



**ANTIPA MINERALS LTD**  
**ACN 147 133 364**

**ANNUAL REPORT**  
**FOR THE YEAR ENDED 30 JUNE 2016**

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# Corporate Directory

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## Directors

Mr Stephen Power  
Executive Chairman

Mr Roger Mason  
Managing Director

Mr Mark Rodda  
Non-Executive Director

Mr Peter Buck  
Non-Executive Director

Mr Gary Johnson  
Non-Executive Director

## Auditor

BDO Audit (WA) Pty Ltd  
38 Station Street  
Subiaco WA 6008

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## Securities Exchange Listing

Antipa Minerals Limited securities  
are listed on the Australian Securities Exchange

Shares: AZY

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## Company Secretary

Mr Simon Robertson

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## Registered and Principal Office

Level 1  
42 Ord Street  
West Perth WA 6005  
Tel: +61 8 9481 1103  
Fax: +61 8 9481 0117

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## Share Register

Computershare Investor Services Pty Ltd  
Level 11  
172 St Georges Terrace  
Perth WA 6000  
Telephone: +61 1300 787 272  
Facsimile: +61 8 9323 2033

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# Directors' Report

30 June 2016

The Directors of Antipa Minerals Limited (“**Directors**”) present their report on the Consolidated Entity consisting of Antipa Minerals Limited (“the **Company**” or “**Antipa**”) and the entities it controlled at the end of, or during, the year ended 30 June 2016 (“**Consolidated Entity**” or “**Group**”).

## DIRECTORS

The following persons were directors of Antipa during the financial year or up to the date of this report:

Mr Stephen Power	Executive Chairman
Mr Roger Mason	Managing Director
Mr Mark Rodda	Non-executive Director
Mr Peter Buck	Non-executive Director
Mr Gary Johnson	Non-executive Director

## CURRENT DIRECTORS

### Mr Stephen Power – Executive Chairman

*Qualifications – LLB*

Stephen Power was previously a commercial lawyer with twenty seven (27) years’ experience advising participants in the resources industry in Australia and overseas including England, Canada, Ghana, Tanzania, Brazil and Peru. Stephen has extensive experience and understanding of the commercial aspects of resource companies, including farm-in negotiations, joint ventures and mergers and acquisitions. Stephen was formerly a non-executive director of Melbourne based Karoon Gas Australia Limited and has interests in a number of businesses in the resources and other industries. Stephen's wide ranging commercial and legal experience provides valuable commercial expertise to the Company.

*Other Current Directorships of listed public companies*

None

*Former Directorships of listed public companies in the last 3 years*

Karoon Gas Australia Ltd (resigned 11 June 2014)

### Mr Roger Mason – Managing Director

*Qualifications – BSc (Hons), MAusIMM*

Roger Mason is a geologist with over twenty eight (28) years resources industry experience involving exploration, project, mining and business development roles covering a range of commodities including nickel, base metals and gold to the level of executive management and company director. Roger graduated from the University of Tasmania in 1986 with an honours degree in science and has been a Member of the AusIMM since 1990.

Roger commenced his geology career with WMC Resources Ltd in 1987 before joining Forrestania Gold NL, which was subsequently acquired by LionOre International Ltd. In 2006 Roger achieved the role of General Manager Geology for LionOre Australia and then Norilsk Nickel Australia Pty Ltd following the takeover of LionOre International. During 2009 and 2010 Roger consulted to Integra Mining Ltd on the Randalls Gold Project Feasibility Study and associated Mineral Resource development and new business opportunities. Roger has been the Managing Director and CEO of Antipa Minerals Ltd since the company was listed on the ASX in April 2011.

*Other Current Directorships of listed public companies*

None

*Former Directorships of listed public companies in the last 3 years*

None

# Directors' Report

30 June 2016

## **Mr Mark Rodda – Non-Executive Director**

*Qualifications – BA, LLB*

Mark Rodda is a lawyer with more than twenty (20) years' experience in private practice, in-house legal, company secretary and corporate consultancy experience. Mark has considerable practical experience in the management of mergers and acquisitions, divestments, joint ventures, corporate and project financing transactions and corporate restructuring initiatives.

Mark currently manages Napier Capital, a business established in 2008 which provides clients with specialist corporate services and assistance with transactional or strategic projects.

Mark was a director of Napier Legal, a boutique law firm that was active in the corporate and resources sector until late 2011.

Prior to its 2007 takeover by Norilsk Nickel, Mark held the position of General Counsel and Corporate Secretary for LionOre Mining International Ltd, a company with nickel and gold operations in Australia and Africa and listings on the Toronto Stock Exchange, London Stock Exchange and ASX.

### *Special responsibilities*

Member of the Audit and Risk Committee

Member of the Remuneration and Nomination Committee

### *Other Current Directorships of listed public companies*

None

### *Former Directorships of listed public companies in the last 3 years*

Coalspur Mines Pty Ltd (formerly Coalspur Mines Limited) – Non-executive Director (appointed 13 October 2011)

## **Mr Peter Buck – Non-Executive Director**

*Qualifications – MSc, MAusIMM, Fellow AIG*

Peter Buck is a geologist with more than forty one (41) years of international mineral exploration and production experience, principally in nickel, base metals and gold. During his career he has been associated with the discovery and development of a number of mineral deposits in Australia and Brazil.

Peter worked with WMC for twenty three (23) years in a variety of senior exploration and production roles both in Australia and Brazil before joining Forresteria Gold NL as Exploration Manager in 1994. Forresteria Gold was subsequently acquired by LionOre International Ltd with whom he became the Director of Exploration and Geology until mid-2006. Peter managed the highly successful exploration team that delineated the Maggie Hays nickel deposit and discovered the Emily Ann, Waterloo and Amora nickel deposits and the two million ounce Thunderbox gold deposit in Western Australia. All of these were subsequently developed into mines. Peter played a key senior management role in progressing these deposits through feasibility studies to production. Peter also played key senior advisory roles in indigenous relations in Australia and in LionOre International's African operations and new business development. During this period Peter was also a Non-Executive Director with Gallery Resources Limited and Breakaway Resources Limited (Breakaway).

In 2006, Peter played a key role in managing a divestment of a large portion of LionOre Australia's nickel exploration portfolio into Breakaway. Following this transaction, Peter became the Managing Director of Breakaway and led the team that discovered extensions to a series of nickel and base deposits in WA and Queensland. In 2009, Peter left Breakaway to pursue other professional and personal interests.

From 2010 until early 2013 Peter chaired the Canadian company, PMI Gold ('PMI'), and played a key role in co-listing the company on the ASX. The role entailed a revamping of the strategy of the company to fast-track the advancement of the company's Ghanaian gold assets and in particular the preparation of the multi-million ounce Obotan gold deposit. Also the role entailed overseeing PMI's transition to a merger of the company with a Canadian explorer, Keegan Resources, to form Asanko Gold. Since October 2014, Peter has served as a Non-Executive Director of ASX listed, Independence Group NL.

# Directors' Report

30 June 2016

Peter was on the council of The Association of Mining and Exploration Companies (AMEC) for 12 years and served as its Vice President for several years. Peter is a Board Member of the Centre for Exploration Targeting established at the University of Western Australia and Curtin University.

### *Special responsibilities*

Chair of the Audit and Risk Committee  
Chair of the Remuneration and Nomination Committee

### *Other Current Directorships of listed public companies*

Independence Group NL (appointed 6 October 2014)

### *Former Directorships of listed public companies in the last 3 years*

PMI Gold Corporation (resigned 6 February 2014)

## **Mr Gary Johnson – Non-Executive Director**

*Qualifications – MAusIMM, MTMS, MAICD*

Gary Johnson has over thirty (30) years' experience in the mining industry as a metallurgist, manager, owner, director and managing director possessing broad technical and practical experience of the workings and strategies required by successful mining companies.

Prior to 2011 Gary was Managing Director of Norilsk Nickel Australia, reporting to the Deputy Director of International Assets at MMC Norilsk Nickel, the world's largest nickel producer.

Gary now operates his own consulting business, Strategic Metallurgy Pty Ltd, specialising in high-level metallurgical and strategic consulting. He was Executive Chairman of Lepidico Limited, an unlisted public company developing new technology for the lithium battery industry. Lepidico was acquired by Platypus in July 2016, and Gary is now Chairman of Platypus. During the period he resigned as Board member from both Hard Creek Nickel Corporation, and Potash West NL.

For many years Gary was a director of Tati Nickel Mining Company (Pty) Ltd, in Botswana. During his long association with Tati it grew to be a low-cost nickel producer and the largest nickel mine in Africa.

### *Special responsibilities*

Member of Audit and Risk Committee  
Member of the Remuneration and Nomination Committee

### *Other Current Directorships of listed public companies*

Platypus Minerals Limited (appointed 9 June 2016)

### *Former Directorships of listed public companies in the last 3 years*

Potash West NL (resigned 26 September 2014)  
Hard Creek Nickel Corporation (TSX listed) (resigned 30 June 2015)

## **COMPANY SECRETARY**

### **Mr Simon Robertson**

*Qualifications - B.Bus, CA, M Appl. Fin.*

Mr Robertson gained a Bachelor of Business from Curtin University in Western Australia and Master of Applied Finance from Macquarie University in New South Wales. He is a member of the Institute of Chartered Accountants and the Governance Council of Australia. Mr Robertson currently holds the position of Company Secretary for a number of publically listed companies and has experience in corporate finance, accounting and administration, capital raisings and ASX compliance and regulatory requirements.

# Directors' Report

30 June 2016

## PRINCIPAL ACTIVITIES

The principal activity of the Group during the financial period was mineral exploration.

## DIVIDENDS

No dividends have been declared, provided for or paid in respect of the financial year ended 30 June 2016 (2015: Nil).

## SUMMARY REVIEW OF OPERATIONS

For the financial year ending 30 June 2016 the Group recorded a net loss of \$1,587,403 (year ended 30 June 2015: \$653,826 loss) and a net cash outflow from operations of \$979,061 (year ending 30 June 2015: (\$806,155)).

## COMPANY PROJECTS AND LOCATION

The Company was formed with the objective of identifying under-explored mineral projects in mineral provinces which have the potential to host world class mineral deposits, thereby offering high leverage exploration potential.

The Company has three distinct projects (i.e. Citadel, North Telfer, Paterson and Telfer Dome) covering a combined area of approximately 4,424 km<sup>2</sup> extending for approximately 160 km north to south. All four Projects consist of tenements covering highly prospective regions of the Proterozoic Paterson Province of Western Australia.

Project Name	Area	Details
Citadel Project (2011)	1,428 km <sup>2</sup>	Granted tenements 1,335 km <sup>2</sup> and one application 93 km <sup>2</sup> . 80 km north of Newcrest's Telfer gold-copper-silver mine. Hosts Magnum Dome. Includes Magnum gold-copper-silver-tungsten deposit, Calibre gold-copper-silver-tungsten deposit and Corker high-grade poly metallic deposit. Subject to Farm-in and Joint Venture Agreement with Rio Tinto Exploration Pty Ltd executed in October 2015.
North Telfer Project (2011)	1,343 km <sup>2</sup>	Granted tenements 1,313 km <sup>2</sup> and one application 29 km <sup>2</sup> . Includes Minyari and WACA high-grade gold-copper deposits. 20 km north of the Telfer gold-copper-silver mine.
Paterson Project (2013)	1,527 km <sup>2</sup>	Acquired Project from a Mark Creasy controlled company in October 2013. Granted tenements 1,527 km <sup>2</sup> . Forms an umbrella around the western, eastern and northern side of the Telfer mine and O'Callaghans tungsten and base metal deposit.
Paterson Project (Telfer Dome tenements) (2013-2016)	126 km <sup>2</sup>	Granted tenements 107 km <sup>2</sup> and one application 19 km <sup>2</sup> . Tenements and applications all located within the southern Paterson Province within close proximity to the Telfer mine and the Company's North Telfer Project.

# Directors' Report

30 June 2016

The Proterozoic Paterson Province of Western Australia hosts a number of world-class gold, copper, silver, uranium and tungsten deposit, including:

- Newcrest Mining Ltd's Telfer gold-copper-silver mine, Australia's third largest gold producer behind the Kalgoorlie Super Pit and the Boddington gold mine.
- Aditya Birla Minerals Ltd's Nifty copper mine.
- Newcrest Mining Ltd's O'Callaghans deposit, one of the world's largest tungsten deposits.
- Cameco Corporation-Mitsubishi Corporation's Kintyre deposit, one of the world's largest undeveloped uranium deposits.

The Company's Projects are interpreted to host equivalent Proterozoic geological formations to that which hosts the Telfer gold-copper-silver, Nifty copper and O'Callaghans tungsten and base metal deposits to the south. Regionally, past exploration has interpreted geological structures and granite intrusions considered to be essential ingredients of the genetic models for the Telfer, Nifty and O'Callaghans deposits.

## CITADEL PROJECT

The Citadel Project comprises a 1,428 km<sup>2</sup> tenement package located in the Paterson Province of Western Australia includes the Magnum Dome, an area of approximately 30 km<sup>2</sup>. It is located approximately 80 km north of Newcrest's Telfer gold-copper-silver mine and includes the gold-copper-silver±tungsten Mineral Resources at the Calibre and Magnum deposits and high grade polymetallic Corker deposit.

Under the terms of a Farm-in and Joint Venture Agreement, Rio Tinto Exploration Pty Ltd ("Rio Tinto") can fund up to \$60 million of exploration expenditure to earn up to a 75% interest in the Citadel Project. The Company is the operator of the Farm-in Agreement during the first 18 month, \$3 million dollar expenditure period.

During the Financial Year the Company undertook the following exploration activities at its Citadel Project:

- Completed the Calibre Phase 1 Reverse-Circulation ("RC") Drilling Programme, which exceeded its objectives by significantly expanding the deposit size, increasing the deposit gold grade and identifying a new high grade gold (with copper) zone extending beyond the limits of the main bulls-eye magnetic anomaly.
- Completed the Calibre Phase 2 RC Drilling Programme, which delivered a number of significant high grade gold intersections on multiple drill sections and was successful in significantly increasing the deposit gold grade (including the longest +2 and +3 g/t gold and highest gold grade drill intersections to date within the Citadel Project) and further significantly expanding the deposit size.
- Completed an extensive Induced Polarisation (IP) electrical geophysical survey which identified multiple high priority IP chargeability anomalies along a 20 km NNW-SSE trending corridor, including several anomalies similar or stronger than the Calibre and Magnum IP responses.

## NORTH TELFER PROJECT

The North Telfer Project comprises 1,343 km<sup>2</sup> of granted exploration licences and hosts the high-grade gold-copper Minyari and WACA deposits. This Project extends the Company's ground holding in the Paterson Province to within 17 km of the Telfer gold-copper-silver Mine and 25 km of the O'Callaghans tungsten and base metal deposit.

During the Financial Year the Company undertook the following exploration activities at its North Telfer Project:

- Amalgamated the Minyari and WACA tenements, which includes the Minyari and WACA deposits, into its North Telfer Project.
- Released findings of a comprehensive review of the Company's recently acquired Minyari and WACA tenure, which revealed significant high grade gold (with copper) mineralisation with strong exploration upside.



# Directors' Report

30 June 2016

- Commenced the Minyari Deposit Phase 1 RC drilling programme the main objectives of which are to investigate potential extensions to the limits of the Minyari gold-copper mineralisation over a total strike length of approximately 450m from near surface to vertical depths of up to 240m. Also, further possible regions of high grade gold-copper mineralization will be explored through the testing of Induced Polarisation chargeability anomalies approximately 400m south and 350m north of the main region of Phase 1 drilling, extending the total strike length investigated to approximately 1,000m.

## PATERSON PROJECT

The Paterson Project was acquired from Kitchener Resources Pty Ltd, a Mark Creasy controlled company, and comprises 1,527 km<sup>2</sup> of granted exploration licences. The Project is largely adjacent to and connects with its Citadel and North Telfer Projects and come to within 3 km of the Telfer mine and 7 km of the O'Callaghans deposit. No material on-ground exploration was undertaken at the Paterson Project during the Financial Year.

The Paterson Project (Telfer Dome) comprises 126 km<sup>2</sup> of exploration licences applied for by the Company (including both granted tenements and applications) and come to within 6 km of the Telfer mine and 7 km of the O'Callaghans deposit. No material on-ground exploration was undertaken at the Paterson Project during the Financial Year.

## CORPORATE ACTIVITIES

During the Financial Year the Company:

- Entered into, a Farm-in Agreement with Rio Tinto Exploration Pty Ltd under which Rio Tinto can earn up to a 75% interest in the Citadel Project, including the Calibre discovery ("Farm-in Agreement"), by incurring exploration expenditure in the following stages and amounts:
  - \$3 million exploration expenditure within 18 months of execution;
  - \$8 million exploration expenditure within a further 3 year period to earn a 51% joint venture interest;
  - \$14 million exploration expenditure within a further 3 year period to earn a 65% joint venture interest; and
  - \$35 million exploration expenditure within a further 3 year period to earn a 75% joint venture interest.

The Company is the operator of the Farm-in Agreement during the first 18 month, \$3 million dollar expenditure period.

- Completed a private placement which raised a total of approximately \$556,500 (before costs).
- Completed an underwriting of the exercise of its listed 1 cent options which expired on 17 May 2016, ensuring receipt of approximately \$3.34 million (before costs).
- Received a Research and Development (R&D) Tax Incentive cash refund from the Australian Taxation Office of \$204,491.
- Received funding approval for a total of approximately \$300,000 from the Western Australian Government's Exploration Incentive Scheme for ongoing exploration at its Citadel Project (Rimfire area) and North Telfer Project (Minyari deposit).

## SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Other than as mentioned in the Review of Operations, no significant changes in the state of affairs of the Consolidated Entity occurred during the financial year.

## LIKELY DEVELOPMENTS AND EXPECTED RESULTS ON OPERATIONS

The Company's priority focus is to carry out further exploration activities at the Company's Citadel and North Telfer Projects, and in addition initiate on-ground exploration at its Paterson and Telfer Dome Projects.

# Directors' Report

30 June 2016

## INFORMATION ON DIRECTORS' INTERESTS IN SECURITIES OF ANTIPA

As at the date of this report, the interests of the Directors in shares and options of Antipa are:

	Number of fully paid ordinary shares	Number of options
Mr Stephen Power*	58,502,566	8,500,000
Mr Roger Mason	10,820,893	11,800,000
Mr Mark Rodda *	31,640,829	7,600,000
Mr Peter Buck	10,334,715	4,600,000
Mr Gary Johnson	2,584,616	4,600,000
	<u>113,883,619</u>	<u>37,100,000</u>

\* These figures include:

- 1,200,000 shares which are owned by Napier Capital Pty Ltd which is a company which Mr Stephen Power and Mr Mark Rodda have an interest in; and
- 4,194,275 shares and 3,000,000 options which are owned by Mafiro Pty Ltd which is a company which Mr Stephen Power and Mr Mark Rodda are deemed to have an interest in.

## MEETINGS OF DIRECTORS

The following table sets out the number of meetings of the Company's Directors held during the year ended 30 June 2016, and the number of meetings attended by each director (includes 7 matters decided by circulating resolution).

Full Board meetings	No. eligible to attend	No. attended
Mr Stephen Power	5	4
Mr Roger Mason	5	5
Mr Mark Rodda	5	5
Mr Peter Buck	5	5
Mr Gary Johnson	5	5
Audit and Risk committee meetings	No. eligible to attend	No. attended
Mr Mark Rodda	3	3
Mr Peter Buck	3	3
Mr Gary Johnson	3	3
Remuneration and Nomination committee meetings	No. eligible to attend	No. attended
Mr Mark Rodda	2	2
Mr Peter Buck	2	2
Mr Gary Johnson	2	2

# Directors' Report

30 June 2016

## SHARE OPTIONS

At the date of this report the Company has the following options on issue.

<b>2016 Number</b>	<b>Exercise Price</b>	<b>Grant</b>	<b>Expiry</b>
<b>6,100,000</b>	\$0.0800	26 November 2013	26 November 2017
<b>3,000,000</b>	\$0.0120	14 May 2015	30 April 2018
<b>28,000,000</b>	\$0.0310	16 October 2015	15 October 2019
<b>5,000,000</b>	\$0.0245	8 March 2016	10 March 2020
<b>6,000,000</b>	\$0.0380	26 May 2016	15 October 2019
<b>3,000,000</b>	\$0.0620	16 June 2016	15 June 2020
<b>51,100,000</b>			

In the financial year ended 30 June 2016, 333,582,092 (30 June 2015: 13,109) shares were issued through the exercise of options at \$0.01.

# Directors' Report

30 June 2016

## REMUNERATION REPORT (AUDITED)

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

- A Principles used to determine the nature and amount of remuneration
- B Details of remuneration
- C Service agreements
- D Additional statutory information
- E Use of remuneration consultants

This remuneration report outlines the Director and Executive remuneration arrangements of the Company and Group in accordance with the requirements of the Corporations Act 2001 and its Regulations. For the purpose of this report, key management personnel (KMP) of the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and Group, directly or indirectly, including any director (whether executive or otherwise) of the Parent Company, and includes the highest paid executives of the Company and Group.

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

### Details of Key Management Personnel

#### *Directors*

Mr Stephen Power	-	Executive Chairman
Mr Roger Mason	-	Managing Director
Mr Mark Rodda	-	Non-executive Director
Mr Peter Buck	-	Non-executive Director
Mr Gary Johnson	-	Non-executive Director

#### *Executives*

Mr Ian Gregory	-	Exploration Manager (from 22 February 2016)
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No remuneration was paid to Directors of the Group by Group companies other than Antipa Minerals Limited, accordingly remuneration paid to key management personnel of the Group is the same as that paid to key management personnel of the Company.

## REMUNERATION REPORT (AUDITED) (CONTINUED)

### A. PRINCIPLES USED TO DETERMINE THE NATURE AND AMOUNT OF REMUNERATION

The Company's objective is to ensure that pay and rewards are competitive and appropriate for the results delivered. A Remuneration Committee has been established which makes recommendations to the Board which aims to align rewards with achievement of strategic objectives and the creation of value for shareholders. The remuneration framework applied provides a mix of fixed and variable remuneration and a blend of base pay and long term incentives as appropriate.

The Remuneration Committee considers remuneration of Directors and the Executive and makes recommendation to the Board. Issues of remuneration are considered annually or otherwise as required.

#### **Non-Executive directors**

The maximum aggregate amount of fees that can be paid to non-executive Directors is subject to approval by shareholders at General Meetings and is currently set at \$400,000. The Company's policy is to remunerate Non-Executive Directors at market rates (for comparable companies) for time, commitment and responsibilities. Fees for Non-Executive Directors are not linked to the performance of the Company, however to align Directors' interests with shareholders' interests, Directors are encouraged to hold shares in the Company.

In addition to Directors' fees, non-executive Directors are entitled to additional remuneration as compensation for work outside the scope of Non-Executive Directors duties (whether performed in a consulting or part-time employee capacity). Non-Executive Directors' fees and payments are reviewed annually by the board.

#### *Retirement benefits and allowances*

No retirement benefits or allowances are paid or payable to Non-Executive Directors of the Company other than Superannuation benefits.

#### *Other benefits*

No motor vehicle, health insurance or other similar allowances are made available to Non-Executive Directors.

#### **Executives**

##### *Base pay*

Executives are offered a competitive level of base pay which comprises the fixed (non-risk) component of their pay and rewards. Base pay for senior executives is reviewed annually to ensure market competitiveness. There is no guaranteed base pay increases included in any senior executives' contracts.

##### *Short term incentives*

Payment of short term incentives is dependent on the achievement of key performance milestones as determined by the Remuneration Committee. These milestones require performance in relation to key strategic, non-financial measures linked to drivers of performance in future reporting periods.

Short-term bonus payments may be adjusted up or down in line with under or over achievement relative to target performance levels at the discretion of the remuneration committee.

For the year ended 30 June 2016 no short term incentives were paid or payable to Directors or Key Management Personnel of the Company or Group (2015: nil).

# Directors' Report

30 June 2016

## REMUNERATION REPORT (AUDITED) (CONTINUED)

### *Long term incentives (Directors and Executives)*

Long-term performance incentives comprise of options granted at the recommendation of the Remuneration Committee in order to align the objectives of directors with shareholders and the Company (refer section D for further information). The issue of options to Directors requires shareholder approval.

The grant of share options has not been directly linked to previously determined performance milestones or hurdles as the current stage of the Group's activities makes it difficult to determine effective and appropriate key performance indicators and milestones.

Person granted options are not permitted to enter into transactions (whether through the use of derivatives or otherwise) that limit his or her exposure to the economic risk in relation to the securities.

For the year ended 30 June 2016 the following options were granted to Directors or Key Management Personnel of the Company or Group (2015: Nil):

28,000,000 unlisted options exercisable at \$0.031 exercisable on or before 15 October 2019; and

3,000,000 unlisted options exercisable at \$0.0245 exercisable on or before 10 March 2020

### **2015 Annual General Meeting**

At the 2015 Annual General Meeting ("**AGM**") held on 16 October 2015, the Company's shareholders did not record a vote of more than 25% against the Remuneration Report and no questions were raised at the meeting relating to the Remuneration Report.

### **Company Performance**

The table below shows the performance of the Group as measured by the Group's share price and EPS over the last five years.

	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>
Share price 30 June	\$0.04	\$0.03	\$0.01	\$0.012	\$0.054
EPS (cents per share)	(1.52)	(1.10)	(0.73)	(0.21)	(0.26)

# Directors' Report

30 June 2016

## REMUNERATION REPORT (AUDITED) (CONTINUED)

### B. DETAILS OF REMUNERATION

#### Amounts of remuneration

Details of the remuneration of the directors and Key Management Personnel and Executives of Antipa Minerals Limited and the Group are set out in the following tables.

	Fixed Remuneration				Variable Remuneration			Total
	Cash salary and fees	Other	Non-monetary benefits	Super-annuation	Accrued Annual Leave	Cash bonus	Options	
2016	\$	\$	\$	\$	\$	\$	\$	\$
<i>Non-executive directors</i>								
Mr Mark Rodda	43,333	-	-	4,117	-	-	71,313	118,763
Mr Peter Buck	43,333	-	-	4,117	-	-	71,313	118,763
Mr Gary Johnson	43,333	-	-	4,117	-	-	71,313	118,763
<b>Sub-Total non-executive directors</b>	<b>129,999</b>	<b>-</b>	<b>-</b>	<b>12,351</b>	<b>-</b>	<b>-</b>	<b>213,939</b>	<b>356,289</b>
<i>Executive directors</i>								
Mr Stephen Power	140,000	-	-	13,300	606	-	124,797	278,703
Mr Roger Mason	256,667	-	-	22,998	18,071	-	160,453	458,189
<i>Key management personnel</i>								
Ian Gregory (from 22 February 2016)	60,575	-	-	5,755	5,220	-	45,927	117,477
<b>Total</b>	<b>587,241</b>	<b>-</b>	<b>-</b>	<b>54,404</b>	<b>23,897</b>	<b>-</b>	<b>545,116</b>	<b>1,210,658</b>

# Directors' Report

30 June 2016

## REMUNERATION REPORT (AUDITED) (CONTINUED)

	Fixed Remuneration				Variable Remuneration			Total
	Cash salary and fees	Other	Non-monetary benefits	Super-annuation	Accrued Annual Leave	Cash bonus	Options	
2015	\$	\$	\$	\$	\$	\$	\$	\$
<i>Non-executive directors</i>								
Mr Mark Rodda	11,667	-	-	1,108	-	-	-	12,775
Mr Peter Buck	11,667	-	-	1,108	-	-	-	12,775
Mr Gary Johnson	11,667	-	-	1,108	-	-	-	12,775
<b>Sub-Total non-executive directors</b>	<b>35,001</b>	<b>-</b>	<b>-</b>	<b>3,324</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>38,325</b>
<i>Executive directors</i>								
Mr Stephen Power	45,000	-	-	4,275	2,429	-	-	51,704
Mr Roger Mason	203,958	-	-	19,376	11,579	-	-	234,913
<i>Key management personnel</i>								
Mr Ian Gregory (from 1 July to 19 December 2014)	80,393	25,900 <sup>1</sup>	-	9,132	-	-	-	115,425
<b>Total</b>	<b>364,352</b>	<b>25,900</b>	<b>-</b>	<b>36,107</b>	<b>14,008</b>	<b>-</b>	<b>-</b>	<b>440,367</b>

<sup>1</sup> Other benefits include termination benefits paid to Mr Ian Gregory on 19 December 2014.

During the 2015 financial year the Company actively pursued a number of cost cutting initiatives. As a part of these initiatives, the Board including Executive Directors agreed to take a reduction in their remuneration.



# Directors' Report

30 June 2016

## REMUNERATION REPORT (AUDITED) (CONTINUED)

### B. DETAILS OF REMUNERATION (CONTINUED)

During the year to 30 June 2016 no at-risk short-term or long-term incentives were paid or payable to Directors or Key Management Personnel of the Company / Group.

No cash bonuses were forfeited during the period by Directors or Key Management Personnel or remained unvested at year end.

#### a. Loans to key management personnel

There were no loans made to Directors of Antipa Minerals Limited or other KMP of the Group (or their personally related entities) during the current financial period.

#### b. Other transactions with KMP

	2016	2015
	\$	\$
Payments to director-related parties (i)	89,500	71,899

- i. The payments were made to Napier Capital Pty Ltd, a company of which Stephen Power and Mark Rodda are directors and beneficial shareholders. The payments were for corporate advisory and administrative services on an arm's length basis. At the year-end an invoice for \$5,637.50 is payable and due on 31 July 2016.

### C. SERVICE AGREEMENTS

Remuneration and other terms of agreement for the Company's non-executive directors are formalised in letters of appointment. The letter summarises the terms of the appointment, including compensation, relevant to the office of director. Non-executive directors' fees are set at \$55,000 exclusive of superannuation but excluding any additional fees which may be payable as compensation for special exertions outside the normal scope of non-executive duties. No termination benefits are payable to non-executive directors under the terms of their letters of appointment.

## REMUNERATION REPORT (AUDITED) (CONTINUED)

On 10 March 2011 the Company entered into an Executive Service Agreement with Director Roger Mason. Under the terms of the contract:

- Mr Mason will be paid a minimum remuneration package of \$250,000 p.a. base salary plus superannuation plus a motor vehicle allowance of \$25,000 per annum.
- The Company may terminate this agreement in writing if the Executive becomes incapacitated by illness or accident for an accumulated period of two months or a period aggregating more than three months in any twelve month period.
- The Company may terminate the contract at any time without notice if serious misconduct has occurred. On termination with cause, the Executive is not entitled to any payment.
- If the Company terminates the agreement for any reason other than the above, the Company must pay the Executive an amount equal to six month's salary.
- If Mr Mason terminates the agreement, he must provide the Company with three months' notice period.

On 2 August 2011 the Company entered into an Executive Service Agreement with Chairman Stephen Power. Under the terms of the contract:

- Mr Power will be paid a minimum remuneration package of \$150,000 p.a. base salary plus superannuation for 20 hours a week per annum.
- The Company may terminate this agreement in writing if the Executive becomes incapacitated by illness or accident for an accumulated period of two months or a period aggregating more than three months in any twelve month period.
- The Company may terminate the contract at any time without notice if serious misconduct has occurred. On termination with cause, the Executive is not entitled to any payment.
- If the Company terminates the agreement for any reason other than the above, the Company must pay the Executive an amount equal to six months' salary.
- If Mr Power terminates the agreement, he must provide the Company with three months' notice period.

On 22 February 2016 the Company entered into an Executive Service Agreement with Exploration Manager Ian Gregory. Under the terms of the contract:

- Mr Gregory will be paid a minimum remuneration package of \$170,000 p.a. base salary plus superannuation.
- The Company may terminate this agreement in writing if the Executive becomes incapacitated by illness or accident for an accumulated period of two months or a period aggregating more than three months in any twelve month period.
- The Company may terminate the contract at any time without notice if serious misconduct has occurred. On termination with cause, the Executive is not entitled to any payment.
- If the Company terminates the agreement for any reason other than the above, the Company must pay the Executive an amount equal to one month salary.
- If Mr Gregory terminates the agreement, he must provide the Company with one month notice period.

# Directors' Report

30 June 2016

## REMUNERATION REPORT (AUDITED) (CONTINUED)

### D. ADDITIONAL STATUTORY INFORMATION

#### Shares and option holdings

The numbers of shares and options over ordinary shares in the Group held during the financial period by each director of Antipa Minerals Limited and other KMP of the Group, including their personally related parties, are set out below.

#### Share holdings

2016	Balance at start of year	Purchased/ exercised options	Net other change	Balance at end of year
<i>Directors of Antipa Minerals Ltd</i>				
Mr Stephen Power (i)	36,564,104	21,938,462	-	58,502,566
Mr Roger Mason	8,367,381	2,453,512	-	10,820,893
Mr Mark Rodda (i)	19,775,517	11,865,311	-	31,640,828
Mr Peter Buck	8,334,715	2,000,000	-	10,334,715
Mr Gary Johnson	1,846,153	738,461	-	2,584,614
<i>Executives</i>				
Mr Ian Gregory	1,226,923	-	(1,000,000)	226,923

(i) These figures include shares and options which are owned by Napier Capital Pty Ltd and Mafiro Pty Ltd, companies which Mr Stephen Power and Mr Mark Rodda are deemed to have an interest in.

#### Option holdings

2016	Balance at start of year	Granted during the year as remuneration	Granted from Rights Issue	Exercised / expired year	Net other change	Balance at end of year(ii)	Value of options granted as remuneration
<i>Directors of Antipa Minerals Ltd</i>							\$
Mr Stephen Power (i)	24,438,462	7,000,000	-	(22,938,462)	-	8,500,000	124,797
Mr Roger Mason	5,253,512	9,000,000	-	(2,453,512)	-	11,800,000	160,453
Mr Mark Rodda (i)	13,465,310	4,000,000	-	(12,865,310)	3,000,000(i)	7,600,000	71,813
Mr Peter Buck	2,600,000	4,000,000	-	(2,000,000)	-	4,600,000	71,813
Mr Gary Johnson	1,338,462	4,000,000	-	(738,462)	-	4,600,000	71,813
<i>Key management personnel</i>							
Mr Ian Gregory	-	3,000,000	-	-	-	3,000,000	45,927

(i) These figures include shares and options which are owned by Napier Capital Pty Ltd and Mafiro Pty Ltd, companies which Mr Stephen Power and Mr Mark Rodda are deemed to have an interest in.

(ii) Options held by KMP's are vested and exercisable at 30 June 2016.

During the period 38,995,747 options were exercised by Directors.

## REMUNERATION REPORT (AUDITED) (CONTINUED)

The options granted to Directors in the year 30 June 2016 were for nil consideration as remuneration, exercisable at \$0.031 options with an expiry date of on or before 15 October 2019. They vested immediately. The value per option was \$0.018.

They were valued using Black Scholes with the below assumptions:

	<u>Unlisted options</u>
Number of options in series	28,000,000
Grant date share price	\$0.019
Exercise price	\$0.031
Expected volatility	195%
Option life	4 years
Dividend yield	0.00%
Interest rate	2.75%

The options granted to the Exploration Manager in the year 30 June 2016 were for nil consideration as remuneration, exercisable at \$0.0245 options with an expiry date of on or before 10 March 2020. They vested immediately. The value per option was \$0.015.

They were valued using Black Scholes with the below assumptions:

	<u>Unlisted options</u>
Number of options in series	3,000,000
Grant date share price	\$0.017
Exercise price	\$0.0245
Expected volatility	171%
Option life	4 years
Dividend yield	0.00%
Interest rate	2.50%

During the year 38,995,747 options were exercised by Directors.

## E. USE OF REMUNERATION CONSULTANTS

In the year ended 30 June 2016, the Group did not use the services of a remuneration consultant.

- End of audited remuneration report -

# Directors' Report

30 June 2016

## POST REPORTING DATE EVENTS

At the date of this report there are no other matters or circumstances which have arisen since 30 June 2016 that have significantly affected or may significantly affect:

- (a) the Consolidated Entity's operations in future years, or
- (b) the results of those operations in future financial years, or
- (c) the Consolidated Entity's state of affairs in future financial years.

## ENVIRONMENTAL REGULATION

The Consolidated Entity's environmental obligations are regulated under Australian State and Federal laws. The Company has a policy of exceeding or at least complying with its environmental performance obligations.

During the financial period, the Consolidated Entity did not materially breach any particular or significant Federal, Commonwealth, State or Territory regulation in respect to environmental management.

## INSURANCE AND INDEMNITY OF OFFICERS AND AUDITORS

During the year the Company has paid a premium in respect of a contract insuring the directors of the Company (as named above) and the Company Secretary against liabilities incurred as such a director, secretary or executive officer to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium. The Company has not otherwise, during or since the financial year, indemnified or agreed to indemnify an officer or auditor of the Company or of any related body corporate against a liability incurred as such an officer or auditor.

## AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is included on page 20 of the financial report.

The auditor did not provide any non-audit services for the year ended 30 June 2016 (30 June 2015: Nil).

This report is made in accordance with a resolution of the directors made pursuant to section 298(2) of the *Corporations Act 2001*.



Stephen Power  
Executive Chairman  
Perth, Western Australia  
16 August 2016

## Competent Persons Statement

The information in this report that relates to Exploration Results is based on and fairly represents information and supporting documentation prepared by Mr Roger Mason, a Competent Person who is a Member of The Australasian Institute of Mining and Metallurgy and a full time employee of the Company. Roger Mason has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Roger Mason consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

**DECLARATION OF INDEPENDENCE BY PHILLIP MURDOCH TO THE DIRECTORS OF ANTIPA MINERALS LIMITED**

As lead auditor of Antipa Minerals Limited for the year ended 30 June 2016, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Antipa Minerals Limited and the entities it controlled during the period.



**Phillip Murdoch**

Director

**BDO Audit (WA) Pty Ltd**

Perth, 16 August 2016

## INDEPENDENT AUDITOR'S REPORT

To the members of Antipa Minerals Limited

### Report on the Financial Report

We have audited the accompanying financial report of Antipa Minerals Limited, which comprises the consolidated statement of financial position as at 30 June 2016, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

#### Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 2(a), the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

#### Auditor's Responsibility

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

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

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

### Independence

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

### Opinion

In our opinion:

- (a) the financial report of Antipa Minerals Limited is in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2016 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 2(a).

### Report on the Remuneration Report

We have audited the Remuneration Report included in pages 10 to 18 of the directors' report for the year ended 30 June 2016. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

### Opinion

In our opinion, the Remuneration Report of Antipa Minerals Limited for the year ended 30 June 2016 complies with section 300A of the *Corporations Act 2001*.

BDO Audit (WA) Pty Ltd

BDO



Phillip Murdoch

Director

Perth, 16 August 2016



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2016

	Note	2016 \$	2015 \$
Revenue	(6)	217,850	20,611
<b>Total income</b>		<b>217,850</b>	20,611
Administrative expenses	(8)	(498,661)	(459,557)
Employment Benefits	(8)	(441,535)	(206,148)
Depreciation	(7)	(685)	(3,891)
Share based payments	(8)	(864,372)	(4,841)
<b>Loss before income tax expense</b>		<b>(1,587,403)</b>	(653,826)
Income tax (expense) / benefit	(9)	-	-
Loss after income tax		(1,587,403)	(653,826)
<b>Other comprehensive income</b>			
Other comprehensive income for the year, net of tax		-	-
<b>Total comprehensive loss for the year attributable to owners of the Group</b>		<b>(1,587,403)</b>	(653,826)
<b>Loss per share for the year attributable to the members of Antipa Minerals Ltd</b>			
Basic and diluted loss per share (cents per share)	(22)	(0.26)	(0.21)

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

# Consolidated Statement of Financial Position

As at 30 June 2016

	Note	2016 \$	2015 \$
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	(10)	4,555,712	1,126,854
Trade and other receivables	(11)	170,405	79,334
<b>Total current assets</b>		<b>4,726,117</b>	<b>1,206,188</b>
<b>Non-current assets</b>			
Other receivables	(12)	95,000	95,000
Deferred exploration and evaluation expenditure	(13)	12,754,398	11,990,826
Property, plant and equipment	(14)	5,582	6,267
<b>Total non-current assets</b>		<b>12,854,980</b>	<b>12,092,093</b>
<b>Total assets</b>		<b>17,581,097</b>	<b>13,298,281</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	(15)(a)	540,833	480,695
Provisions	(15)(b)	81,171	53,342
Unexpended Joint Venture contributions	(16)	1,176,468	-
<b>Total liabilities</b>		<b>1,798,472</b>	<b>534,037</b>
<b>Net assets</b>		<b>15,782,625</b>	<b>12,764,244</b>
<b>Equity</b>			
Contributed equity	(17)	20,991,382	17,249,970
Reserves	(18)(a)	1,650,447	786,075
Accumulated losses	(18)(b)	(6,859,204)	(5,271,801)
<b>Total equity</b>		<b>15,782,625</b>	<b>12,764,244</b>

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

# Consolidated Statement of Cash Flows

For the year ended June 2016



	Note	2016 \$	2015 \$
<b>Cash flows from operating activities</b>			
Payments to suppliers and employees		(1,166,193)	(826,569)
Interest received		8,361	20,414
Management fee		178,771	-
<b>Net cash (outflow) from operating activities</b>	(21)	<b>(979,061)</b>	<b>(806,155)</b>
<b>Cash flows from investing activities</b>			
Payments for capitalised exploration and evaluation		(702,182)	(791,405)
Proceeds from Research and Development grant		204,491	515,485
Funds from Joint Venture Rio Tinto		2,600,863	-
Payments for Joint Venture Rio Tinto		(1,436,665)	-
Payments for property, plant and equipment		-	(2,469)
<b>Net cash inflow /(outflow) from investing activities</b>		<b>666,507</b>	<b>(278,389)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issues of shares		556,500	1,251,111
Share issue costs		(150,909)	(118,768)
Proceeds from options exercised		3,335,821	45
<b>Net cash inflow from financing activities</b>		<b>3,741,412</b>	<b>1,132,388</b>
<b>Net increase in cash and cash equivalents</b>		<b>3,428,858</b>	<b>47,844</b>
Cash and cash equivalents at the beginning of the year		1,126,854	1,079,010
<b>Cash and cash equivalents at the end of the year</b>	(10)	<b>4,555,712</b>	<b>1,126,854</b>

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

# Consolidated Statement of Changes In Equity

For the year ended 30 June 2016

	Contributed Equity	Share Option Reserve	Share Based Payment Reserve	Accumulated Losses	Total
	\$	\$	\$	\$	\$
<b>2016</b>					
<b>Balance at 1 July 2015</b>	<b>17,249,970</b>	<b>312,500</b>	<b>473,575</b>	<b>(5,271,801)</b>	<b>12,764,244</b>
(Loss) for the year	-	-	-	(1,587,403)	(1,587,403)
Total comprehensive loss for the year	-	-	-	(1,587,403)	(1,587,403)
	<b>17,249,970</b>	<b>312,500</b>	<b>473,575</b>	<b>(6,859,204)</b>	<b>11,176,841</b>
<b>Transactions with owners, in their capacity as owners</b>					
Contributions of equity, net of transaction costs	3,741,412	-	-	-	3,741,412
Issue of options	-	-	864,372	-	864,372
<b>Balance at 30 June 2016</b>	<b>20,991,382</b>	<b>312,500</b>	<b>1,337,947</b>	<b>(6,859,204)</b>	<b>15,782,625</b>
<b>2015</b>					
<b>Balance at 1 July 2014</b>	<b>16,117,627</b>	<b>312,500</b>	<b>468,734</b>	<b>(4,617,975)</b>	<b>12,280,886</b>
(Loss) for the year	-	-	-	(653,826)	(653,826)
Total comprehensive loss for the year	-	-	-	(653,826)	(653,826)
	<b>16,117,627</b>	<b>312,500</b>	<b>468,734</b>	<b>(5,271,801)</b>	<b>11,627,060</b>
<b>Transactions with owners, in their capacity as owners</b>					
Contributions of equity, net of transaction costs	1,132,343	-	-	-	1,132,343
Issue of options	-	-	4,841	-	4,841
<b>Balance at 30 June 2015</b>	<b>17,249,970</b>	<b>312,500</b>	<b>473,575</b>	<b>(5,271,801)</b>	<b>12,764,244</b>

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

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## 1. CORPORATE INFORMATION

Antipa Minerals Limited (the Company or Antipa) is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange. The consolidated financial statements of the Group as at and for the year ended 30 June 2016 comprise the Company and its subsidiaries (together referred to as the "Group" and individually as "Group entities").

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial statement are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

### (a) Basis of preparation

The financial statements are general-purpose financial statements, which has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Interpretations and the *Corporations Act 2001*. Antipa is a for profit entity for the purposes of preparing financial statements.

#### *Statement of compliance*

The financial statements comply with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial statements of Antipa Minerals Limited comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The separate financial statements of the parent entity, Antipa Minerals Limited, have not been presented within this financial report as permitted by the *Corporations Act 2001*.

#### *Historical cost convention*

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets.

#### *Critical accounting estimates and significant judgements*

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## *New accounting standards and interpretations*

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2016 reporting periods and have not been early adopted by the Company. The Company's assessment of the impact of these new standards and interpretations is set out below.

<b>Title of standard</b>	<b>Nature of change</b>	<b>Impact</b>	<b>Mandatory application date/ Date adopted by Company</b>
AASB 9 Financial Instruments	AASB 9 addresses the classification, measurement and derecognition of financial assets and financial liabilities. Since December 2013, it also sets out new rules for hedge accounting.	There will be no impact on the Company's accounting for financial assets and financial liabilities, as the new requirements only effect the accounting for available-for-sale financial assets and the accounting for financial liabilities that are designated at fair value through profit or loss and the Company does not have any such financial assets or financial liabilities. The new hedging rules align hedge accounting more closely with the Company's risk management practices. As a general rule it will be easier to apply hedge accounting going forward. The new standard also introduces expanded disclosure requirements and changes in presentation.	Must be applied for financial years commencing on or after 1 January 2017. Therefore application date for the company will be 1 January 2018.  The Company does not currently have any hedging arrangements in place.
IFRS 15 (issued June 2014) Revenue from contracts with customers	An entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This means that revenue will be recognised when control of goods or services is transferred, rather than on transfer of risks and rewards as is currently the case under IAS 18 Revenue.	Due to the recent release of this standard the Company has not yet made an assessment of the impact of this standard and it is unlikely to have a material impact.	Must be applied for annual reporting periods beginning on or after 1 January 2018. Therefore application date for the Company will be 30 June 2019.
AASB 16 (issued February 2016) Leases	AASB 16 eliminates the operating and finance lease classifications for lessees currently accounted for under AASB 117 <i>Leases</i> . It instead requires an entity to bring most	Due to the recent release of this standard the Company has not yet made an assessment of the impact of this standard and it is unlikely to have a material impact.	To the extent that the entity, as lessee, has significant operating leases outstanding at the date of initial application, 1 July 2019, right-of-use assets will be recognised for the amount of the unamortised portion of

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

	<p>leases onto its balance sheet in a similar way to how existing finance leases are treated under AASB 117. An entity will be required to recognise a lease liability and a right of use asset in its balance sheet for most leases.</p> <p>There are some optional exemptions for leases with a period of 12 months or less and for low value leases.</p> <p>Lessor accounting remains largely unchanged from AASB 117.</p>		<p>the useful life, and lease liabilities will be recognised at the present value of the outstanding lease payments. Thereafter, earnings before interest, depreciation, amortisation and tax (EBITDA) will increase because operating lease expenses currently included in EBITDA will be recognised instead as amortisation of the right-of-use asset, and interest expense on the lease liability. However, there will be an overall reduction in net profit before tax in the early years of a lease because the amortisation and interest charges will exceed the current straight-line expense incurred under AASB 117 <i>Leases</i>. This trend will reverse in the later years.</p> <p>There will be no change to the accounting treatment for short-term leases less than 12 months and leases of low value items, which will continue to be expensed on a straight-line basis.</p>
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# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

Standard/Interpretation	Effective for annual reporting periods beginning on or after	Expected to be initially applied in the financial year ending
AASB 2014-3 'Amendment to Australian Accounting Standards – Accounting for Acquisitions of Interest in Joint Operations'	1 January 2016	30 June 2017
AASB 2015-1 'Amendment to Australian Accounting Standards – Annual Improvements to Australian Accounting Standards 2012-2014 cycle'	1 January 2016	30 June 2017
AASB 2015-2 'Amendment to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 101'	1 January 2016	30 June 2017
AASB 2014-4 'Amendments to Australian Accounting Standards - Clarification of Acceptable Methods of Depreciation and Amortisation'	1 January 2016	30 June 2018
AASB 2016-1 'Amendments to Australian Accounting Standards – Recognition of Deferred Tax Assets for Unrealised Tax Losses'	1 January 2017	30 June 2018
AASB 2016-2 'Amendments to Australian Accounting Standards - Disclosure initiative: - Amendments to AASB 107'	1 January 2017	30 June 2018
AASB 2016-3 'Amendments to Australian Accounting Standards - Clarifications to AASB 15	1 January 2018	30 June 2019

## (b) Segment Reporting

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

The Board of Directors review internal management reports on a monthly basis that is consistent with the information provided in the statement of profit or loss and other comprehensive income, statement of financial position and statement of cash flows. As a result no reconciliation is required, because the information as presented is used by the Board to make strategic decisions.

Management has determined, based on the reports reviewed by the Board of Directors and used to make strategic decisions, that the Group has one reportable segment being mineral exploration. The Group's management and administration office is located in Australia.



# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## (c) Foreign currency translation

### *Functional and presentation currency*

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the Group operates ('the functional currency'). The functional and presentation currency of the Group is Australian dollars.

### *Translation and balances*

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the dates of the transactions. Foreign currency monetary assets and liabilities at the reporting date are translated at the exchange rate existing at reporting date. Exchange differences are recognised in profit or loss in the period in which they arise.

## (d) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable.

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

### *Interest*

Revenue is recognised as the interest accrues (using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset).

## (e) Income tax

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

### *Deferred tax*

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

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

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

### *Current and deferred tax for the year*

Current and deferred tax is recognised as an expense or income in the statement of profit or loss and other comprehensive income, except when it relates to items credited or debited directly to equity, in which case the deferred tax is also recognised directly in equity, or where it arises from the initial accounting for a business combination, in which case it is taken into account in the determination of goodwill or excess.

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## (f) Impairment of assets

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

An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at fair value, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior periods. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at fair value, in which case the reversal of the impairment loss is treated as a revaluation increase.

## (g) Cash and cash equivalents

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

## (h) Trade and other receivables

Trade receivables, which generally have 30-90 day terms, are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less provision for impairment.

Collectability of trade receivables is reviewed on an ongoing basis. Debts that are known to be uncollectible are written off when identified. An allowance for doubtful debts is raised when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial. The amount of the impairment loss is recognised in the statement of profit or loss and other comprehensive income within other expenses.

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## (i) Financial assets

Other financial assets only consist of 'loans and receivables'. The classification depends on the nature and purpose for which the financial assets were acquired and is determined at the time of initial recognition.

### *Loans and receivables*

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

### *Recognition and derecognition*

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

### *Subsequent measurement*

Loans and receivables are subsequently recorded at amortised cost, using the effective interest method, less impairment.

### *Impairment*

The Group has assessed at reporting date whether there is objective evidence that a financial asset or group of financial assets is impaired.

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

## (j) Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and impairment. Cost includes expenditure that is directly attributable to the acquisition of the item.

Depreciation is provided on property, plant and equipment. Depreciation is calculated on a straight line basis so as to write down the net cost or fair value of each asset over its expected useful life to its estimated residual value.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each annual reporting period. The estimated useful life of the property, plant and equipment as at reporting date is 3 years.

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## **(k) Exploration, evaluation and restoration costs**

### *Exploration and evaluation expenditure*

Exploration and evaluation expenditure is stated at cost and is accumulated in respect of each identifiable area of interest.

Such costs are only carried forward in respect of areas of interest for which the rights of tenure are current and where:

- (i) such costs are expected to be recouped through successful development and exploitation of the area of interest or, alternatively, by its sale; or
- (ii) activities in the area have not at the statement of financial position date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active and significant operations in, or in relation to the area of interest are continuing.

All other costs which do not meet these criteria are written off immediately to the statement of profit or loss and other comprehensive income.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest. Where carried forward expenditure does not satisfy the policy stated above it is written off to the statement of profit or loss and other comprehensive income in the period in which the decision is made to write-off. Accumulated costs in relation to an abandoned area are written off to the statement of profit or loss and other comprehensive income in the period in which the decision to abandon the area is made.

### *Rehabilitation, Restoration and Environmental Costs*

Long-term environmental obligations are based on the Group's environmental management plans, in compliance with current environmental and regulatory requirements. There are currently no material rehabilitation obligations.

## **(l) Trade and other payables**

Trade payables and other accounts payable represent liabilities for goods and services provided to the Group prior to the end of the financial period which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

## **(m) Rio Tinto Farm-in agreement**

Cash received from Rio Tinto pertaining to the Citadel Farm-In agreement is received in advance. Upon receipt of the funds a liability is recognised for unexpended exploration contributions. As expenditure is incurred, the liability is decreased. The cash received in advance by Rio Tinto is held by Antipa Minerals Limited in the capacity as operator, and is classified as restricted cash. Refer note 10 and 16 for further details.

## **(n) 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 from the proceeds.

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## (o) Earnings per share

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

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

## (p) Goods and services tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- (i) where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- (ii) receivables and payables, with the exception of accrued expenses and expense provisions, are stated with the amount of GST included.

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

Cash flows are included in the cash flow statement on a gross basis. The GST components of cash flows arising from investing and financing activities, which are recoverable from, or payable to, the ATO are classified as operating cash flows.

## (q) Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Antipa Minerals Limited ('company' or 'parent entity') as at 30 June 2016 and the results of all subsidiaries for the year then ended. Antipa Minerals Limited and its subsidiaries together are referred to in this financial report as the group or the consolidated entity.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

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

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

## (r) Leases

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

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## **(s) Employee benefits**

### *Equity Settled Compensation*

The Group operates equity-settled share-based payment employee option schemes and, subject to shareholder approval, provides options to Directors from time to time. The fair value of the option to which Directors and employees become entitled is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account. The fair value of options is ascertained using an appropriate pricing model which incorporates all market vesting conditions. The number of options expected to vest is reviewed and adjusted at each reporting date such that the amount recognised for services received as consideration for the options granted shall be based on the number of options that eventually vest.

### *Short-term obligations*

Liabilities for salaries, including non-monetary benefits, annual leave and sick leave expected to be settled within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

The liability for annual leave and sick leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables.

### *Other long-term employee benefit obligations*

The liability for long service leave and annual leave which is not expected to be settled within 12 months after the end of the period in which the employees render the related service is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. Consideration is given to the expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## 3. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed.

Antipa's board of directors (Board) performs the duties of a risk management committee in identifying and evaluating sources of financial and other risks. The Board provides written principles for overall risk management which balance the potential adverse effects of financial risks on Antipa's financial performance and position with the "upside" potential made possible by exposure to these risks and by taking into account the costs and expected benefits of the various methods available to manage them.

The Group holds the following financial instruments:

	2016	2015
	\$	\$
<b>Financial assets</b>		
Cash and cash equivalents	3,263,338	1,126,854
Restricted cash	1,292,374	-
Trade and other receivables	170,405	79,334
	4,726,117	1,206,188
<b>Financial liabilities</b>		
Trade and other payables at amortised cost	540,833	480,695

### a) Market risk

#### (i) Interest rate risk

As at and during the year ended on reporting date the Group had no significant interest-bearing assets or liabilities other than liquid funds on deposit. As such, the Group's income and operating cash flows (other than interest income from funds on deposit) are substantially independent of changes in market interest rates. The Group's exposure to interest rate risk and the effective weighted average interest rate for each class of financial assets and liabilities is set out below.

		2016		2015	
		%	\$	%	\$
<b>Financial assets</b>					
Cash assets	Floating rate*	1.41%	4,555,712	1.78%	1,126,854

\* Weighted average effective interest rate

The Group's policy is to maximise the return on cash held through the use of high interest deposit accounts and term deposits where possible.

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## 3. FINANCIAL RISK MANAGEMENT (continued)

The Group has performed a sensitivity analysis relating to its exposure to interest rate risk as at reporting date. The sensitivity analysis demonstrates the effect on the current year results and equity which could result from a change in interest rates.

	2016	2015
	\$	\$
<b>Change in Loss</b>		
Increase by 1%	6,246	5,710
Decrease by 1%	(6,246)	(5,710)
<b>Change in Equity</b>		
Increase by 1%	6,246	5,710
Decrease by 1%	(6,246)	(5,710)

### b) Credit risk

Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions, as well as credit exposures to customers.

The maximum exposure to credit risk at the reporting date is the carrying amount of the financial assets as summarised in part a) of this note.

As at 30 June 2016, all cash and cash equivalents were held with National Australia Bank with an A (Standard and Poor) credit rating.

### c) Liquidity risk

Prudent liquidity risk management involves the maintenance of sufficient cash, committed credit facilities and access to capital markets. It is the policy of the Board to ensure that the Group is able to meet its financial obligations and maintain the flexibility to pursue attractive investment opportunities through keeping committed credit lines available where possible, ensuring the Group has sufficient working capital and preserving the 15% share issue limit available to the Group under the ASX Listing Rules. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows.

#### *Contractual maturities of financial liabilities*

As at the reporting date the Group had total financial liabilities of \$540,833 (2015 - \$480,695) comprised of non-interest-bearing trade creditors and accruals with a maturity of less than 6 months.

### d) Fair value estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement and/or disclosure purposes.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values due to their short-term nature. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

### e) Capital risk management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the potential return to shareholders.



# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In preparing this financial report the Group has been required to make certain estimates and assumptions concerning future occurrences. There is an inherent risk that the resulting accounting estimates will not equate exactly with actual events and results.

### a) Significant accounting judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

#### *Deferred tax assets*

The Group has carried forward tax losses which have not been recognised as deferred tax assets as it is not considered sufficiently probable that these losses will be recouped by means of future profits taxable in the appropriate jurisdictions.

#### *Capitalisation of exploration and evaluation expenditure*

The Group has capitalised significant exploration and evaluation expenditure on the basis either that this is expected to be recouped through future successful development (or alternatively sale) of the Areas of Interest concerned or on the basis that it is not yet possible to assess whether it will be recouped.

### b) Significant accounting estimates and assumptions

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

#### *Impairment of assets*

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether the Group decides to exploit the related lease itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale.

Factors that could impact the future recoverability include the level of Ore Reserves and Mineral Resources, future technological changes, costs of drilling and production, production rates, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices.

As at 30 June 2016, the carrying value of capitalised exploration and evaluation is \$12,754,398 (2015 - \$11,990,826).

#### *Share based payment transactions*

The fair value of any options issued as remuneration is measured using an appropriate model. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly available information (if any)), weighted average expected life of the instruments (based on historical experience and general option holder behaviour), expected dividends, and the risk-free interest rate (based on government bonds).

## 5. SEGMENT INFORMATION

Management has determined that the Group has one reportable segment, being mineral exploration. As the Group is focused on mineral exploration, the Board monitors the Group based on actual versus budgeted revenues and expenditure incurred by area of interest. This internal reporting framework is the most relevant to assist the Board with making decisions regarding the Company and its ongoing exploration activities, while also taking into consideration the results of exploration work that has been performed to date.

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## 6. REVENUE

	2016	2015
	\$	\$
<b>From continuing operations</b>		
<i>Other revenue</i>		
Management fee	205,236	-
Interest	12,614	20,611
	<u>217,850</u>	<u>20,611</u>

## 7. DEPRECIATION

Depreciation expense	685	3,891
	<u>685</u>	<u>3,891</u>

## 8. EXPENSES

Administration expenses	498,661	459,557
Employee benefit expenses	441,535	206,148
Share based payments	864,372	4,841
	<u>1,804,568</u>	<u>670,546</u>

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## 9. INCOME TAX

Current tax	-	-
	-	-

### a) Income tax expense

A reconciliation between tax expense and the product of accounting profit before income tax multiplied by the Group's applicable income tax rate is as follows:

Accounting loss before tax	<b>(1,587,403)</b>	(653,826)
Tax at the Australian statutory income tax rate of 30%	<b>(476,221)</b>	(196,148)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Share based payments	<b>259,312</b>	1,452
Entertainment	<b>22</b>	86
Fines	<b>266</b>	94
Legal fees	<b>4,141</b>	-
Less tax losses not recognised	<b>212,480</b>	194,516
	-	-

### b) Deferred tax assets and (liabilities) are attributable to the following:

Trade and other receivables	<b>(1,635)</b>	80
Prepayments	-	-
Property, plant and equipment	<b>32,725</b>	35,040
Deferred exploration expenditure	<b>(3,822,067)</b>	(3,468,503)
Capital raising costs	<b>(340,955)</b>	(302,957)
Trade and other payables	<b>5,580</b>	5,820
Provisions	<b>24,351</b>	16,003
Tax losses recognised to the extent of deferred tax liabilities	<b>4,102,001</b>	3,714,517
	-	-

The balance of potential deferred tax assets attributable to tax losses carried forward of \$812,045 (2015: loss \$606,479) and other timing differences of nil (2015: nil) in respect of Antipa Minerals Limited and its controlled entities in the tax consolidated group have not been brought to account because the Directors do not believe it is appropriate to regard realisation of future tax benefits as probable.

Antipa Minerals Limited and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation.

The head entity, Antipa Minerals Limited, and its controlled entities in the tax consolidated group account for their own current and deferred tax amounts.

The entities have also entered into a tax funding agreement under which the wholly-owned entities fully compensate Antipa Minerals Limited for any current tax payable assumed and are compensated by Antipa Minerals Ltd for any current tax receivable and deferred tax assets relating to unused tax losses or unused tax credits that are transferred to Antipa Minerals Limited under the tax consolidation legislation.

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## 10. CURRENT ASSETS – CASH AND CASH EQUIVALENTS

	2016 \$	2015 \$
Cash At bank and in hand	3,263,338	1,126,854
Restricted cash (i)	1,292,374	-
	4,555,712	1,126,854

(i) As at 30 June 2016 \$1,292,374 of Cash and cash equivalents is held as restricted cash being monies received in advance from Rio Tinto and restricted for use on the Citadel project (2015: nil).

### a) Fair value

The carrying amount of cash and cash equivalents is a reasonable approximation of fair value.

### b) Interest rate risk exposure

Information about the Group's exposure to interest rate risk in relation to cash and cash equivalents is provided in note 3.

## 11. CURRENT ASSETS – TRADE AND OTHER RECEIVABLES

	2016 \$	2015 \$
Receivables	170,405	79,334
	170,405	79,334

### a) Fair value

Due to the short-term nature of these receivables, their carrying value is assumed to approximate fair value. No trade receivables are past due or impaired.

## 12. NON - CURRENT ASSETS – OTHER RECEIVABLES

Deposit for corporate office lease	25,000	25,000
Deposit for credit cards Facility	70,000	70,000
	95,000	95,000

### a) Fair value

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

## 13. DEFERRED EXPLORATION AND EVALUATION EXPENDITURE

### At cost

Opening balance	11,990,826	11,349,407
Additions	968,063	1,156,904
Research and Development rebate	(204,491)	(515,485)
<b>Closing balance</b>	<b>12,754,398</b>	11,990,826

The ultimate recoupment of exploration and evaluation expenditure carried forward is dependent on successful development and exploitation, or alternatively sale of the respective area of interest.

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## 14. PROPERTY, PLANT AND EQUIPMENT

### Furniture, Fittings and Equipment At cost

Opening balance	6,267	5,128
Additions	-	5,030
Depreciation expense	(685)	(3,891)
<b>Closing balance</b>	<b>5,582</b>	<b>6,267</b>

## 15. (a) CURRENT LIABILITIES – TRADE AND OTHER PAYABLES

	2016 \$	2015 \$
Trade payables	335,430	441,819
Other payables	205,403	38,876
	<b>540,833</b>	<b>480,695</b>

The average credit period on purchases is 45 days from the date of invoice. Group policy is to pay all undisputed invoices within 30 days from the month of receipt. All amounts are expected to be settled within 12 months.

### (i) Fair value

The carrying amount of trade payables is a reasonable approximation of fair value due to their short-term nature.

## (b) CURRENT LIABILITIES – PROVISIONS

Annual leave provision	81,171	53,342
	<b>81,171</b>	<b>53,342</b>

## 16. UNEXPENDED JOINT VENTURE CONTRIBUTIONS

Contributions Rio Tinto Exploration Pty Ltd	2,600,863	-
Expenditure	(1,424,395)	-
	<b>1,176,468</b>	<b>-</b>

In October 2015 Antipa signed a farm-in agreement with Rio Tinto for the Citadel Project. In accordance with the agreement Antipa will be the operator for the Citadel Project for the first 18 months and \$3 million expenditure period. During the period Rio Tinto Exploration Pty Ltd contributed funds in advance of \$2,600,863 to Antipa as part of the initial \$3,000,000, of which \$1,292,374 remains unexpended and is held as restricted cash as at 30 June 2016.

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## 17. CONTRIBUTED EQUITY

### a) Share capital

	2016 Number	2016 \$	2015 Number	2015 \$
Fully paid ordinary shares	902,836,774	20,991,382	489,754,682	17,249,970

### b) Movements in ordinary share capital

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Group in proportion to the number of shares held. On a show of hands every holder of ordinary shares present at a meeting or by proxy, is entitled to one vote. Upon a poll every holder is entitled to one vote per share held.

Description	Date	Number of shares	Issue Price	\$
<b>2016</b>				
<b>Opening balance</b>	1 July 2015	<b>489,754,682</b>		<b>17,249,970</b>
Exercise options	8 Jul 2015	4,500	\$0.010	45
Exercise options	29 Jul 2015	23,610	\$0.010	236
Exercise options	18 Aug 2015	20,800	\$0.010	208
Share placement (i)	16 Oct 2015	79,500,000	\$0.007	556,500
Exercise options	26 Oct 2015	1,200,000	\$0.010	12,000
Exercise options	13 Nov 2015	351,111	\$0.010	3,511
Exercise options	9 Feb 2016	5,149,999	\$0.010	51,500
Exercise options	16 Feb 2016	5,149,999	\$0.010	51,500
Exercise options	23 Feb 2016	10,503,334	\$0.010	105,033
Exercise options	1 Mar 2016	11,512,338	\$0.010	115,124
Exercise options	8 Mar 2016	31,565,095	\$0.010	315,651
Exercise options	21 Mar 2016	11,429,318	\$0.010	114,293
Exercise options	23 Mar 2016	4,239,930	\$0.010	42,400
Exercise options	29 Mar 2016	700,000	\$0.010	7,000
Exercise options	30 Mar 2016	9,543,334	\$0.010	95,433
Exercise options	4 Apr 2016	21,922,566	\$0.010	219,226
Exercise options	6 Apr 2016	26,958,946	\$0.010	269,586
Exercise options	26 Apr 2016	25,815,335	\$0.010	258,155
Exercise options	2 May 2016	50,266,655	\$0.010	502,667
Exercise options	9 May 2016	35,003,392	\$0.010	350,034
Exercise options	12 May 2016	61,220,269	\$0.010	612,203
Exercise options	18 May 2016	18,653,000	\$0.010	186,530
Exercise options	20 May 2016	1,081,250	\$0.010	10,813
Exercise options	26 May 2016	1,267,311	\$0.010	12,673
Less: transaction costs (ii)		-		(150,909)
<b>Closing balance</b>	30 Jun 2016	<b>902,836,774</b>		<b>20,991,382</b>

#### i. 2015 Share Placement

On 16 October 2015, Antipa completed a Share Placement. The Placement was 79,500,000 fully paid shares at \$0.007 per share with a free attaching option based on 1 option for every 2 shares issued. The options had an exercise price of \$0.01 which expired on 17 May 2016. The issue costs of \$36,585 are in relation to the Placement.

#### ii. Options exercised expiring 17 May 2016

Balance of transaction costs of \$114,324 relate to underwriting fee and associated costs for the exercise of options expired 17 May 2016

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## 17. CONTRIBUTED EQUITY (Continued)

Description	Date	Number of shares	Issue Price	\$
<b>2015</b>				
<b>Opening balance</b>	1 July 2014	<b>195,896,372</b>		<b>16,117,627</b>
Rights issue October 2014	21 Oct 2014	130,597,258	\$0.005	652,986
Exercise options	10 Dec 2014	2,484	\$0.010	25
Rights issue April 2015	28 April 2015	163,247,943	\$0.004	652,992
Exercise options	8 June 2015	10,625	\$0.010	106
Less: transaction costs (iii)		-		(173,766)
<b>Closing balance</b>	30 Jun 2015	<b>489,754,682</b>		<b>17,249,970</b>

### iii Share based payments transaction costs

On 28 April 2015 the Company issued 8,250,000 shares to the value of \$33,000 to a non-related party in lieu of cash for capital raising fee.

## 18. RESERVES AND ACCUMULATED LOSSES

With respect to the payment of dividends (if any) by Antipa in subsequent financial years, no franking credits are currently available, or are likely to become available in the next 12 months.

	2016 \$	2015 \$
<b>a) Share based payment and option reserve</b>		
Opening balance	786,075	781,234
Option expense in the year	864,372	4,841
Balance at 30 June	<b>1,650,447</b>	786,075
<b>b) Accumulated losses</b>		
Opening balance	5,271,801	4,617,975
Net loss for the year	1,587,403	653,826
Balance at 30 June	<b>6,859,204</b>	5,271,801

### c) Nature and purpose of reserves

The share-based payments reserve is used to recognise the grant date fair value of options issued to employees but not exercised.

The share option reserve is used to recognise the grant date fair value of options issued to consultants in exchange for services but not exercised.

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## 19. OPTIONS

As at reporting date, the Group has the following options on issue:

2016 Number	Exercise Price	Grant	Expiry
6,100,000	\$0.0800	26 November 2013	26 November 2017
3,000,000	\$0.0120	14 May 2015	30 April 2018
28,000,000	\$0.0310	16 October 2015	15 October 2019
5,000,000	\$0.0245	8 March 2016	10 March 2020
6,000,000	\$0.0380	26 May 2016	15 October 2019
3,000,000	\$0.0620	16 June 2016	15 June 2020
<b>51,100,000</b>			

Options carry no dividend or voting rights. Upon exercise, each option is convertible into one ordinary share to rank pari passu in all respects with the Group's existing fully paid ordinary shares.

Movements in the number of options on issue during the year are as follows:

Description	2016 Number	Weighted Average Exercise Price	2015 Number	Weighted Average Exercise Price
Options				
Opening balance	304,132,092	0.140	79,489,890	0.14
Issued during the period share placement	39,750,000	0.22	293,845,201	0.01
Issued during the period underwriter	6,000,000	0.22	-	-
Issued during the period remuneration(i)	36,000,000	0.022	3,000,000	0.01
Exercised during the period	(333,582,092)	0.010	(13,109)	0.01
Expired during the period	(1,200,000)	0.333	(72,189,890)	0.08
Balance at 30 June	<b>51,100,000</b>	0.505	304,132,092	0.14

## 2016

- (i) Options (valued at \$0.018) were issued to the Directors were valued using Black Scholes with the below assumptions:

	Unlisted options
Number of options in series	28,000,000
Grant date share price	\$0.019
Exercise price	\$0.031
Expected volatility	195%
Option life	4 years
Dividend yield	0.00%
Interest rate	2.75%



# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## 19. OPTIONS (continued)

- (ii) Options (valued at \$0.015) issued to Employees of the Company and were valued using Black Scholes with the below assumptions:

	<u>Unlisted options</u>
Number of options in series	5,000,000
Grant date share price	\$0.017
Exercise price	\$0.0245
Expected volatility	171%
Option life	4 years
Dividend yield	0.00%
Interest rate	2.50%

- (iii) Options (valued at \$0.040) issued to the Company Secretary and were valued using Black Scholes with the below assumptions:

	<u>Unlisted options</u>
Number of options in series	3,000,000
Grant date share price	\$0.044
Exercise price	\$0.062
Expected volatility	171%
Option life	4 years
Dividend yield	0.00%
Interest rate	2.50%

## 2015

- Options (valued at \$0.002 per option) issued to the Company Secretary and were valued using Black Scholes with the below assumptions:

	<u>Series 14</u>
Number of options in series	3,000,000
Grant date share price	\$0.004
Exercise price	\$0.012
Expected volatility(ii)	100%
Option life	3 years
Dividend yield	0.00%
Interest rate	2.02%

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## 20. REMUNERATION OF AUDITORS

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

	2016 \$	2015 \$
BDO Audit (WA) Pty Ltd for:		
- an audit of financial reports and other audit work under the Corporations Act 2001	33,826	36,177
- other assurance services	-	-
Total remuneration for audit and other assurance services	<u>33,826</u>	<u>36,177</u>

## 21. RECONCILIATION OF LOSS AFTER INCOME TAX TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

	2016 \$	2015 \$
Loss for the year	(1,587,403)	(653,826)
Adjustment for:		
Share based payments	864,372	4,841
Depreciation	685	3,891
Increase /(decrease) in current liabilities	(165,644)	(176,494)
Decrease / (increase) in trade and other receivables	(91,071)	15,433
<b>Net cash (outflow) from operating activities</b>	<u>(979,061)</u>	<u>(806,155)</u>

## 22. LOSS PER SHARE

	2016 Cents	2015 Cents
Basic / diluted loss per share		
Loss attributable to the ordinary equity holders of the Company	<u>(0.26)</u>	<u>(0.21)</u>
Loss used in calculation of basic / diluted loss per share	\$	\$
Loss	<u>(1,587,403)</u>	<u>(653,826)</u>
Weighted average number of ordinary shares used as the denominator in calculating basic / diluted loss per share	<u>615,062,344</u>	<u>304,580,588</u>

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## 23. EVENTS SUBSEQUENT TO THE REPORTING PERIOD

Other than as mentioned above or elsewhere in this report, financial statements or notes thereto, at the date of this report there are no other matters or circumstances which have arisen since 30 June 2016 that have significantly affected or may significantly affect:

- a) the Consolidated Entity's operations in future years, or
- b) the results of those operations in future financial years, or
- c) the Consolidated Entity's state of affairs in future financial years.

## 24. COMMITMENTS & CONTINGENCIES

The Group had no contingent assets or liabilities at reporting date.

The Group must meet the following tenement expenditure commitments to maintain them in good standing until they are farmed out, sold, reduced, relinquished, exemptions from expenditure are applied or are otherwise disposed of. These commitments, net of farm outs, are not provided for in the financial statements and are:

	2016 \$	2015 \$
Not later than one year	2,276,860	1,701,000
After one year but less than two years	2,374,360	2,060,500
After two years up to five years	6,057,830	5,629,500
After five years	2,190,750	1,025,000
	12,899,800	10,416,000

### Leases

The Company has entered into an extension of a 2 year operating lease agreement effective 18 May 2014 for the corporate head office at Level 1, 42 Ord Street, West Perth. The lease obligation is not provided for in the Consolidated Statement of the Financial Position but is to be incurred as outlined below:

	2016 \$	2015 \$
Not later than one year	71,421	199,962
After one year but not longer than five years	-	-
	71,421	199,962

Other than those disclosed above, the Group has no commitments at reporting date.

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## 25. RELATED PARTY TRANSACTIONS

	2016	2015
	\$	\$
Short term employee benefits	587,241	390,252
Post-employment benefits	78,301	50,115
Non-monetary benefits	-	-
Share based payment	545,116	-
	1,210,658	440,367

There have been the following transactions with related parties during the year ended 30 June 2016 and the prior period.

	2016	2015
	\$	\$
Payments to director-related parties (i)	89,500	71,899

- i. The payments were made to Napier Capital Pty Ltd, a company of which Stephen Power and Mark Rodda are directors and beneficial shareholders. The payments were for corporate advisory and administrative services on an arm's length basis. At the year-end no amounts were outstanding.

There were no other related party transactions during the period, other than those to KMP's as part of remuneration.

## 26. SUBSIDIARIES

Name of entity	Country of incorporation	Class of Shares	Equity Holding
Antipa Resources Pty Ltd*	Australia	Ordinary	100%
Kitchener Resources Pty Ltd**	Australia	Ordinary	100%

\*Holds the tenements in relation to the Citadel and North Telfer Projects and "Telfer Dome" tenements.

\*\*Holds the tenements in relation to the Paterson Project Tenements.

# Notes To The Consolidated Financial Statements

For the year ended 30 June 2016

## 27. PARENT ENTITY DISCLOSURES

### *Financial position*

	2016 \$	2015 \$
<b>Assets</b>		
Current assets	15,572,375	12,445,535
Non-current assets	427,771	428,457
<b>Total assets</b>	<b>16,000,146</b>	<b>12,873,992</b>
<b>Liabilities</b>		
Current liabilities	(217,521)	(109,748)
Non-current liabilities	-	-
<b>Total liabilities</b>	<b>(217,521)</b>	<b>(109,748)</b>
<b>Net Assets</b>	<b>15,782,625</b>	<b>12,764,244</b>
<b>Equity</b>		
Issued capital	20,991,382	17,249,971
Accumulated losses	(6,859,204)	(5,271,802)
Reserves		
Share-based payments	1,650,447	786,075
<b>Total equity</b>	<b>15,782,625</b>	<b>12,764,244</b>

### *Financial performance*

	2016 \$	2015 \$
Loss for the period	(1,587,402)	(845,924)
Other comprehensive income	-	-
<b>Total comprehensive loss</b>	<b>(1,587,402)</b>	<b>(845,924)</b>

### **Parent Entity Commitments & Contingencies**

The parent entity had no contingent assets or liabilities at reporting date.

## Directors Declaration

30 June 2016

The Directors declare that:

- (a) in the Directors' opinion, there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable;
- (b) the financial statements and accompanying notes are prepared in compliance with International Financial Reporting Standards and interpretations adopted by the International Accounting Standards Board;
- (c) in the Directors' opinion, the attached financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the Group; and
- (d) the Directors have been given the declarations required by s.295A of the Corporations Act 2001.

Signed in accordance with a resolution of the Directors made pursuant to s.295(5) of the Corporations Act 2001.



Stephen Power  
Executive Chairman  
Perth, Western Australia  
16 August 2016

The Board of Directors of Antipa Minerals Ltd. (the “Company”) is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

This statement sets out the main corporate governance practices in place throughout the financial year in accordance with 3<sup>rd</sup> edition of the ASX Principles of Good Corporate Governance and Best Practice Recommendations.

This Statement was approved by the Board of Directors and is current as at 18 August 2016.

## **PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT**

**ASX Recommendation 1.1: A listed entity should establish the functions reserved to the Board and those delegated to senior executives and disclose those functions.**

The Company has complied with this recommendation.

The Board has adopted a formal charter that details the respective Board and management functions and responsibilities. A copy of this Board charter is available in the corporate governance section of the Company's website at [www.antipaminerals.com.au](http://www.antipaminerals.com.au).

**ASX Recommendation 1.2: A listed entity should undertake appropriate checks before appointing a person or putting forward to security holders a candidate for election as a Director and provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a Director.**

The Company has complied with this recommendation.

The Company did not elect any new Directors during the year.

Information in relation to Directors seeking reappointment is set out in the Directors report and Notice of Annual General Meeting.

**ASX Recommendation 1.3: A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.**

The Company has complied with this recommendation.

The Company has in place written agreements with each Director and Senior Executive.

**ASX Recommendation 1.4: The company secretary of a listed company should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.**

The Company has complied with this recommendation.

The Board Charter provides for the Company Secretary to be accountable directly to the Board through the Chair.

**ASX Recommendation 1.5: A listed entity should:**

- **Have a diversity policy which includes the requirement for the Board to set measurable objectives for achieving gender diversity and assess annually the objectives and the entity's progress to achieving them;**
- **disclose the policy or a summary of it;**
- **disclose the measurable objectives and progress towards achieving them; and**
- **disclose the respective proportions of men and women on the Board and at each level of management and the company as a whole.**

The Company partly complies with this recommendation.

The Company has adopted a Diversity Policy which is available in the corporate governance section of the Company's website at [www.antipaminerals.com.au](http://www.antipaminerals.com.au).

The Board considers that, due to the size, nature and stage of development of the Company, setting measurable objectives for the Diversity Policy at this time is not practical. The Board will consider setting measurable objectives as the Company increases in size and complexity.

The Company currently has a very small number of employees which does not include any women employees and it has no women on the Board.

**ASX Recommendation 1.6: A listed entity should disclose the process for evaluating the performance of the Board, its committees and individual Directors.**

The Company has complied with this recommendation.

The Company's Board charter outlines the process for evaluating the performance of the Board and its Committees. This provides that, once a year, the Board shall review and discuss the performance of the Board as a whole, its Committees and individual Directors. If it is apparent that there are problems which cannot be satisfactorily considered by the Board itself, the Board may decide to engage an independent adviser to undertake this review.

The Company's Nomination and Remuneration Committee is also required review the performance of the Board, its committees and individual Directors.

A performance review was undertaken during the reporting period.

**ASX Recommendation 1.7: A listed entity should have and disclose a process for periodically evaluating the performance of its senior executives and disclose in relation to each reporting period where a performance evaluation was undertaken in accordance with a process.**

The Company has complied with this recommendation.

The Company has in place procedures for evaluating the performance of its senior executives overseen by the Nomination and Remuneration Committee. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

A performance review was undertaken during the reporting period.

## PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

**ASX Recommendation 2.1: The Board of a listed entity should establish a Nomination Committee:**

- With at least three members the majority of which are independent Directors;
- chaired by an independent director; and
- disclose the charter of the committee, the members of the committee and the number of times the committee met throughout the period and member attendance at those meetings.

The Company has complied with this recommendation.

The Board has established a Nomination and Remuneration Committee. Currently, Mr Peter Buck (Chair), Mr Gary Johnson and Mr Mark Rodda serve on the Nomination and Remuneration Committee.

A copy of the Committee's charter is available in the corporate governance section of the Company's website at [www.antipaminerals.com.au](http://www.antipaminerals.com.au). Details of the number of meetings of the committee and attendance at those meetings are set out in the Directors Report.

**ASX Recommendation 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.**

The Company has complied with this recommendation.



The Board has established a skill matrix. On a collective basis the Board has the following skills:

**Strategic expertise:** Ability to identify and critically assess strategic opportunities and threats and develop strategies.

**Specific Industry knowledge:** Geological and metallurgical qualifications are held by Board members and all members of the Board have a general background and experience in the resources sector including exploration, mineral resource project development and mining.

**Accounting and finance:** The ability to read and comprehend the Company's accounts, financial material presented to the Board, financial reporting requirements and an understanding of corporate finance.

**Legal:** Overseeing compliance with numerous laws, ensuring appropriate legal and regulatory compliance frameworks and systems are in place and understanding an individual Director's legal duties and responsibilities.

**Risk management:** Identify and monitor risks to which the Company is, or has the potential to be exposed to.

**Experience with financial markets:** Experience in working in or raising funds from the equity or capital markets.

**Investor relations:** Experience in identifying and establishing relationships with Shareholders, potential investors, institutions and equity analysts.

**ASX Recommendation 2.3: A listed entity should disclose the names of the Directors considered by the Board to be independent Directors and provide details in relation to the length of service of each Director.**

The Company has complied with this recommendation.

Mr Peter Buck and Mr Gary Johnson are considered to be independent Directors.

Mr Mark Rodda performs additional consulting work for the Company on an arm's length basis and as such is not considered independent.

Mr Stephen Power and Mr Roger Mason are Executive Directors and are not considered independent Directors as they are employed in an executive capacity.

Mr Stephen Power is also a substantial shareholder of the Company.

Messrs Power, Mason, Rodda, and Buck have been Directors since 1 November 2010. Mr Johnson has been a Director since 23 November 2010.

**ASX Recommendation 2.4: The majority of the Board of a listed entity should be independent Directors.**

The Company has not complied with this recommendation.

As in ASX recommendation 2.3, the majority of the Board is not considered to be independent.

The Board considers that its current composition is appropriate given the current size and stage of development of the Company and allows for the best utilisation of the experience and expertise of its members.

Directors having a conflict of Interest in relation to a particular Item of business must absent themselves from the Board meeting before commencement of discussion on the topic.

**ASX Recommendation 2.5: The Chair of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.**

The Company partly complies with this recommendation.

The Chairperson, Mr Stephen Power is not considered to be an independent Director. Notwithstanding this the Directors believe that Mr Power is able to, and does make, quality and independent judgement in the best interests of the Company on all relevant issues before the Board.

Mr Roger Mason is Managing Director of the Company. The Board has agreed, and the Company has set out, a clear statement of division of responsibility between the roles of the Executive Chairman and the Managing Director.

**ASX Recommendation 2.6: A listed entity should have a program for inducting new Directors and provide appropriate professional development opportunities.**

The Company has complied with this recommendation.

The Nomination and Remuneration Committee has responsibility for the approval and review of induction procedures for new appointees to the Board to ensure that they can effectively discharge their responsibilities which will be facilitated by the Company Secretary. There were no new Directors appointed during the reporting period. The Nomination and Remuneration Committee is also responsible for the program for providing adequate professional development opportunities for Directors and management.

### PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

**ASX Recommendation 3.1: A listed entity should establish a code of conduct and disclose the code or a summary of the code.**

The Company has complied with this recommendation.

The Company has established a code of conduct that sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from Directors and employees.

A copy of the Company's code of conduct is available in the corporate governance section of the Company's website at [www.antipaminerals.com.au](http://www.antipaminerals.com.au).

### PRINCIPLE 4: SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

**ASX Recommendation 4.1: The Board of a listed entity should establish an audit committee:**

- With at least three members, all of whom are non-executive Directors and a majority of which are independent Directors;
- chaired by an independent Director; and
- disclose the charter of the committee, the members of the committee and the number of times the committee met throughout the period and member attendance at those meetings.

The Company has complied with this recommendation.

The Board has established an Audit and Risk Committee and adopted a charter that sets out the committee's role and responsibilities, composition and membership requirements. Currently, Mr Peter Buck (Chair), Mr Gary Johnson and Mr Mark Rodda serve on the Audit and Risk Committee.

The role of the Audit and Risk Committee is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting, risk management and compliance.

The qualifications of the members of the Audit and Risk committee are set out in the Directors report. Although members of the committee do not hold accounting or finance qualifications they do have an understanding of financial reporting requirements and experience in ensuring that these requirements are met and that relevant controls are in place to ensure the integrity of the financial statements and reports.

A copy of the charter of the Audit and Risk Committee is available in the corporate governance section of the Company's website at [www.antipaminerals.com.au](http://www.antipaminerals.com.au).

Details of the number of meetings of the committee and attendance at those meetings are set out in the Directors Report.

**ASX Recommendation 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 control which is operating effectively.**

The Company partly complies with this recommendation.

The Board has received the assurance required by ASX Recommendation 4.2 in respect of the financial statements for the half year ended 31 December 2015 and the full year ended 30 June 2016. Given the size and nature of the Company's operations the Board has not received the assurance in respect of the quarterly cash flow statements believing that the provision of the assurance for the half and full year financial statements is sufficient.

**ASX Recommendation 4.3: A listed entity should ensure that the external auditor attends its Annual General Meeting and is available to answer questions from security holders relevant to the audit.**

The Company has complied with this recommendation.

The external auditor attends the Annual General Meeting and is available to answer questions from shareholders relevant to the audit and financial statements. The external auditor will also be allowed a reasonable opportunity to answer written questions submitted by shareholders to the auditor as permitted under the Corporations Act.

## PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

**ASX Recommendation 5.1: A listed entity should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.**

The Company has complied with this recommendation.

The Company has established a continuous disclosure policy which is designed to guide compliance with ASX Listing Rule disclosure requirements and to ensure that all Directors, senior executives and employees of the Company understand their responsibilities under the policy. The Board has designated the Executive Chairman, Managing Director and the Company Secretary as the persons responsible for ensuring that this policy is implemented and enforced and that all required price sensitive information is disclosed to the ASX as required.

In accordance with the Company's continuous disclosure policy, all information provided to ASX for release to the market is posted to its website at [www.antipaminerals.com.au](http://www.antipaminerals.com.au) after ASX confirms an announcement has been made.

A copy of the continuous disclosure policy is available in the corporate governance section of the Company's website at [www.antipaminerals.com.au](http://www.antipaminerals.com.au).

## PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS

**ASX Recommendation 6.1: A listed entity should provide information about itself and its governance to investors via its website.**

The Company has complied with this recommendation.

The Company's website at [www.antipaminerals.com.au](http://www.antipaminerals.com.au) contains information about the Company's projects, Directors and management and the Company's corporate governance practices, policies and charters. All ASX announcements made to the market, including annual and half year financial results are posted on the website as soon as they have been released by the ASX. The full text of all notices of meetings and explanatory material, the Company's Annual Report and copies of all investor presentations are posted on the website.

**ASX Recommendation 6.2: A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.**

The Company has complied with this recommendation.

The Company's Executive Chairman and Managing Director are the Company's main contacts for investors and potential investors and make themselves available to discuss the Company's activities when requested. In addition to announcements made in accordance with its continuous disclosure obligations Company, from time to time, prepares and releases general investor updates about the Company.

Contact with the Company can be made via an email address provided on the website and investors can subscribe to the Company's mailing list.

**ASX Recommendation 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.**

The Company has complied with this recommendation.

The Company encourages participation of shareholders at any general meetings and its Annual General Meeting each year. Shareholders are encouraged to lodge direct votes or proxies subject to the adoption of satisfactory authentication procedures if they are unable to attend the meeting.

The full text of all notices of meetings and explanatory material are posted on the Company's website at [www.antipaminerals.com.au](http://www.antipaminerals.com.au).

**ASX Recommendation 6.4: A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security register electronically.**

The Company has complied with this recommendation.

Contact with the Company can be made via an email address provided on the website and investors can subscribe to the Company's mailing list.

The Company's share register provides a facility whereby investors can provide email addresses to receive correspondence from the Company electronically and investors can contact the share register via telephone, facsimile or email.

## PRINCIPLE 7: RECOGNISE AND MANAGE RISK

**ASX Recommendation 4.1: The Board of a listed entity should have a committee to oversee risk:**

- **With at least three members, all of whom are non-executive Directors and a majority of which are independent Directors;**
- **chaired by an independent director; and**
- **disclose the charter of the committee, the members of the committee and the number of times the committee met throughout the period and member attendance at those meetings.**

The Company has complied with this recommendation.

The Board has established an Audit and Risk Committee and adopted a charter that sets out the committee's role and responsibilities, composition and membership requirements. Currently, Mr Peter Buck (chair), Mr Gary Johnson and Mr Mark Rodda serve on the Audit and Risk Committee.

The role of the Audit and Risk Committee is to oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.

A copy of the charter of the Audit and Risk Committee is available in the corporate governance section of the Company's website at [www.antipaminerals.com.au](http://www.antipaminerals.com.au).

Details of the number of meetings of the committee and attendance at those meetings are set out in the Directors Report.

**ASX Recommendation 7.2: The Board or a committee of the Board, of a listed entity should review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and disclose in relation to each reporting period whether such a review was undertaken.**

The Company has complied with this recommendation.

The charter of the Audit and Risk Committee provides that the committee will annually review the Company's risk management framework to ensure that it remains sound.

The committee conducted such a review during the reporting period.

**ASX Recommendation 7.3: A listed entity should disclose if it has an internal audit function and if it does not have an internal audit function that fact and the processes it employs for evaluating and continually improving the effectiveness of risk management and internal control processes.**

The Company has complied with this recommendation.

Given the Company's current size and level of operations it does not have an internal audit function. The Audit and Risk Committee oversees the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements and monitors the quality of the accounting function.

**ASX Recommendation 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.**

The Company has complied with this recommendation.

The Company has exposure to economic risks, including general economy wide economic risks and risks associated with the economic cycle which impact on the price and demand for minerals which affects the sentiment for investment in exploration companies.

There will a requirement in the future for the Company to raise additional funding to pursue its business objectives. The Company's ability to raise capital may be effected by these economic risks.

The Company has in place risk management procedures and processes to identify, manage and minimise its exposure to these economic risks where appropriate.

The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceed. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

The Board currently considers that the Company does not have any material exposure to social sustainability risk. The Company's Corporate Code of Conduct outlines the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The code sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behavior expected from employees when dealing with stakeholders.

## PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

**ASX Recommendation 8.1: The Board of a listed entity should establish a remuneration committee:**

- **With at least three members the majority of which are independent Directors;**
- **chaired by an independent Director; and**
- **disclose the charter of the committee, the members of the committee and the number of times the committee met throughout the period and member attendance at those meetings.**

The Company has complied with this recommendation.

The Board has established a Nomination and Remuneration Committee and adopted a charter that sets out the remuneration and nomination committee's role and responsibilities, composition and membership requirements. Currently, Mr Peter Buck (chair), Mr Gary Johnson and Mr Mark Rodda serve on the Nomination and Remuneration Committee.

A copy of the Committee's charter is available in the corporate governance section of the Company's website at [www.antipaminerals.com.au](http://www.antipaminerals.com.au).

Details of the number of meetings of the committee and attendance at those meetings are set out in the Directors Report.

**ASX Recommendation 8.2: A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.**

The Company has complied with this recommendation.

Mr Gary Johnson, Mr Peter Buck and Mr Mark Rodda are paid a fixed annual fee for their service to the Company as a Non-Executive Directors. Non-Executive Directors may, subject to shareholder approval, be granted options.

Executives of the Company typically receive remuneration comprising a base salary component and other fixed benefits based on the terms of their employment agreements with the Company and potentially the ability to participate in bonus arrangements and may, subject to shareholder approval if appropriate, be granted options.

**ASX Recommendation 8.3: A listed entity which has an equity based remuneration scheme should have a policy on whether participants are permitted to enter into transactions which limit the economic risk of participating in the scheme and disclose the policy or a summary of that policy.**

The Company has complied with this recommendation.

Participants in any Company equity based remuneration scheme are not permitted to enter into transactions which limit the economic risk of participating in the scheme.

## Additional ASX Information

The Shareholder information set out below was applicable as at 8 August 2016:

### 1. Twenty Largest Shareholders

Ordinary Shares	Number	Percentage
Rosane Pty Ltd <Rosane Holdings S/F A/C>	56,375,000	6.24
Freyco Pty Ltd <Eugene A/C>	53,108,291	5.88
Alto Metals Limited	25,573,183	2.83
Wythenshawe Pty Ltd	24,000,000	2.66
Hawkestone Resources Pty Ltd	23,000,000	2.55
Mr Dermot Michael Ryan + Mrs Vivienne Eleanor Ryan <RF Super Fund A/C>	20,000,000	2.22
Redlands Plains Pty Ltd <Majestic Investment Fund A/C>	18,743,120	2.08
Norvale Pty Ltd	15,757,993	1.75
JB Williams Pty Ltd <JB Williams Pty Ltd S/F A/C>	15,282,000	1.69
Sodelu Pty Ltd <Sodelu A/C>	13,333,600	1.48
Mr Mark Trevor Rodda + Ms Catherine Mary Murphy <Murphy Rodda S/F A/C>	12,912,954	1.43
AJF Fabbro Pty Ltd <AJF Fabbro Family A/C>	12,671,000	1.40
Windsong Valley Pty Ltd <Wheeler Family A/C>	12,550,000	1.39
Mr Mark Hornsby	12,389,998	1.37
Mr Peter Stanley Buck + Mrs Roslyn Margaret Buck <Buck Superannuation Fund A/C>	10,334,715	1.14
Yandal Investments Pty Ltd	10,000,000	1.11
Graham Pastoral Pty Ltd <Graham A/C>	9,580,500	1.06
Mr Roger Craig Mason <The Mason Family A/C>	8,999,820	1.00
Ms Catherine Anne Carruthers	8,892,424	0.98
Mr Roger William Harris Arundell	8,500,000	0.94
<b>Total Top 20</b>	<b>372,004,598</b>	<b>41.20</b>
Other	530,832,176	58.80
<b>Total ordinary shares on issue</b>	<b>902,836,774</b>	<b>100.00</b>

## Additional ASX Information

### 2. Substantial Shareholders

Substantial Holder	Number
Rosane Pty Ltd <Rosane Holdings S/F A/C>	56,375,000
Freyco Pty Ltd <Eugene A/C>	53,108,291

### 3. Distribution of Equity Securities

	Ordinary Shares	Unlisted options At \$0.08 Expiring 26 Nov 17	Unlisted options At \$0.012 Expiring 30 Apr 18	Unlisted options At \$0.031 Expiring 15 Oct 19	Unlisted options At \$0.0245 Expiring 10 Mar 20	Unlisted options At \$0.038 Expiring 15 Oct 19	Unlisted options At \$0.062 Expiring 15 Jun 20
1 - 1,000	74	-	-	-	-	-	-
1,001 - 5,000	34	-	-	-	-	-	-
5,001 - 10,000	75	-	-	-	-	-	-
10,001 - 100,000	720	-	-	-	-	-	-
100,001 - 1,000,000	559	3	-	-	-	-	-
1,000,001 - 9,999,999,999	141	2	1	5	2	1	1
<b>Total</b>	<b>1,603</b>	<b>5</b>	<b>1</b>	<b>5</b>	<b>2</b>	<b>1</b>	<b>1</b>
<b>Number</b>	<b>902,836,774</b>	<b>6,100,000</b>	<b>3,000,000</b>	<b>28,000,000</b>	<b>5,000,000</b>	<b>6,000,000</b>	<b>3,000,000</b>
Number being held less than a marketable parcel	189						-

### 4. Option Holders (other than issued pursuant on an employee incentive scheme)

Unlisted Options	Number
Robward Pty Ltd <Robward Investment A/C> (exercisable at \$0.012 on or before 30 April 2018)	3,000,000
Robward Pty Ltd <Robward Investment A/C> (exercisable at \$0.062 on or before 15 June 2020)	3,000,000
Veritas Securities Limited (exercisable at \$0.038 on or before 15 October 2019)	6,000,000

### 5. Voluntary Escrow

There are currently no holders with shares in voluntary escrow.

### 6. Voting Rights

See Note 16 to the Annual Financial Statements.

### 7. On-Market Buy Back

There is currently no on-market buyback program for any of the Company's listed securities.



## Additional ASX Information

### 8. Mineral Resources (JORC Code, 2012 Edition)

As at 30 of June 2016 the Company has Mineral Resources published in accordance with the JORC Code, 2012 Edition, as set out below. There has been no change or update to these Mineral Resources since 30 June 2015.

#### Calibre Deposit - Mineral Resource

The Mineral Resource estimate for the Calibre Deposit is shown in Table 1 ("Mineral Resource"). The Mineral Resource estimate was compiled by Snowden Mining Industry Consultants ("Snowden") and reported in accordance with guidelines and recommendations of the JORC Code (2012 Edition) based on a 0.5 g/t gold metal equivalent cut-off. The deposit may be amenable to open pit mining.

#### Calibre Mineral Resource Statement (JORC Code, 2012 Edition)

February 2015 using a 0.5 g/t gold equivalent cut-off grade

	Resource Category (JORC 2012)	Tonnes (Mt)	Au (g/t)	Cu (%)	Ag (g/t)	W (%)	Au (koz)	Cu (t)	Ag (koz)	W (t)
Eastern Zone	Inferred	31.7	0.61	0.17	0.61	0.03	617	53,600	622	8,670
Western Zone	Inferred	16.1	0.48	0.17	0.57	0.03	251	27,200	296	5,540
<b>Total</b>	<b>Inferred</b>	<b>47.8</b>	<b>0.56</b>	<b>0.17</b>	<b>0.60</b>	<b>0.03</b>	<b>867</b>	<b>80,800</b>	<b>918</b>	<b>14,200</b>

*Small discrepancies may occur due to the effects of rounding.*

The Company's basis for the metal equivalent reporting is based on preliminary metallurgical test-work, detailed mineralogy and observations based on which it is the Company's opinion that all the elements included in the metal equivalent calculation have a reasonable potential to be recovered and sold (for details see Company public disclosure "Positive Metallurgical Results for Calibre" dated 28/05/2014).

The metal equivalence assumptions are as follows:

- Gold equivalent grade (AuEq or Gold Equiv g/t) is based on the following (13/02/2015) USD metal prices;
  - \$1,227.00/oz Au, \$16.97/oz Ag, \$2.62/lb Cu and \$28,000/t for WO<sub>3</sub> concentrate.
  - Currency Exchange Rate AUD to USD = 0.778211
- Grades have been adjusted for the metallurgical recoveries as follows;
  - Au = 84.5%, Cu = 90.0%, Ag = 85.4% and W = 50%
  - Note that a factor of 105% has been applied to the recoveries for Au, Cu and Ag to accommodate further optimisation of the metallurgical performance.
  - Note that the tungsten recovery of 50% is considered indicative at this preliminary stage based on the initial metallurgical findings.
  - Tungsten is the only by-product credit used in determining the gold Metal Equivalent grade (NB: Conversion of W% to WO<sub>3</sub>% grade requires division of W% by 0.804).
- Gold equivalent grade is calculated using the following formulae;
  - Gold equivalent grade = (Au (g/t) x 0.845) + ((%Cu x (74.32/50.69) x 0.90)) + ((Ag (g/t) x (0.70/50.69) x 0.854)) + ((%W/0.804 x (359.80/50.69) x 0.50))

The Mineral Resource was classified by Snowden as Inferred based on geological and grade continuity and drillhole spacing.

## Additional ASX Information

### Magnum Deposit - Mineral Resource

The Mineral Resource estimate for the Magnum Deposit is shown in Table 2 ("Mineral Resource"). The Mineral Resource estimate was compiled by Cube Consulting Pty Ltd ("Cube") and reported in accordance with guidelines and recommendations of the JORC Code (2012 Edition) based on a 0.5 g/t gold metal equivalent cut-off.

### Magnum Mineral Resource Statement (JORC Code, 2012 Edition)

February 2015 using a 0.5 g/t gold equivalent cut-off grade

	Resource Category (JORC 2012)	Tonnes (Mt)	Au (g/t)	Cu (%)	Ag (g/t)	Au (koz)	Cu (t)	Ag (koz)
Transition	Inferred	1.7	0.68	0.31	0.65	37.7	5,260	35.7
Primary	Inferred	14.3	0.65	0.37	1.03	302	52,500	476
<b>Total</b>	<b>Inferred</b>	<b>16.1</b>	<b>0.66</b>	<b>0.36</b>	<b>0.99</b>	<b>339</b>	<b>57,800</b>	<b>511</b>

*Small discrepancies may occur due to the effects of rounding.*

The Company's basis for the metal equivalent reporting is based on preliminary metallurgical test-work, detailed mineralogy and observations (for details see Company public disclosure "*Positive Metallurgical Results for Calibre*" dated 28/05/2014) which is identical to the Magnum mineralisation, based on which it is the Company's opinion that all the elements included in the metal equivalent calculation have a reasonable potential to be recovered and sold.

The metal equivalence assumptions are as follows:

- Gold equivalent grade (AuEq or Gold Equiv g/t) is based on the following (13/02/2015) USD metal prices;
  - \$1,227.00/oz Au, \$16.97/oz Ag, \$2.62/lb Cu and \$28,000/t for WO<sub>3</sub> concentrate.
  - Currency Exchange Rate AUD to USD = 0.778211
- Grades have been adjusted for the metallurgical recoveries as follows ;
  - Au = 84.5%, Cu = 90.0% and Ag = 85.4%
  - Note that a factor of 105% has been applied to the recoveries for Au, Cu and Ag to accommodate further optimisation of the metallurgical performance.
  - No by-product credits are used in determining the Magnum gold Metal Equivalent grade.
- Gold equivalent grade is calculated using the following formulae;
  - Gold equivalent grade = (Au (g/t) x 0.845) + ((%Cu x (74.32/50.69) x 0.90)) + ((Ag (g/t) x (0.70/50.69) x 0.854))

The Mineral Resource was classified by Cube as Inferred based on geological and grade continuity and drillhole spacing.

The Company engaged independent consultants to prepare the Mineral Resource estimates. In the course of preparing the Mineral Resource estimates these consultants have:

- Reviewed the Company's assay and related QA-QC data for both mineral deposits;
- reviewed digital 3D wireframe models representative of the interpreted geology, mineralisation, structure and oxidisation profiles for both mineral deposits based on drilling, geological, geochemical and geophysical information utilised and provided by the Company;
- completed statistical analysis and spatial variography for various metals (including gold and copper) for both mineral deposits;

## Additional ASX Information

- completed grade estimations using Ordinary Block Kriging and Inverse Distance (power 2) for the Calibre and Magnum deposits respectively;
- completed block model validation checks for both Mineral Resources;
- classified both Mineral Resource estimates in accordance with the JORC Code, 2012 Edition; and
- reported the Mineral Resource estimates and compiled the supporting documentation in accordance with the JORC Code, 2012 Edition.

Further information in relation to the Mineral Resources is available in the ASX announcement dated 23 February 2015.

### **Competent Person Statements:**

The information in this report that relates to the estimation and reporting of the Calibre deposit Mineral Resource is extracted from the report entitled “Calibre and Magnum Deposit Mineral Resource JORC 2012 Updates” created on 23 February 2015 and are available to view on [www.antipaminerals.com.au](http://www.antipaminerals.com.au). The company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements. The company confirms that the form and context in which the Competent Person’s findings are presented have not been materially modified from the original market announcement.

The information in this report that relates to the estimation and reporting of the Magnum deposit Mineral Resource is extracted from the report entitled “Calibre and Magnum Deposit Mineral Resource JORC 2012 Updates” created on 23 February 2015 and are available to view on [www.antipaminerals.com.au](http://www.antipaminerals.com.au). The company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements. The company confirms that the form and context in which the Competent Person’s findings are presented have not been materially modified from the original market announcement.

## Additional ASX Information

### 9. Tenement Listing

Citadel Project Western Australia			
Tenement	Status	Holder	Interest
E4502874	Granted	Antipa Resources Pty Ltd	100%
E4502876	Granted	Antipa Resources Pty Ltd	100%
E4502877	Granted	Antipa Resources Pty Ltd	100%
E4502901	Granted	Antipa Resources Pty Ltd	100%
E4504212	Granted	Antipa Resources Pty Ltd	100%
E4504213	Granted	Antipa Resources Pty Ltd	100%
E4504214	Granted	Antipa Resources Pty Ltd	100%
E4504561	Granted	Antipa Resources Pty Ltd	100%
E4504784	Application	Antipa Resources Pty Ltd	100%

North Telfer Project Western Australia			
Tenement	Status	Holder	Interest
E4503917	Granted	Antipa Resources Pty Ltd	100%
E4503918	Granted	Antipa Resources Pty Ltd	100%
E4503919	Granted	Antipa Resources Pty Ltd	100%
E4503925	Granted	Antipa Resources Pty Ltd	100%
E4504618	Granted	Antipa Resources Pty Ltd	100%
E4504812	Application	Antipa Resources Pty Ltd	100%
P4503005	Granted	Antipa Resources Pty Ltd	100%
P4503006	Granted	Antipa Resources Pty Ltd	100%
P4503007	Granted	Antipa Resources Pty Ltd	100%
P4503008	Granted	Antipa Resources Pty Ltd	100%
P4503014	Application	Antipa Resources Pty Ltd	100%

Paterson Project Western Australia			
Tenement	Status	Holder	Interest
E4502519	Granted	Kitchener Resources Pty Ltd	100%
E4502524	Granted	Kitchener Resources Pty Ltd	100%
E4502525	Granted	Kitchener Resources Pty Ltd	100%
E4502526	Granted	Kitchener Resources Pty Ltd	100%
E4502527	Granted	Kitchener Resources Pty Ltd	100%
E4502528	Granted	Kitchener Resources Pty Ltd	100%
E4502529	Granted	Kitchener Resources Pty Ltd	100%

## Additional ASX Information

### 9. Tenement Listing (Continued)

Other Projects Western Australia			
Tenement	Status	Holder	Interest
E4504459	Granted	Antipa Resources Pty Ltd	100%
E4504460	Granted	Antipa Resources Pty Ltd	100%
E4504514	Granted	Antipa Resources Pty Ltd	100%
E4504518	Granted	Antipa Resources Pty Ltd	100%
E4504565	Granted	Antipa Resources Pty Ltd	100%
E4504567	Granted	Antipa Resources Pty Ltd	100%
E4504614	Granted	Antipa Resources Pty Ltd	100%
E4504652	Granted	Antipa Resources Pty Ltd	100%