b>
<b>Non derivative financial liabilities:</b>					
Trade and other payables	604,359	604,359	-	-	-
Convertible notes	13,584,353	-	12,521,233	1,063,120	-
	<b>14,188,712</b>	<b>604,359</b>	<b>12,521,233</b>	<b>1,063,120</b>	-

The conversion and conversion period of the Notes into ordinary shares of the parent entity were approved by the Company's shareholders at a General Meeting held on 9 October 2012. The convertible notes on issue at 30 June 2015 are expected to be repaid before 30 June 2016, but are extendable by the Company for a term to 26 June 2017.

*Credit Risk*

Credit risk refers to the risk that counterparties will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted the policy of only dealing with credit worthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from defaults.

Banks and financial institutions are chosen only if they are independently rated parties with a minimum rating of 'A'.

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics other than the security provided to the convertible noteholders whereby each shareholder of Attila US LLC has pledged their interest in that company which owns 100% of Kodiak as security to the noteholders.



**Note 17. Financial instruments (continued)**

The carrying amount of financial assets recorded in the financial statements, net of any provisions for losses, represents the Group's maximum exposure to credit risk without taking account of the value of any collateral or other security obtained.

*Interest Rate Risk*

Interest rate risk is managed with a mixture of fixed and floating rate debt. The Group's exposure to interest rate risk and the effective weighted average interest rate for each class of financial assets and financial liabilities is set out in the following table:

<b>2015</b>	<b>Weighted Average Interest Rate %</b>	<b>Floating Interest Rate \$</b>	<b>Fixed Interest Maturing in 1 Year or Less \$</b>	<b>Fixed Interest Maturing in over 1 Year \$</b>	<b>Non- Interest Bearing \$</b>	<b>Total \$</b>
<b>Financial Asset</b>						
Cash and cash equivalents	2.37	250,289	900,000	-	19,263	1,169,552
Trade and other receivables	-	-	-	-	35,874	35,874
Non current other financial assets	0.12	-	40,000	-	1,020,027	1,060,027
<b>Financial Liabilities</b>						
Trade and other payables	-	-	-	-	(366,673)	(366,673)
Convertible Notes	15.00	-	(14,860,380)	-	-	(14,860,380)
<b>Net Financial Assets</b>		<b>250,289</b>	<b>(13,920,380)</b>	<b>-</b>	<b>708,491</b>	<b>(12,961,600)</b>
<b>2014</b>	<b>Weighted Average Interest Rate %</b>	<b>Floating Interest Rate \$</b>	<b>Fixed Interest Maturing in 1 Year or Less \$</b>	<b>Fixed Interest Maturing in over 1 Year \$</b>	<b>Non- Interest Bearing \$</b>	<b>Total \$</b>
<b>Financial Asset</b>						
Cash and cash equivalents	2.26	3,001,061	2,400,000	-	581,909	5,982,970
Trade and other receivables	-	-	-	-	38,169	38,169
Non current other financial assets	0.27	-	59,000	-	757,035	816,038
<b>Financial Liabilities</b>						
Trade and other payables	-	-	-	-	(604,359)	(604,359)
Convertible Notes	14.00	-	(12,521,233)	(1,063,120)	-	(13,584,353)
<b>Net Financial Assets</b>		<b>3,001,061</b>	<b>(10,062,233)</b>	<b>(1,063,120)</b>	<b>772,754</b>	<b>(7,351,538)</b>

**Note 17. Financial instruments (continued)**

The following tables summarises the sensitivity of the Group's financial assets and financial liabilities to interest rate risk:

2015	Carrying Amount	-1%	Equity	+1%	Equity
		Profit		Profit	
	\$	\$	\$	\$	\$
Cash and cash equivalents	1,169,552	(11,503)	-	11,503	-
Trade and other receivables	35,874	-	-	-	-
Non-current other financial assets	1,060,027	(400)	-	400	-
Trade and other payables	(366,673)	-	-	-	-
Convertible Notes	(14,860,380)	-	-	-	-
<b>Total increase/(decrease)</b>	<b>(12,961,600)</b>	<b>(11,903)</b>	<b>-</b>	<b>11,903</b>	<b>-</b>

2014	Carrying Amount	-1%	Equity	+1%	Equity
		Profit		Profit	
	\$	\$	\$	\$	\$
Cash and cash equivalents	5,892,970	(54,011)	-	54,011	-
Trade and other receivables	38,169	-	-	-	-
Non-current other financial assets	816,035	(590)	-	590	-
Trade and other payables	(604,359)	-	-	-	-
Convertible Notes	(13,584,353)	-	-	-	-
<b>Total increase/(decrease)</b>	<b>(7,351,538)</b>	<b>(54,601)</b>	<b>-</b>	<b>54,601</b>	<b>-</b>

*Foreign exchange risk*

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

With instruments being held by overseas operations, fluctuations in the US dollar may impact on the Group's financial results unless those exposures are appropriately hedged. The Group does not currently have any foreign currency hedging facility in place.

**Note 17. Financial instruments (continued)**

The following table shows the foreign currency risk on the financial assets and liabilities of the Group's operations denominated in currencies other than the presentation currency.

2015	Net Financial Assets/(Liabilities) in \$AUD	
	USD	Total
Consolidated Group	951,609	951,609

2014	Net Financial Assets/(Liabilities) in \$AUD	
	USD	Total
Consolidated Group	1,081,557	1,081,557

In respect of the above USD foreign currency risk exposure in existence at the balance sheet date a sensitivity of -10% lower and 10% higher has been applied. With all other variables held constant, post tax loss and equity would have been affected as follows:

AUD \$95,161 loss; AUD \$95,161 gain (2014: AUD \$108,156 loss; AUD \$108,156 gain).

*Financial risk management objectives*

The Group's and parent entity's activities expose them to a variety of financial risks: market risk (including price risk and interest rate risk), credit risk and liquidity risk. The Group's and parent entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group and parent entity use different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate and other price risks, ageing analysis for credit risk and beta analysis in respect of investment portfolios to determine market risk.

Risk management is carried out by the Board of Directors. These policies include identification and analysis of the risk exposure of the Group and parent entity and appropriate procedures, controls and risk limits.

*Unrecognised Financial Instruments*

The Group does not have any unrecognised financial instruments.

*Fair Value Estimation*

The net fair value of cash and non interest bearing monetary assets and financial liabilities of the Group approximates their carrying amount.

**Note 18. Interests of Key Management Personnel**

Refer to the remuneration report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Group's key management personnel (KMP) for the year ended 30 June 2015.

The totals of remuneration paid to KMP of the Company and the Group during the year are as follows:

	Short-Term Benefits	Post Employment Benefits	Share-Based Payments	Total KMP Compensation
	\$	\$	\$	\$
2015 Total	826,563	30,748	14,685	871,996
2014 Total	729,441	11,621	550,354	1,291,416

**Note 18. Interests of Key Management Personnel (continued)**

**Performance rights holdings of Key Management Personnel**

Scott Sullivan was granted and issued 1,000,000 performance rights during the year ended 30 June 2014, that did not vest during 2014 or 2015 and were held at year end. There were no other performance rights transactions or balances during 2014 or 2015. The vesting period for the 1,000,000 performance rights issued to Mr Sullivan was extended to 25 June 2019. \$102,219 was expensed for these performance rights during 2014, based on the then expected portion of the vesting period occurring during the year. No amount was expensed for 2015 as the probability of meeting non market vesting conditions was nil

**Other KMP Transactions**

There have been no other transactions with KMP or their related parties involving equity instruments other than those described in the tables above. For details of other transactions with KMP, refer to Note 23 Related Party Transactions and Balances.

**Note 19. Remuneration of auditors**

	<b>Consolidated</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
Remuneration of the auditors for:		
- Audit or review of the financial report	42,889	54,499
<b>Total</b>	<b>42,889</b>	<b>54,499</b>

**Note 20. Contingent Liabilities and Contingent Assets**

The Group has no outstanding contingent assets or contingent liabilities at 30 June 2015, other than a statement of claim received by the Group during the prior year filed at the Circuit Court of Shelby County, Alabama relating to an alleged unfair dismissal claim by Mr Don Brown. The claim is for approximately US\$1,000,000. The Company intends to defend this matter and the Directors are of the opinion that the claim can be successfully defended. Accordingly, no liability has been recorded in relation to this matter.

The Group has engaged a corporate finance adviser to assist with corporate transactions whereby a third party may acquire an interest in the assets or issued capital of Attila. The corporate finance adviser is to be paid a fee of \$500,000 plus 2% of the value ascribed to Attila in excess of \$50,000,000 on completion of a successful transaction.

**Note 21. Commitments**

**Milestone Agreements**

In December 2012, Attila entered into formal consultancy agreements with its project partner, TBL Metallurgical Resources, and its key personnel in relation to the Kodiak Coking Coal Project. In addition to the provision of key services to ensure the success of the Kodiak Coking Coal Project, the agreements provide for milestone payments of up to US\$1 million each upon the achievement of key milestones linked to the Kodiak Coking Coal Project. The maximum outstanding amount payable for these milestones is US\$3 million. The outstanding milestones include the Group releasing a definitive feasibility study, the commencement of mining and washing of coal from the Kodiak Project and also annualised production of 250,000 saleable tonnes of hard coking coal from the Seymour or Gurnee Properties.

## **Note 21. Commitments (continued)**

### **Gurnee Property**

In the year ended 30 June 2012, the Group acquired, through its 70% owned subsidiary, Kodiak Mining Company LLC, options over coal leases at the Gurnee Property.

The option agreement to lease the underground mining rights to Atkins and Coke coal beds created the following outstanding commitments:

- Term of the lease: 3 year rolling terms until exhaustion of any discovered coal reserves subject to certain minimum production milestones per 3 year term; and
- Royalty of 8% on net coal sales with a minimum monthly payment of US\$30,000 per month commencing in July 2014. The minimum royalty payment has been reduced to \$US15,000 per month from 1 July 2015. The minimum royalty payments will be offset against future Royalty payments incurred during production.

### **Seymour Property**

On 20 December 2012, the Group announced that its 70% owned subsidiary, Kodiak Mining Company LLC, had finalised the formal documentation for the option to acquire additional coal leases at the Seymour Property as originally announced on 3 December 2012.

The key terms of the option agreement to lease the underground mining rights to the Atkins, Coke, Upper Thompson and Big Bone coal seams on an approximately 4,000 acre property from RGGS Land & Minerals Ltd LP are as follows:

- Upfront option fee of US\$100,000;
- 2 year option to complete a minimum of US\$500,000 worth of exploration in first year;
- Exercise of option at US\$300,000;
- Term of the lease: 3 year rolling terms until exhaustion of any discovered coal reserves subject to certain minimum production milestones per 3 year term; and
- Royalty of 8% on net coal sales with an upfront payment of US\$25,000 and minimum monthly payment of US\$5,000 per month for each coal seam leased.

The US\$500,000 exploration expenditure requirement was met by July 2013. This option has been extended to 9 December 2015 with a further extension of the option to 9 December 2016 available for \$50,000.

### **Upper Thompson Seam (option to lease)**

On 23 September 2013, the Group announced that its 70% owned subsidiary, Kodiak Mining Company LLC, had entered into an option agreement to lease the Upper Thompson coal seam within its Gurnee Property, from the existing mineral rights holder RGGS Land and Minerals Ltd LP (RGGS).

The key terms of the option agreement to lease the underground mining rights to the Upper Thompson coal seam on an approximate 2,760 acre property from RGGS are as follows:

- Upfront option fee of US\$70,000;
- Option term 1 year from date of signing;
- Exercise price of option for a further US\$305,000;
- Term of the lease is 18 years or until exhaustion of any discovered coal reserves, subject to certain minimum production milestones; and
- Royalty of 8% on net coal sales at mine gate with a minimum monthly royalty of \$8,000 commencing 6 months from date of exercising the option.
- This option has been extended to 21 August 2015 with a further extension of the option to 21 August 2016 available for \$70,000.

**Note 21. Commitments (continued)**

**Project X – Gholson and Clarke Coal Seams Lease**

On 23 September 2013, the Group announced that its 70% owned subsidiary, Kodiak Mining Company LLC, had entered into a lease agreement with RGGGS to mine the Gholson and Clarke coal seams at an area known as Project X, which is also located on the Company's Gurnee Property.

The key terms for the acquisition of Project X, which incorporates the Gholson and Clarke seams are as follows:

- Upfront leasing fee of US\$25,000;
- Term of the lease is 18 years or until exhaustion of any discovered coal reserves subject to certain minimum production milestones; and
- Royalty of 8% on net coal sales at mine gate with a minimum monthly royalty of \$3,000 commencing in August 2014. The minimum royalty payments will be offset against future Royalty payments incurred during production.

**Other commitments due within 1 year**

	<b>Consolidated</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
Operating lease of office premises	18,000	21,185
Professional fees	37,500	37,500
Executive fees	59,238	162,125
US Consultants	21,801	118,365
Definitive feasibility study consultants	-	1,240,468
<b>Total</b>	<b>136,539</b>	<b>1,579,643</b>

**Note 22. Related party transactions and balances**

The Group's main related entities are key management personnel and Kingslane Pty Ltd (and its associated entities). Key management personnel are any people having authority and responsibility for planning, controlling and directing the activities of the entity, directly or indirectly, including any director (whether executive or otherwise). For further disclosures relating to key management personnel see note 19.

Kingslane Pty Ltd and associated entities (Kingslane) is a substantial shareholder in the Company and held 11,045,014 (2014: 9,891,555) ordinary shares in the Company at 30 June 2015. Entities controlled by Kingslane also:

- Held a 10% non-controlling interest in the Kodiak project and Kodiak Mining Company LLC through a non-controlling shareholding in 70% owned Attila Resources US LLC;
- held Notes with face values of \$4,504,301 (2014: \$4,250,000) convertible into 9,008,602 (2014: 8,500,000) shares, that were recognised as a current liability of \$4,511,187 (2014: current liability of \$4,126,822) at 30 June 2015. Interest of \$255,697 (2014: \$510,000) was paid on these Notes during the year through the issue of 1,153,459 (2014: 1,542,777) ordinary shares and interest of \$254,301 was capitalised when the Notes were extended on 26 June 2015.
- Exercised 152,500 listed options prior to 30 June 2014 for \$30,500. This balance was included in the balance of shares to be issued at 30 June 2014 with the shares issued on conversion of the options issued in July 2014.
- Received \$36,000 (2014: \$36,000) during the year for office rent.

Evan Cranston is a director of Konkera Corporate. Konkera Corporate received \$120,000 (2014: \$169,800) during the year for administrative, bookkeeping and accounting services. The company secretarial fees of \$30,000 (2014: \$30,000) for Oonagh Malone and Executive director fees of \$200,000 (2014: \$270,000) for Evan Cranston were also payable to Konkera Corporate.

**Note 22. Related party transactions and balances (continued)**

Mr Bryn Hardcastle is a director of Bellanhouse Legal which provided legal services totalling \$205,000 (2014: \$55,000) in the financial year ended 30 June 2015.

Mr Alan Thom is a director of Aston Corporation Pty Ltd which provided mining consulting services totalling nil (2014: \$6,900) in the financial year ended 30 June 2015.

Prior to Mr Shaun Day's appointment as a director, a party related to Mr Shaun Day acquired a Note. Interest of \$15,041 (2014: \$30,000) was paid on this Note during the year through the issue of 67,851 (2014: 90,752) ordinary shares. This Note was recognised as a current liability of \$265,364 (2014: non current liability of \$246,771) at 30 June 2015.

All related party transactions are on normal arms' length terms.

**Note 23. Controlled entities**

**a. Information about Principal Subsidiaries**

The information presented in this note is presented here in accordance with AASB 12.

Set out below are the Group's subsidiaries at 30 June 2015. The subsidiaries listed below have share capital consisting solely of ordinary shares, which are held directly by the Group, and the proportions of ownership interests held equals the voting rights held by the Group. Each subsidiary's country of incorporation or registration is also its principal place of business.

Name of Subsidiary	Principal Place of Business	Ownership Interest Held by the Group		Proportion of Non-controlling Interests	
		2015	2014	2015	2014
Attila Resources US Pty Ltd	Australia	100%	100%	-	-
Attila Resources Holding US Ltd	United States of America	100%*	100%*	-	-
Attila Resources US LLC	United States of America	70%*	70%*	30%	30%
Kodiak Mining Company LLC	United States of America	70%*	70%*	30%	30%

\*Indirect Holdings

**b. Summarised Financial Information of Subsidiaries with Material Non-controlling Interests**

The 30% non-controlling interests in Attila Resources US LLC and Kodiak Mining Company LLC (Kodiak) had nil value at the date of acquisition because the value at the date of acquisition of the business combination was calculated by deducting the parent entity's convertible note liability from 30% of the fair value of the net assets of Kodiak. This is because the convertible note is secured by the members of Kodiak in proportion with each Members' Interest in the shares of Kodiak. The non-controlling interest is 30% of the issued capital of Attila Resources US LLC.

The non-controlling interest is free carried until a decision to mine is made at which time the parties will be required to contribute their respective share from bankable feasibility stage onwards. This may be done as a forfeit of profits derived. Although the non-controlling interest in Kodiak consequently has nil book value, the nature of the non-controlling interest is considered to make this non-controlling interest qualitatively material. Subsidiaries' financial statements used in the preparation of these consolidated financial statements have been prepared as at the same reporting date as the Group's financial statements.

**Note 23. Controlled entities (continued)**

Set out below is the summarised financial information for each subsidiary that has non-controlling interests that are material to the Group.

	<b>Kodiak</b>	
	<b>2015</b>	<b>2014</b>
<b>Summarised Financial Position before intra-group eliminations</b>	<b>\$</b>	<b>\$</b>
Current assets	56,784	84,239
Non-current assets	17,193,186	13,394,771
Current liabilities	(21,357,102)	(13,542,401)
Non-current liabilities	(1,011,246)	(757,035)
<b>Net Assets</b>	<b>(5,118,378)</b>	<b>(820,426)</b>
<b>Carrying amount of non-controlling interests</b>	<b>-</b>	<b>-</b>

The non-current assets and non-current liabilities of Kodiak include a secured deposit of \$1,011,246 (30 June 2014: \$757,035) that is security against a non-current reclamation liability of \$1,011,246 (30 June 2014: \$757,035). The nature of this non-current reclamation liability significantly restricts the Group's ability to access the secured deposit for the purpose of meeting other liabilities of the Group.

The current liabilities of Kodiak also include intra-group loan balances totaling \$21,230,987, (30 June 2014: \$13,095,599). These intra-group loan balances are unsecured and at call, so consequently considered current despite the current nature of operations.

Although the functional currency of Kodiak is United States dollars and the presentation currency of the Group is Australian dollars, there are no foreign currency translation reserve movements recognised in other comprehensive income of Kodiak as foreign currency translation reserve movements only arise on consolidation.

	<b>Kodiak</b>	
	<b>2015</b>	<b>2014</b>
<b>Summarised Financial Performance before intra-group eliminations</b>	<b>\$</b>	<b>\$</b>
Revenue	-	-
Loss before income tax	(3,752,699)	(4,661,380)
Income tax expense/income	-	-
Post-tax loss from continuing operations	(3,752,699)	(4,661,380)
Post-tax loss from discontinued operations	-	-
Other comprehensive income	-	-
<b>Total comprehensive income</b>	<b>(3,752,699)</b>	<b>(4,661,380)</b>
Profit/(loss) attributable to non-controlling interests	-	-
Distributions paid to non-controlling interests	-	-

	<b>Kodiak</b>	
	<b>2015</b>	<b>2014</b>
<b>Summarised Cash Flow Information before intra-group eliminations</b>	<b>\$</b>	<b>\$</b>
Net cash from/(used in) operating activities	(3,973,552)	(5,162,670)
Net cash from/(used in) investing activities	(716,775)	(167,967)
Net cash from/(used in) financing activities	4,736,687	5,289,713
<b>Cash and Cash Equivalents at End of Year</b>	<b>37,605</b>	<b>71,901</b>

Kodiak's net cash from financing activities for both 2015 and 2014 solely comprised movements in intra-group loan account balances.



**Note 24. Events occurring after reporting period**

The Directors are not aware of any significant events since the end of the reporting period other than the Chief Executive Officer's cessation of employment on 26 September 2015.

No other matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Group, the result of these operations, or the state of the affairs of the Group in future financial year.

**Note 25. Cash-flow information**

**a. Reconciliation of cashflow from operations with loss after income tax**

	<b>Consolidated</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
Loss after income tax	(6,530,288)	(6,752,119)
<b>Non-cashflows in loss:</b>		
Depreciation and amortisation	17,609	13,475
Share-based payments	14,685	550,354
Interest on convertible notes paid in equity instruments	842,301	1,680,006
Exploration and evaluation expenditure paid in equity instruments	-	-
<b>Changes in assets and liabilities net of effects of purchase of subsidiaries:</b>		
Decrease in trade and other receivables	2,295	22,090
Decrease/ (increase) in prepayments	14,101	(22,819)
Decrease in trade and other payables	(237,686)	(596,110)
Increase in borrowings due to accrued interest payable and expensing of capitalised borrowing costs	1,276,027	402,452
Increase in provisions	12,228	73,292
Exchange differences	48,328	(22,272)
<b>Net cash used in operating activities</b>	<b>(4,540,400)</b>	<b>(4,651,651)</b>

**b. Acquisition of subsidiaries**

No subsidiary or business combination was acquired in 2015 or 2014.

**c. Non cash financing and investing activities**

The Group did not have any non-cash financing and investing activities during the year ended 30 June 2015 (2014:nil).

**Note 26. Earnings per share**

The following reflects the income used in the basic and diluted earnings per share computations:

	<b>Consolidated</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
<b>Basic / dilutive earnings per share</b>		
Basic loss per share (cents per share)	7.71	10.22
Weighted average number of ordinary shares outstanding during the year used in calculation of basic earnings per share	84,716,272	66,092,793
<b>Net loss used in the calculation of basic earnings per share</b>	<b>(6,530,288)</b>	<b>(6,752,119)</b>

Share options are not considered dilutive as the conversion of options will result in a decrease in the net loss per share. The weighted average number of shares has no dilutive effect to the diluted earnings per share.

Due to the Group being in a loss position, it is considered counter dilutive and therefore earnings per share are not diluted.

**Note 27. Share Based Payments**

**Options**

Options granted to key management personnel in 2015 or 2014 are as follows:

<b>Grant Date</b>	11 March 2014	11 March 2014
<b>Vesting Date</b>	11 March 2014	11 March 2015
<b>Expiry Date</b>	11 March 2017	11 March 2017
<b>Exercise price (\$)</b>	0.5888	0.7247
<b>Underlying share price (\$)</b>	0.46	0.46
<b>Expected share price volatility</b>	65%	65%
<b>Risk free interest rate</b>	2.96%	2.96%
<b>Discount for illiquidity</b>	20%	20%
<b>Value per option (\$)</b>	0.1405	0.1193
<b>Number of options granted</b>	1,000,000	500,000
<b>Value of Tranche (\$)</b>	140,500	59,663
<b>Amount expensed in 2014 (\$)</b>	140,500	18,304
<b>Amount expensed in 2015 (\$)</b>	-	41,359

**Note 27. Share Based Payments (continued)**

<b>Grant Date</b>	1 April 2014	1 April 2014
<b>Vesting Date</b>	1 April 2014	1 April 2015
<b>Expiry Date</b>	15 April 2017	15 April 2017
<b>Exercise price (\$)</b>	0.5251	0.6463
<b>Underlying share price (\$)</b>	0.41	0.41
<b>Expected share price volatility</b>	64%	64%
<b>Risk free interest rate</b>	3.06%	3.06%
<b>Discount for illiquidity</b>	20%	20%
<b>Value per option (\$)</b>	0.1243	0.1054
<b>Number of options granted</b>	1,000,000	500,000
<b>Value of Tranche (\$)</b>	124,300	52,684
<b>Amount expensed in 2014 (\$)</b>	124,300	13,139
<b>Amount expensed in 2015 (\$)</b>	-	39,545

Valuations of options granted to Key Management Personnel in 2014 were performed using a Black – Scholes option pricing model applying the above parameters. Historical volatility has been the basis for determining expected share price volatility as it is assumed that this is indicative of future tender which may not eventuate in the future.

The options hold no voting or dividend rights. Further details of these options are provided in the Director's Report. During the financial year, 1,000,000 options vested (2014: 3,000,000).

The total share based payment expense for options issued during the year ended 30 June 2015 was \$80,904 (2014: \$296,243).

The Company established an Employee Share Option Plan on 6 December 2010 as a long-term incentive to recognise talent and motivate employees and consultant to strive for Group performance. The options are granted at the sole discretion of the Board for no consideration and carry no entitlements to voting rights or dividends of the Group. The Board, in its discretion, determine the strike price of the options and may apply vesting conditions. On resignation from the Group, the optionholder has 30 days to exercise or forfeit the options. On termination without cause, the optionholder has six months to exercise or forfeit the options.

**Note 27. Share Based Payments (continued)**

A summary of the movements of options issued as share-based payments is as follows:

	Number	Weighted Average Exercise Price
<b>Options outstanding as at 30 June 2013</b>	12,250,000	0.9304
Granted	3,000,000	0.6001
Forfeited	-	-
Exercised	(1,500,000)	0.2000
Expired	-	-
<b>Options outstanding as at 30 June 2014</b>	13,750,000	0.9380
Granted	-	-
Forfeited	-	-
Exercised	(1,000,000)	0.2000
Expired	(1,500,000)	0.2900
<b>Options outstanding as at 30 June 2015</b>	11,250,000	1.0899
Options exercisable as at 30 June 2015	11,250,000	1.0899
Options exercisable as at 30 June 2014	12,750,000	0.9578

The weighted average remaining contractual life of options outstanding at year end was 0.84 years.

The fair value of options granted to employees is deemed to represent the value of the employee services received over the vesting period.

The weighted average fair value of options granted during the year was nil (2014: \$0.1257)

**Performance Rights**

Performance rights granted to key management personnel are detailed in note 16(c).

**Shares**

1,000,000 shares were agreed to be issued to Monomotapa Coal Limited in 2013 and issued in 2014 as a result of the settlement of a legal dispute (without admission). These shares were valued at the fair value of the equity interests granted determined by reference to market price on the grant date of \$0.44 per share.

**Shares to be issued**

On 25 June 2015 the Group committed to pay a short term bonus payment to the Chief Executive Officer (CEO) of \$36,000. This amount is payable by the Company at the CEO's election as either:

- (a) cash, subject to the Company completing a fundraising of no less than \$2,000,000; or
- (b) shares, with the deemed issue price being equal to the issue price of the most recent capital raising undertaken by the Company.

The Group expects to realise this liability through the issue of shares. This requirement has not been extinguished by the subsequent termination of the CEO's employment.

**Note 28. Parent entity**

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

**Statement of Financial Position**

	<b>Parent entity</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
<b>Assets</b>		
Current assets	1,168,687	5,917,461
Non current assets	15,282,335	11,671,164
<b>Total Assets</b>	<b>16,451,022</b>	<b>17,588,625</b>
<b>Liabilities</b>		
Current liabilities	15,131,002	12,691,198
Non current liabilities	-	1,063,120
<b>Total Liabilities</b>	<b>15,131,002</b>	<b>13,754,318</b>
<b>Net Assets</b>	<b>1,320,020</b>	<b>3,834,307</b>
<b>Equity</b>		
Issued capital	24,315,800	23,125,607
Reserves	3,180,536	3,201,851
Accumulated losses	(26,176,316)	(22,493,151)
<b>Total Equity</b>	<b>1,320,020</b>	<b>3,834,307</b>
<b>Statement of Profit or Loss and Comprehensive Income</b>		
Total loss	(3,683,165)	(7,664,464)
<b>Total comprehensive loss</b>	<b>(3,683,165)</b>	<b>(7,664,464)</b>

**Guarantees**

There are no guarantees entered into by the parent entity in the financial year ended 30 June 2015 in relation to the debt of a subsidiary.

**Contingent Liabilities**

The Company has been named as a part of a group that received a statement of claim filed at the Circuit Court of Shelby County, Alabama relating to an alleged unfair dismissal claim by Mr Don Brown. As detailed in Note 20, the Company intends to defend this matter.

**Contractual commitments**

At 30 June 2015, Attila Resources Limited had not entered into any contractual commitments for the acquisition of property, plant and equipment (2014: nil).

## DIRECTORS' DECLARATION

The Directors of the Company declare that:

1. the financial statements and notes, as set out on pages 16 to 61 are in accordance with the *Corporations Act 2001* and:
  - a. comply with Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes explicit and unreserved compliance with International Financial Reporting Standards (IFRS); and
  - b. give a true and fair view of the financial position as at 30 June 2015 and of the performance for the year ended on that date of the company and consolidated group;
2. 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 has been made after receiving the declarations required to be made to the Directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2015.

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



**Evan Cranston**  
Non Executive Director

Dated this 30<sup>th</sup> day of September 2015



## **Independent auditor's report to the members of Attila Resources Limited**

### **Report on the financial report**

We have audited the accompanying financial report of Attila Resources Limited (the company), which comprises the consolidated statement of financial position as at 30 June 2015, and consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended on that date, notes 1 to 28 comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the Group comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

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

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

#### *Auditor's responsibility*

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing 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 judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 performed the procedures to assess whether in all material respects the financial report presents fairly, in accordance with the *Corporations Act 2001* and Australian Accounting Standards, a true and fair view which is consistent with our understanding of the Group's financial position and of its performance.

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*.



*Auditor's opinion*

In our opinion:

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

- (i) giving a true and fair view of the Group's financial position as at 30 June 2015 and of its performance for the year ended on that date; and
- (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

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

*Emphasis of Matter – Going Concern*

Without modifying our opinion expressed above, we draw attention to the following matter. As a result of the facts set out in note 1a, there is a material uncertainty which may cast doubt regarding the ability of the Group to continue as a going concern and therefore whether it will be able 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 the directors' report for the year ended 30 June 2015. The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with Section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with auditing standards.

*Auditor's opinion*

In our opinion, the remuneration report of Attila Resources Limited for the year ended 30 June 2015, complies with Section 300A of the *Corporations Act 2001*.

KPMG

KPMG

G-T H

Graham Hogg  
Partner

Perth

30 September 2015



## Corporate Governance

The Company is committed to implementing the highest standards of corporate governance. In determining what those high standards should involve the Company has turned to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (3<sup>rd</sup> Edition). The Company is pleased to advise that the Company's practices are largely consistent with those ASX guidelines.

Unless disclosed below, all the principles and recommendations of the ASX Corporate Governance Council have been applied for the entire financial year ended 30 June 2015.

### Board of Directors

The skills, expertise and experience relevant to the position of each Director who is in office at the date of the Financial Report and their term of office are detailed in the Directors' Report.

The Directors are responsible for overseeing the Company's business operations and its management for the benefit of Shareholders, employees and other stakeholders and to enhance Shareholder value. The Board is responsible for the overall corporate governance of the Company and its subsidiaries.

### *Responsibilities and Functions of the Board*

Under the Board charter, the Board's responsibilities include:

- setting the strategic direction of the Company and monitoring management's performance within that framework;
- ensuring there are adequate resources available to meet the Company's objectives;
- appointing and removing Executive Directors and overseeing succession plans for the senior executive team;
- evaluating the performance of the Board and its Directors on an annual basis and determining remuneration levels of Directors;
- approving and monitoring financial reporting, capital management and the progress of business objectives;
- ensuring that adequate risk management procedures exist and are being used;
- ensuring that the Company has appropriate corporate governance structures in place, including standards of ethical behaviour and a culture of corporate and social responsibility; and
- ensuring that the Board is and remains appropriately skilled to meet the changing needs of the Company.

### *Responsibilities of Executive Management*

The role of senior executives within the organisation is to:

- develop with the Board, implement and monitor the strategic and financial plans for the Company;
- plan, develop and implement the annual budgets and business plans and continuously monitor all capital expenditure, capital management and all major corporate transactions, including the issue of any securities of the Company;
- develop all financial reports, and all other material reporting and external communications by the Company, including material announcements and disclosures, in accordance with the Company's external communications policy;
- manage the appointment of the chief financial officer, the general counsel and company secretary and any other specific senior management positions;
- develop, implement and monitor the Company's risk management framework;
- keep the Board fully informed of all material matters which may be relevant to the Board, in their capacity as directors of the Company;
- provide effective management of the Company in order to:
  - encourage cooperation and teamwork;
  - build and maintain staff morale at a high level;
  - build and maintain a strong sense of staff identity with, and a sense of allegiance to the Company;
  - ensure a safe workplace for all personnel;

- ensure that the Company has regard to the interests of employees and customers of the company and the community and environment in which the company operates; and
- otherwise carry out the day-to-day management of the Company.

### ***Composition of the Board***

The Board consists of one executive Director and two non-executive Directors, the details of whom are set out in the Directors' Report.

The Constitution requires a minimum number of three directors. The maximum number of Directors is fixed by the Board but may not be more than 10, unless the members of the Company in general meeting resolve otherwise. The relevant provisions in the Company's Constitution and the Corporations Act determine the terms and conditions relating to the appointment and termination of Directors. All non-executive Directors, are appointed for a fixed term and are subject to re-election by rotation every three years.

Identification of potential Board candidates includes consideration of the skills, experience, personal attributes and capability to devote the necessary time and commitment to the role. Details of the Company's policy in relation to the nomination and appointment of new directors is available on the Company's website.

The Company's Directors believe that the current composition of the Board has the necessary skills and motivation to ensure that the Company can perform strongly.

Any changes to Directorships will, for the foreseeable future, be considered by the full Board subject to any applicable laws. Accordingly, a nominations committee has not been established.

### ***Director Independence***

One of the three Directors satisfies the criteria for independence as outlined in recommendation 2.3 of the ASX Corporate Governance Principles and Recommendations. Although this does not comprise a majority as outlined in this recommendation, the Board considers that each Director is capable of bringing to bear independent judgement when considering matters before the Board.

### ***Conflicts of Interest***

In accordance with the Corporations Act and the Company's Constitution, Directors must keep the Board advised, on an ongoing basis, of any interest that could potentially conflict with those of the Company. Where the Board believes a significant conflict exists, the Director concerned does not receive the relevant papers and is not present at the Board meeting whilst the matter is being considered.

### ***Independent professional advice***

In fulfilling their duties, each Director dealing with corporate governance matters may obtain independent professional advice at the Company's expense, subject to prior approval of the Board, whose approval will not be unreasonably withheld.

### ***Board committees***

The Board of Directors considers that the Company is not currently of a size, or its affairs of such complexity, to justify the establishment of separate committees. Accordingly, all matters that may be capable of delegation to committees will be dealt with by the full Board.

## **Corporate governance policies**

The Board has adopted the following corporate governance policies:

### **Continuous Disclosure**

The Board places a high priority on communication with Shareholders and is aware of the obligations it has under the Corporations Act and ASX Listing Rules to keep the market fully informed of information which is not generally available and which may have a material effect on the price or value of the Company's securities.

## **Communication to Shareholders**

The Board recognises the importance of communicating regularly with Shareholders and aims to have transparent and effective communications. The Company will post all reports, ASX and media releases and copies of significant business presentations and speeches on the Company's website at [www.attilaresources.com](http://www.attilaresources.com). Shareholders will be encouraged to attend and participate in General Meetings.

## **Share Trading**

The Company has in place a share trading policy which restricts all Directors, employees or consultants of the Company from dealing in shares of the Company whilst in possession of price sensitive information or similarly passing information to other parties to buy or sell the Company's Shares.

In addition to insider trading prohibitions arising from the Corporations Act, Directors, executive officers and senior management are prohibited from trading as follows:

- No Director or executive officer should buy or sell Shares without the prior approval of the Board;
- No senior manager should buy or sell Shares without the prior approval of the Board;
- Unless there are unusual circumstances, trades in Shares by Directors and members of senior management are limited to stipulated periods;
- Directors and senior management are generally prohibited from trading Shares for a short term gain.

Before trading in the Company's Shares, Directors, employees and consultants must request in writing authorisation to trade in the Company's securities from their relevant authorising officer.

## **Confidentiality**

In addition to obligations under the Corporations Act in relation to inside information, all Directors, employees and consultants also have a duty of confidentiality to the Company in relation to confidential information they possess.

## **Matters for Approval by the Board of Directors**

The Board has adopted a list of matters required to be brought before the Board of Directors for approval. This provides an important means of dividing responsibility between the Board and management, assisting those affected by corporate decisions to better understand the respective accountabilities and contributions of the Board and the Senior Executives.

## **Evaluation of Board and Senior Executives**

The Board of Attila considers the evaluation of its own and senior executive performance as fundamental to establishing a culture of performance and accountability. The Board also considers the ongoing development and improvement of its own performance as critical input to effective governance. The Board undertakes an annual evaluation of its effectiveness as a whole.

The basis of the review is on goals that have been set for the Company based on corporate requirements and any areas for improvement identified in previous reviews. The Board does not endorse the reappointment of a director who is not satisfactorily performing the role.

All senior executives of the Company are subject to an annual performance evaluation. Each year, senior executives establish a set of performance targets with her or his superior. These targets are aligned to overall business goals and requirements of the position.

An informal assessment of progress is carried out each half year. A full evaluation of the executive's performance against the agreed targets takes place once a year. This will normally occur in conjunction with goal setting for the coming year. Since the Company is committed to continuous improvement and the development of its people, the results of the evaluation form the basis of the executive's development plan.

The Company is also committed to continuing development of its directors and executives. Any director wishing to undertake either specific directional training or personal development courses is expected to approach the Board for approval of the proposed course.

## **External Auditor Selection Process**

Should there be a vacancy for the position of external auditor, Attila, through the Audit Committee and the Board, conducts a formal tendering process, either a general or selective tender. Tenders are evaluated in accordance

with the criteria, as appropriate from time to time, provided to tenderers. Tenders are not assessed solely on the basis of price, but on a number of issues such as:

- skills and knowledge of the team proposed to do the work;
- quality of work;
- independence of the audit firm;
- lead signing partner and independent review partner rotation and succession planning;
- value for money;
- ethical behaviour and fair dealing; and
- independence from Attila.

The Board identifies and recommends an appropriate external auditor for appointment, in conjunction with senior management and/or Attila in general meeting. The appointment is made in writing.

The external auditor is required to rotate its audit partners so that no partner of the external auditor is in a position of responsibility in relation to Attila's accounts for a period of more than five consecutive years. Further, once rotated off Attila's accounts no partner of the external auditor may assume any responsibility in relation to Attila's accounts for a period of five consecutive years. This requires succession planning on the part of the external auditor, a process in which Attila is involved.

### **Risk Management Policy**

Risk recognition and management are viewed by Attila as integral to the Company's objectives of creating and maintaining shareholder value, and the successful execution of the Company's mineral exploration and development. The Board as a whole is responsible for oversight of the processes by which risk is considered for both ongoing operations and prospective actions.

Management is responsible for establishing procedures which provide assurance that major business risks are identified, consistently assessed and appropriately addressed.

Not all aspects of risk management can be formalised and Attila places considerable reliance on the skill, experience and judgement of its people to take risk managed decisions within the policy framework, and to communicate openly on all risk related matters.

There are a range of specific risks that have the potential to have an adverse impact on Attila's business. The Company has developed a framework for a risk management policy and internal compliance and control system which covers organisational, financial and operational aspects of the Company's affairs.

Key elements of the framework for the management of risk by Attila are:

- oversight of the Company's financial affairs by the Directors;
- the formulation of programmes for exploration and development;
- regular reporting against established targets;
- approval guidelines for exploration and capital expenditure;
- regulatory compliance programmes and reporting in key areas such as safety and environment;
- management of capital and financial risk;
- an annual insurance program;
- oversight of the conduct of contractors.

In assessing and managing identified risks:

- risks are assessed in terms of potential consequences and likelihood;
- risks are ranked in accordance with their likely impact;
- the acceptability of each identified risk is assessed;
- proposed actions to eliminate, reduce or manage each material risk are considered and agreed;
- responsibilities for the management of each risk are assigned.

### **Diversity Policy**

The Company recognises that a diverse and talented workforce is a competitive advantage and that the Company's success is the result of the quality and skills of our people. Our policy is to recruit and manage on the basis of qualification for the position and performance, regardless of gender, age, nationality, race, religious

beliefs, cultural background, sexuality or physical ability. It is essential that the Company employs the appropriate person for each job and that each person strives for a high level of performance.

The Company's strategies are to:

1. recruit and manage on the basis of an individual's competence, qualification and performance;
2. create a culture that embraces diversity and that rewards people to act in accordance with this policy;
3. appreciate and respect the unique aspects that individual brings to the workplace;
4. foster an inclusive and supportive culture to enable people to develop to their full potential;
5. identify factors to be taken into account in the employee selection process to ensure we have the right person for the right job;
6. take action to prevent and stop discrimination, bullying and harassment; and
7. recognise that employees at all levels of the Company may have domestic responsibilities.

The Board is accountable for ensuring this policy is effectively implemented. Each employee has a responsibility to ensure that these objectives are achieved.

## Compliance with ASX Recommendations

Recommendation	Attila Resources Limited Current Practice
<p>1.1 A listed entity should disclose:</p> <ol style="list-style-type: none"> <li>(a) The respective roles and responsibilities of its board and management; and</li> <li>(b) Those matters expressly reserved to the board and those delegated to management.</li> </ol>	<p>The Company's Board Charter sets out the roles and responsibilities of the Board and Management. A summary is provided above and the full Charter is available for review at <a href="http://www.attilaresources.com">www.attilaresources.com</a>.</p> <p>At present the Company's has one executive, who also sit on the Board as an Executive Director.</p>
<p>1.2 A listed entity should:</p> <ol style="list-style-type: none"> <li>(a) Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</li> <li>(b) Provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</li> </ol>	<p>The Company has implemented a policy of undertaking police and bankruptcy checks on all senior employees and directors before appointment or putting to shareholders for election.</p> <p>The Company provides all relevant information on all directors in its annual report and on its website.</p>
<p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their employment.</p>	<p>The Company requires that a detailed letter of appointment or employment contract is agreed with each director and employee prior to the commencement of duties.</p>
<p>1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>The Company's organisation chart reflects the position of the Company Secretary within the Company structure as reporting directly to the Board. The Company does not currently have a chair.</p>
<p>1.5 A listed entity should:</p> <ol style="list-style-type: none"> <li>(a) Have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</li> <li>(b) Disclose that policy or a summary of it; and</li> <li>(c) Disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the</li> </ol>	<p>The Company has adopted a formal Gender Diversity Policy, a summary of which is provided above.</p> <p>As at 30 June 2015:</p> <ul style="list-style-type: none"> <li>• The Board comprised three members, all of whom were male.</li> <li>• The senior executives comprised five people (defined by the Board as the directors and key management personnel), four of whom were male and one female.</li> </ul>

board in accordance with the entity's diversity policy and its progress towards achieving them, and either:

- i. The respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or
- ii. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.

- The whole organisation comprised six people, five of whom were male and one female.

1.6 A listed entity should:

- (a) Have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and
- (b) Disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

The Board Performance Evaluation Policy is summarised above and is available at [www.attilaresources.com](http://www.attilaresources.com).

During the reporting period, the Board collectively assessed their respective roles and contributions. Following this review it was determined that while there were no performance issues, the number and relevance of the Directors relative to the Company's situation was no longer appropriate. Accordingly, the number of Board members was reduced from six to three over the course of the year.

The Company now considers the mix of corporate, financial, commercial and mining experience to be appropriate.

1.7 A listed entity should:

- (a) Have and disclose a process for periodically evaluating the performance of its senior executives; and
- (b) Disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

The Board constantly assesses the performance of senior executives and key management personnel during the course of the year, including a formal review which was undertaken in June 2015.

2.1 The board of a listed entity should:

- (a) Have a nomination committee which:
  - i. has at least three members, a majority of whom are independent directors; and
  - ii. is chaired by an independent director;
 and disclose:
  - iii. the charter of the committee;
  - iv. the members of the committee; and
  - v. as at the end of each reporting period, the number of times the committee met throughout the period, and the individual attendances of the members at those meetings; or
- (b) If it does not have a nomination committee, disclose the fact and the processes it employs to address board succession issues and to ensure the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

The Board consider that given the current size of the Board and the Company, this function is efficiently achieved with full Board participation. Accordingly, the Board has not established a nomination committee.



<p>2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>The Board Charter which is summarised above and is available at <a href="http://www.attilaresources.com">www.attilaresources.com</a> incorporates a set of skills and abilities that are desirable for the composition of the Board.</p>
	<p>During the reporting period, the Board collectively assessed their respective roles and contributions. Following this review it was determined that the number and relevance of the Directors relative to the Company's situation was no longer appropriate. Accordingly, the number of Board members was reduced from six to three over the course of the year.</p>
	<p>The Company now considers the mix of corporate, financial, commercial and mining experience to be appropriate.</p>
<p>2.3 A listed entity should disclose:</p> <p>(a) The names of the directors considered by the board to be independent directors;</p> <p>(b) If a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) The length of service of each director.</p>	<p>The Company considers that Bryn Hardcastle is the only independent director on the Board as at 30 June 2015.</p> <p>Although Mr Hardcastle is a principal of the legal firm that provides advice to the Company, the Board does not consider that this interferes with Mr Hardcastle's independence in his role as non-executive director.</p> <p>The Company discloses the length of service for each director in the Director's Report of its annual report.</p>
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	<p>As there is only one independent director on the Board, the Company does not comply with this recommendation.</p> <p>However, the Directors are of the opinion that they will act in the best interests of the Company and shareholders.</p>
<p>2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>The Company does not comply fully with this recommendation as it does not currently have a chair. The Board will seek to appoint a chair with the appropriate experience at a time that is appropriate for the situation of the Company.</p>
<p>2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their roles as directors effectively.</p>	<p>The Company has a formal induction program for all new directors to appropriately familiarise them with the policies and procedures of the Company.</p> <p>The Company encourages and facilitates all Directors to develop their skills, including with the provision of in-house seminars to maintain compliance in areas such as risk and disclosure.</p>
<p>3.1 A listed entity should:</p> <p>(a) Have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) Disclose that code or a summary of it.</p>	<p>The Company's Code of Conduct is available at <a href="http://www.attilaresources.com">www.attilaresources.com</a>.</p>
<p>4.1 The board of a listed entity should:</p> <p>(a) Have an audit committee which:</p>	<p>The Company does not have an audit committee due the current size of the Board and Company. The Company has adopted a policy whereby the full Board, including Executive Directors, fulfil the duties of the</p>

<p>i. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>ii. is chaired by an independent director, who is not the chair of the board;</p> <p>and disclose:</p> <p>iii. the charter of the committee;</p> <p>iv. the relevant qualifications and experience of the members of the committee; and</p> <p>v. as at the end of each reporting period, the number of times the committee met throughout the period, and the individual attendances of the members at those meetings; or</p> <p>(b) If it does not have an audit committee, disclose the fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>audit committee and abides by the adopted Audit Committee Charter (available at <a href="http://www.attilaresources.com">www.attilaresources.com</a>).</p> <p>The Directors require that management report regularly on all financial and commercial aspects of the Company to ensure that they are familiar with all aspects of corporate reporting and believe this to mitigate the risk of not having an independent committee.</p> <p>The Board has adopted a formal policy regarding the appointment, removal and rotation of the Company's external auditor and audit partner which is summarised above.</p>
<p>4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal controls which is operating effectively.</p>	<p>The Board receives a section 295A declaration from the equivalent of the CEO and CFO for each quarterly, half yearly and full year report in advance of approval of these reports.</p>
<p>4.3 A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>The Company's auditor is required to attend the Company's AGM and is available to answer questions relevant to the audit.</p>
<p>5.1 A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>The Board has adopted a formal Continuous Disclosure Policy to ensure compliance with the ASX Listing Rules. The Policy is summarised above and is available at <a href="http://www.attilaresources.com">www.attilaresources.com</a>.</p>
<p>6.1 A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>The Company complies with this recommendation and all relevant information can be found at <a href="http://www.attilaresources.com">www.attilaresources.com</a>.</p>
<p>6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>The Company has developed a Shareholder Communications Strategy to ensure all relevant information is identified and reported accordingly which is summarised above.</p>
<p>6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	<p>The Company encourages all shareholders to attend General Meetings of the Company via its notices of meeting, and in the event they cannot attend, to participate by recording their votes by proxy. The Company has implemented an online voting system to further encourage participation by shareholders.</p>



<p>6.4 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>The Company and its share registry actively encourage electronic communication. All new shareholders are issued with a letter encouraging the registration of electronic contact methods.</p>
<p>7.1 The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>i. has at least three members, a majority of whom are independent directors; and</p> <p>ii. is chaired by an independent director;</p> <p>and disclose:</p> <p>iii. the charter of the committee;</p> <p>iv. the members of the committee; and</p> <p>v. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings: or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>The Company does not have a risk committee due the current size of the Board and Company. The Company has adopted a policy whereby the full Board, including Executive Directors, fulfil the duties of the risk committee and abides by the adopted Risk Management Policy (available at <a href="http://www.attilaresources.com">www.attilaresources.com</a>).</p> <p>The Directors require that management report regularly on all financial and commercial aspects of the Company to ensure that they are familiar with all aspects of corporate reporting and believe this to mitigate the risk of not having an independent committee.</p>
<p>7.2 The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>The Board reviews its risk management strategy annually.</p>
<p>7.3 A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>The Company is not of the size or scale to warrant the cost of an internal audit function. This function is undertaken by the Board as a whole via the regular and consistent reporting in all risk areas.</p>
<p>7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>The Company does not currently have any material exposure to any economic, environmental and social sustainability risks.</p>
<p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>i. has at least three members, a majority of whom are independent directors; and</p> <p>ii. is chaired by an independent director;</p> <p>and disclose:</p> <p>iii. the charter of the committee;</p> <p>iv. the members of the committee; and</p>	<p>The Board consider that given the current size of the Board, this function is efficiently achieved with full Board participation. Accordingly, the Board has not established a remuneration committee.</p> <p>The Board considers industry peers when evaluating the remuneration for all directors and executives. The Board is cognisant of the fact that it wishes to attract and retain the best people, and considers strategies other than monetary to balance the need for the best people and the financial position of the Company.</p>

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v. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

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8.2 A listed entity should separately disclose its policies and practises regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

The Company discloses its policies on remuneration in the Remuneration Report set out in its annual report.

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8.3 A listed entity which has an equity-based remuneration scheme should:

(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and

(b) disclose that policy or a summary of it.

The Company recognises that Directors, executives and employees may hold securities in the Company and that most investors are encouraged by these holdings. The Company's Securities Trading Policy (available at [www.attilaresources.com](http://www.attilaresources.com)) explains and reinforces the Corporations Act 2001 requirements relating to insider trading. The Policy applies to all Directors, executives, employees and consultants and their associates and closely related parties.

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## Additional Information

### Shareholder Information

The following information is based on share registry information processed up to 30 October 2015.

#### Distribution of Fully Paid Ordinary Shares

The number of holders, by size of holding, for fully paid ordinary shares in the Company is:

Spread of Holders	Number of Holders
1 – 1,000	51
1,001 – 5,000	128
5,001 – 10,000	140
10,001 – 100,000	422
100,001 and over	138
<b>Total</b>	<b>879</b>

There are 112 holders of unmarketable parcels comprising a total of 150,127 ordinary shares.

#### Twenty Largest Holders of Shares in Attila Resources Ltd (Unmerged)

	Shareholder	Number Held	% of Issued Shares
1	Kingslane Pty Ltd	9,326,218	10.73%
2	Auscorp Network Pty Ltd	3,705,639	4.26%
3	National Nominees Limited	3,274,414	3.74%
4	Citicorp Nominees Pty Limited		2.83%
5	Goldplex Corp Pty Ltd	2,400,000	2.76%
6	Malekula Projects Pty Ltd	1,800,000	2.07%
7	Kingslane Pty Ltd		1.98%
8	Colbern Fiduciary Nominees Pty Ltd	1,687,500	1.94%
9	Stuart Lloyd Phillips & Fiona Jane Phillips	780,000	1.78%
10	Thomas Clement Bahen	765,000	1.50%
11	Westyle Pty Ltd	1,250,000	1.44%
12	BNP Paribas Nominees Pty Ltd	1,214,774	1.42%
13	Mercantile Investment Company		1.15%
14	Ablett Pty Ltd	844,684	1.13%
15	Stuart Lloyd Phillips	752,492	1.09%
16	National Nominees Limited		1.05%
17	Shrewsbury Ltd	900,000	1.04%
18	Grant Jonathan Mooney	1,000,000	0.99%
19	Blu Bone Pty Ltd	757,500	0.92%
20	J C O'Sullivan Pty Ltd	800,000	0.91%
	<b>Total</b>	<b>38,884,270</b>	<b>44.74%</b>

There are 86,934,798 ordinary fully paid shares currently listed and trading on the Australian Securities Exchange.

#### Voting Rights - Fully Paid Ordinary Shares

Every shareholder present in person or by proxy, attorney or representative has one vote on a show of hands, and on a poll, one vote for each fully paid share.

**Unquoted Equity Securities**

Quantity	Terms	Holders
56	Convertible notes with a face value of \$250,000 each and convertible to 500,000 shares at \$0.20 per share	18
250,000	Unlisted options exercisable at \$1.25 on or before 9 November 2015	1
5,500,000	Unlisted options exercisable at \$1.36 on or before 30 November 2015	2
1,500,000	Unlisted options exercisable at \$1.02 on or before 28 March 2015	2
1,000,000	Unlisted options exercisable at \$1.14 on or before 28 March 2015	2
1,000,000	Unlisted options exercisable at \$0.5888 on or before 11 March 2017	1
500,000	Unlisted options exercisable at \$0.7427 on or before 11 March 2017	1
1,000,000	Unlisted options exercisable at \$0.5251 on or before 15 April 2017	1
500,000	Unlisted options exercisable at \$0.6463 on or before 15 April 2017	1

**Holders of Unquoted Securities (holding more than 20% of each equity security class)**

Holder	Class of Securities	Exercise / Conversion Price	Expiry Date	No. Securities
Kingslane Pty Ltd	Convertible Note	\$0.20	27 June 2017	15
Malone & O'Driscoll Pty Ltd	Option	\$1.25	9 November 2015	250,000
Konkera Pty Ltd	Option	\$1.36	30 November 2015	5,000,000
Helen Wilcox	Option	\$1.02	28 March 2016	1,000,000
Alan Thom	Option	\$1.02	28 March 2016	500,000
Helen Wilcox	Option	\$1.14	28 March 2016	500,000
Alan Thom	Option	\$1.14	28 March 2016	500,000
Russell Clark	Option	\$0.5888	11 March 2017	1,000,000
Russell Clark	Option	\$0.7427	11 March 2017	500,000
Scott Sullivan	Option	\$0.5251	15 April 2017	1,000,000
Scott Sullivan	Option	\$0.6463	15 April 2017	500,000

**Schedule of Mining Tenements**

Kodiak Coking Coal Project, Alabama USA	Location	Status	Interest
Coke Seam, Gurnee Property	Shelby & Bibb Counties	Lease	70%
Atkins Seam, Gurnee Property	Shelby & Bibb Counties	Lease	70%
Gholson Seam, Gurnee Property	Shelby & Bibb Counties	Lease	70%
Clark Seam, Gurnee Property	Shelby & Bibb Counties	Lease	70%
Coke Seam, Seymour Property	Bibb County	Option to lease	70%
Atkins Seam, Seymour Property	Bibb County	Option to lease	70%
Upper Thompson Seam, Seymour Property	Bibb County	Option to lease	70%
Big Bone Seam, Seymour Property	Bibb County	Option to lease	70%

**Company Secretary**

Ms Oonagh Malone

**Registered Office**

 Suite 23  
 513 Hay Street  
 Subiaco WA 6008

**Share Registry**

 Security Transfer Registrars  
 770 Canning Highway  
 Applecross WA 6153