



ASX RELEASE

28 September 2012

2012 Annual Report

Please find attached the BBX Minerals Limited 2012 Annual Report.

It is anticipated that the hard copy version of the Annual Report, along with the Notice of Meeting, will be distributed to shareholders in mid October 2012.

A handwritten signature in black ink, reading 'Sylvie Dimarco'. The signature is written in a cursive, flowing style.

Sylvie Dimarco
Company Secretary
BBX Minerals Limited



BBX MINERALS LIMITED

ACN 089 221 634

ANNUAL REPORT

2012

CORPORATE DIRECTORY

BBX MINERALS LIMITED

Registered Office

Level 33, 52 Martin Place
Sydney NSW 2000

Telephone: +61 (2) 9227 8900

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Directors

Paul Page

Michael Hogg

Philip Suriano

Michael Schmulian

Secretary

Sylvie Dimarco

Auditors

Robert Nielson Partners

Level 7, 280 George Street
Sydney NSW 2000

Banker

NAB

George Street

Sydney NSW 2000

Solicitors

Kings Park Corporate Lawyers

Suite 8, 8 Clive Street

West Perth WA 6005

Share Registry

Boardroom Pty Limited

Level 7, 207 Kent Street

Sydney NSW 2000

Stock Exchange Listing

BBX Minerals Limited shares are listed on the
Australian Stock Exchange.

ASX Code: BBX

BBX GROUP OF COMPANIES

BBX Minerals Limited

ACN 089 221 634

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CHAIRMAN'S MESSAGE

Dear Shareholders,

I take this opportunity to present the Company's Annual Report for the financial year ended 30 June 2012.

It was with great sadness that the company announced in July, the sudden passing of its Managing Director and Chairman Paul Page. Paul had been instrumental in the establishment of BBX and our sympathies are extended to his family.

BBX has seen a year of significant developments in its Brazilian and South American projects.

In October 2011, BBX announced that it had secured an option to acquire 51% of the Chapada Gold project from Mundo Minerals Ltd, which included the right to earn an 80% interest, by funding through to completion a feasibility study with a minimum JORC resource of 350,000 oz's Au equivalent. Chapada was a Joint Venture between Mundo Minerals (51%) and Rio Gameleira (49%). Rio Gameleira is a partnership between AngloGold, Ashanti and IAMGOLD.

The project covers an area of approximately 7000 hectares and is located approximately 200km southeast of Palmas in central Brazil. There is excellent infrastructure available with grid power and water in the near vicinity. A sealed national highway runs from the state capital of Palmas and local road access is via bituminized roads. To date BBX has effected options payments totally AUD\$560,000, with a further AUD\$290,000 due by December 2012 to complete the 51% purchase. Geological data is currently being reviewed with BBX believing that Chapada holds significant potential for a bulk tonnage low-medium grade gold deposit amenable to open pit mining, with deeper underground potential.

In December 2011, BBX signed a Letter of Intent to enter into an agreement to earn up to 50% of the development stage Bonafer Gold project, located 600kms south of Lima in south-eastern Peru. However, in August 2012 following on going geological evaluation work, the company's geologists concluded that the narrow vein style mineralisation is unlikely to support future mining operations of sufficient size to meet the company's objectives.

In July 2012, BBX secured an option agreement to acquire Brazilian private group Minorte Extração de Mineração (Minorte), which in turn holds an option to acquire a 75% interest in the Eldorado do Juma ("Juma") gold project in Brazil's Amazonas state. BBX Minerals had previously secured an option to acquire four exploration tenements east of Juma ("Juma East"). The Juma project owned by the Cooperjuma Garimpeiro Co-operative (artisanal miners - "Cooperjuma") was the site of a major gold rush in 2007-8 when around 5000 miners worked the rich colluvial, alluvial and insitu weathered rock deposits. The project comprises two garimpeiro mining licenses totalling 14,000 hectares along a strike length of 6km. In excess of 1mt of tailings at an estimated 2-4g/t based on garimpeiro records offers a potential early source cash flow. BBX's move into the Juma region gives the company first mover status in a potential major new goldfield in an area of good access and infrastructure located 70km by all-weather road from the regional centre of Apui.

CHAIRMAN'S MESSAGE (CONTINUED)

BBX will make a combined total of AUD\$2.15M in payments to Minorte and Cooperjuma over a four year period, and issue a total of 6 million BBX shares to Minorte (subject to shareholder approval) and contribute the initial AUD\$4.8M in project expenditure, following which BBX and Cooperjuma will contribute in accordance with their respective equities. Minorte's option to acquire 75% interest in the Juma licences are subject to a number of pre-conditions which are now being progressed. BBX may withdraw from the option arrangement at any time if at its sole discretion it decides that the project does not meet its financial objectives.

The exciting year ahead will see the company focus on the projects that will provide the potential of early source cash flows with substantial exploration upside.

I would like to thank our shareholders for their continued support.



Director
Michael Schmulian

REVIEW OF OPERATIONS

Chapada Gold Project, Tocantins State, Brazil

In October 2011 the Company signed an option agreement to acquire a 51% interest in the 7000ha Chapada property in the state of Tocantins, central Brazil, for a total of A\$850,000. The option was exercised in February 2012 and a total of AUD\$500,000 has been paid to the vendor, Mundo Minerals Ltd, with the remainder due in the second half of 2012.

The Company has re-sampled and assayed all Chapada diamond drill holes from drilling conducted by the previous operator, IAMGOLD Ltd. Significant results were obtained from all 48 holes sampled (see table below) (true widths are approximately 75% of intersection widths). All holes were drilled at 60 degrees to the east on 100m-spaced cross sections along the 1200m strike length of the Chapada mineralised system.

In compliance with a request by the state Mines Dept. (DNPM), a series of documents, including a new economic study were submitted to the Dept. as part of the process to convert the Chapada exploration tenement into a mining licence.

HOLE ID	FROM	Width (m)	Grade g/t
CP 001	146	0.55	3.48
CP 004	163.3	1.16	2.36
CP 008	148.2	3.08	1.08
CP 009	105.79	7.3	1.41
CP 011	139.84	3.52	1.11
CP 012	91.00	6.92	1.89
CP 013	168.36	4.41	1.3
CP 014	91.76	0.62	1.99
CP 015	81.05	2.5	0.91
CP 016	74.4	5.78	0.89
CP 016	80.17	1.33	1.6
CP 016	82.9	0.8	2.38
CP 017	137.95	1.24	5.96
CP 017	145.6	4.46	1.02
CP 018	166.55	0.65	4.37
CP 018	170.45	3.95	2.63
CP 019	38.55	2.35	4
CP 020	141.85	0.65	3.61
CP 021	122.64	7.37	2.28
CP 021	147.73	2.01	1.76
CP 022	24.65	3.1	1.41
CP 022	35.6	5.51	1.65
CP 023	48.5	2.75	1.34
CP 024	65.7	1.85	9.52
CP 025	63.27	2.35	3.06
CP 025	77.34	0.64	3.19
CP 027	41.6	1.25	3.31
CP 028	77	1.82	1.33
CP 031	79.52	13.89	3.31
CP 032	70	22.13	0.73
CP 033	99.07	3.7	1.08
CP 034	76.05	1.61	1.07

REVIEW OF OPERATIONS (CONTINUED)

CP 035	125.92	1.02	5.84
CP 035	130.48	4.93	1.07
CP 036	78.88	2	1.53
CP 037	60.49	1.01	3.25
CP 037	63.55	1.59	1.27
CP 093	233.78	1.07	2.08
CP 093	237.67	0.86	1.26
CP 093	240	1	0.55
CP 094	129.3	1.36	1.36
CP 095	123.67	0.82	2.63
CP 096	217.95	0.8	2.65
CP 097	214.8	4.62	1.21
CP 097	220.56	1.66	4.6
CP 097	223.7	0.93	1.13
CP 098	251.26	1.83	0.95
CP 099	259.4	0.99	2.84

Samples were submitted to Acme Laboratories, Cuiaba, Brazil and Vancouver, Canada for 50g fire-assay analysis.

All standards, blanks and duplicate samples included in the sample batches delivered acceptable results

Eldorado de Juma, Juma East and Juma West, Amazonas state, Brazil

In March 2012 the company signed an option agreement to acquire 4 exploration tenements at Juma East, totalling 38,443ha, for a total of USD\$2 million, payable over six years. The tenements are located to the east of the large Eldorado de Juma artisanal mine which produced in excess of 100,000 ounces of gold from near-surface workings in 2007-9. In addition, the Company lodged an application for a 9191ha exploration tenement immediately west of Eldorado de Juma (Juma West). The properties are located approximately 70km north of the town of Apui in Amazonas state, northern Brazil.

The company has reached an advanced stage in negotiations with Minorte and the Cooperjuma Co-operative regarding the acquisition of a 75% interest in the Eldorado de Juma property.

Bonafer Gold Project, Arequipa Province, Peru

In February 2012, the Company signed a letter of intent regarding the acquisition of a 50% interest in the 1300ha Bonafer Gold project, 600km south of Lima in south-western Peru. The property contains numerous near surface artisanal workings based on multiple narrow, high-grade gold-silver veins. A 37 tonne bulk sample of the outcropping veins assayed 4.74g/t Au and 15.85g/t Ag.

Ouro Belo, Brazil

No field work was carried out during 2011-12.

REVIEW OF OPERATIONS (CONTINUED)

The consolidated financial statements show for the year ended 30 June 2012:

	2012	
	\$	
Net Profit:	(1,369,543)	
Gross Revenue:	30,191	
Cash position:	2012	2011
	\$	\$
Net increase (Decrease) in cash held	475,339	725,309
Cash at 1 July	725,309	-
Cash at 30 June	<u>1,200,648</u>	<u>725,309</u>

DIRECTORS REPORT

Your directors submit their report for the year ended 30 June 2012 for BBX Minerals Limited ("Company" or "BBX") and the consolidated entity incorporating the entities that it controlled during the financial year ("Group")

Directors

The names of the directors of the Company in office during the whole of the financial year and until the date of this report are set out below. Directors were in office for the entire period unless otherwise stated.

Mr Paul Page (ceased to be a director on 4 July 2012)

Mr Michael Hogg

Mr Philip Suriano

Mr Michael Schmulian

Company Secretary

The Company Secretary at the end of the financial year is Ms Sylvie Dimarco LLB, CSA (Cert).

Principal Activities

On 22 December 2011, the shareholders approved a resolution to allow the Company to change its name from BBX Holdings Limited to BBX Minerals Limited. The new name more accurately reflects the future operation of the Company. On that same day, approval was also given to change the nature of the Company's activities to a resource exploration and development company. The principal activity for the entities in the Group was mineral exploration.

Prior to the change the principal activity of the Company was the BBX Sydney franchise business, the business traded cash neutral on revenue of \$295,297.87 for the six months to December 2011.

Dividends Paid or Recommended

No dividends have been paid or recommended during the year

Operating Results

The consolidated profit of the group after providing for income tax amounted to (\$1,369,543).

Review of Operations

Information on the operations and financial position of the group and its business strategies and prospects are set out in the review of operations and activities on page 7 - 9 of this annual report.

DIRECTORS REPORT (CONTINUED)

Significant Changes in State of Affairs

The following significant changes in the state of affairs occurred during the financial year:

After gaining approval from shareholders at the General Meeting in December 2011, the following occurred;

(i) The Company consolidated the number of shares on issue on a 1 for 2 basis. The number of shares reduced from 129,092,722 to 64,546,352.

(ii) On 8 March 2012, the Company issued 11,250,000 ordinary shares at \$0.20 and 5,625,000 free attaching options to raise \$2,250,000.

(iii) On 11 January 2012, the Company issued 625,000 ordinary shares at \$ 0.20 to Mr Schmulian. The shares are escrowed for 24 months. The shares are issued for nil consideration. The issue is in recognition of, and reward for, the work Mr Schmulian has undertaken over the last years in sourcing projects for the Company.

(iv) On 8 March 2012, the Company issued 13,125,000 unlisted options to brokers and Bacchus Strategic Development Pty Ltd ("Bacchus"). The options are escrowed for 24 months from 13 March 2012 when BBX was reinstated to official quotation on re-compliance of Chapter 1 & 2 of the ASX Listing rules. 5,625,000 options allotted are issued to brokers who assisted with the capital raising. The options are issued for nil consideration. 7,500,000 options issued to Bacchus in consideration for assisting with corporate transactions. There are vesting conditions on these options. Please refer to Note 19 for more information.

(v) The company changed the nature and scale of activities from a cash neutral barter business to a mineral exploration company.

Matters subsequent to the end of the financial year

On July 30 2012, the Company entered into an agreement with Brazilian private entity Minorte to acquire 100% of Minorte for BRL\$2.54M (BRL:AUD ≈2.1:1) and 6 million BBX shares, payable over a 4 year period, plus a 7.5% net profits interest. Minorte in turn has entered into an agreement with the Cooperjuma, owner of 2 concessions totalling 14,287ha covering the Eldorado de Juma and Jacaré artisanal workings, to acquire 75% of the latter's interest in the tenements for BRL\$2.0M, payable over 4 years. BBX will invest the initial BRL\$10M in exploration and project expenditures prior to the commencement of Cooperjuma pro-rata contributions. BBX may withdraw from the arrangement at any time during the four-year period.

Minorte and Cooperjuma will form a new BBX-managed entity, Comin Gold, which will operate the joint venture. The commencement of payments to Cooperjuma is conditional on transfer of title to the two concessions to Comin Gold.

On August 15 2012, following ongoing due diligence by the Company's geologists, the Company decided to withdraw from the Bonafer JV in Peru. The company believes that the narrow-vein style of mineralisation is unlikely to support a mining operation of sufficient size to meet the Company's objectives.

DIRECTORS REPORT (CONTINUED)

Likely Developments and expected results of operations

Eldorado de Juma

Following transfer of title of the Eldorado de Juma concessions to Comin Gold (75% BBX), anticipated for late-2012, the Company plans to initiate an auger drill test programme of the extensive mine tailings, totalling in excess of 1Mt, and unmined near-surface oxide mineralisation.

Dependent on results of this drilling the Company intends to apply for a trial mining licence to generate an early cash flow from treatment of tailings and oxide mineralisation. Funds generated from this operation will be utilised to conduct systematic exploration for primary mineralisation underlying and along strike from the surficial deposits.

Chapada

A programme of shallow drilling (up to 60m) is planned at Chapada in late 2012 to complement the deeper drilling previously conducted, enabling an initial JORC-compliant resource to be calculated. Dependent on the drilling results and conclusions from ongoing geological evaluation, trial open-pit mining will be initiated in 2013.

Ouro Belo

Geological mapping and a detailed geochemical survey will be conducted to better define the zones of potential mineralisation, prior to commencing a follow-up drilling programme in 2013.

Environmental Issues

The Directors are not aware of any breaches of environmental legislation in any of the jurisdictions in which the Group operated during the period of this report.

Information on Directors

Mr Paul Page (Executive Chairman) B Bus. MIACD

Mr Page has been a director since 31 August 2010. Mr Page commenced his career as an accountant with KPMG specialising in managing businesses under administration. He left KPMG in 1992 to commence a career in stockbroking and equity capital markets. In 2003 he co-established Arthur Phillip Pty Limited which has recently been involved in projects with Australian Power & Gas Company Limited (ASX: APK) and White Energy Limited (ASX: WEC). Mr Page has twenty years experience in equity capital markets and merchant banking and has an extensive understanding of the financial, industrial and resources sectors. Upon his death, Mr Page ceased to be a director on 4 July 2012.

Other current directorships

None.

Former directorships in last 3 years

Non-executive director of Stirling Resources Limited (resigned 12 March 2010)

DIRECTORS REPORT (CONTINUED)

Interests in shares and options

11,322,500 ordinary shares held by Arthur Phillip Nominees Pty Ltd (beneficially owned by Brovest Pty Ltd as trustee for the super fund account of which Paul Page is a director and shareholder).

100,000 ordinary shares held by Brovest Pty Ltd of which Paul Page is a director and shareholder.

Mr Michael Hogg (Non-executive director)

Mr Hogg has been a director since 10 September 2010. Michael is the former Australian Chief Executive Officer of The Cobra Group Pty Ltd, which is part of a direct sales organisation with over 10,000 sales representatives in 20 countries worldwide.

Other current directorships

Non-executive director of Australian Power & Gas Company Limited (since November 2006)

Non-executive director of Firstfolio Limited (since April 2006)

Former directorships in last 3 years

None.

Interests in shares and options

None.

Mr Philip Suriano (Non-executive director) B Bus, Bkg & Fin, Monash

Mr Suriano has been a director since 29 November 2010. Mr Suriano began his career in corporate banking with the State Bank of Victoria (Commonwealth Bank). Mr Suriano spent 16 years in senior positions within the Australian Media Industry. Mr Suriano has gained wide knowledge & experience to give him a strong background in operations, sales and marketing in such roles as National Sales Director, MCN (the subscription TV joint venture company between Austar and Foxtel) and Group Sales Manager at Network Ten. Prior to joining MCN, Mr Suriano was employed within the Victor Smorgon Group of Companies. He was also a former Director of Microview Limited (Australian Power Gas Limited). For the past 9 years Mr Suriano has been working as a consultant within the financial markets.

Other current directorships

Non-executive director of Resources & Energy Group Limited (since July 2004)

Non-executive director of Adavale Resources Limited (since May 2006)

Non-executive director of LaserBond Limited (since June 2008)

Former directorships in last 3 years

None.

Interests in shares and options

1,500,000 ordinary shares by Arthur Phillip Nominees Pty Ltd (beneficially owned by Entertainment Marketing Enterprise Pty Ltd as trustee for the Suriano family trust of which Philip Suriano is a director and shareholder).

DIRECTORS REPORT (CONTINUED)

Mr Michael Schmulian (Non-executive director)

BSc(Hons) University of Witwatersrand and MSc University of Leicester

Mr Schmulian has been a director since 12 April 2011. Mr Schmulian is a geologist with over 40 years of mining and exploration experience. His experience includes 21 years in Brazil where he has established a strong network of contacts throughout the industry. He is the former Brazil Country Manager for Western Mining Corporation charged with managing the implementation and operations of two gold mines, South America brownfields Exploration Manager for AngloGold Ashanti and Executive Director of ASX-listed Mundo Minerals, responsible for establishing Mundo in Brazil and Peru and bringing the company's Engenho Gold Mine into production. Mr Schmulian is currently COO of ASX-listed Crusader Resources and is a Fellow of the Aus.IMM.

Other current directorships

None.

Former directorships in last 3 years

Executive director of Mundo Minerals Limited (resigned 30 June 2009)

Interests in shares and options

2,300,000 ordinary shares

250,000 options exercisable at \$0.25 expiring on 30 June 2014

Ms Sylvie Dimarco (Company secretary) LLB, CSA (Cert)

Ms Dimarco has been Company secretary since September 2010. Ms Dimarco is responsible for the company secretarial functions of the company. She earned a Bachelor of Laws from the University of Sydney and has practised as a commercial lawyer. She is also a Certificated Member of Chartered Secretaries Australia. Ms Dimarco is the company secretary of a number of public companies including, Adavale Resources Limited and Resources & Energy Group Limited. For the past five years Ms Dimarco has been working in the Corporate and Compliance division of Arthur Phillip, a corporate advisory company.

Meetings of directors

The number of meetings of the company's board of directors held during the year ended 30 June 2012, and the numbers of meetings attended by each director were:

Director	Board Meetings	
	A	B
Paul Page	7	7
Michael Hogg	7	5
Philip Suriano	7	7
Michael Schmulian	7	5

A = Number of Meetings held during the time when the Director held office during the year

B = Number of Meetings attended by Director

The Directors meet on an informal basis between board meetings.

DIRECTORS REPORT (CONTINUED)

REMUNERATION REPORT

This report details the nature and amount of remuneration for each director of BBX and for the executives receiving the highest remuneration.

Remuneration Policy

The remuneration policy of BBX has been designed to align director and executive objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives based on key performance areas affecting the consolidated group's financial results. The Board believes the remuneration policy to be appropriate and effective in its ability to attract and retain the high quality executives and directors to run and manage the consolidated group, as well as create goal congruence between directors, executives and shareholders.

The Board's policy for determining the nature and amount of remuneration for Board members and senior of executives of the consolidated group is as follows:

- The remuneration policy, setting the terms and conditions for the executive directors and other senior executives, was developed by the Board.
- superannuation, fringe benefits, options and in some cases performance incentives.
- The Board, in consultation with the Managing Director, reviews executive packages annually by reference to the consolidated group's performance, executive performance and comparable information from industry sectors.

Executives are in some cases entitled to participate in the employee share and option arrangements.

All remuneration paid to directors and executives is valued at the cost to the Company and expensed. Shares given to directors and executives are valued as the difference between the market price of those shares and the amount paid by the director or executive.

The Board's policy is to remunerate non-executive directors at market rates for time, commitment and responsibilities. The Board determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders at the Annual General Meeting. Fees for non-executive directors are not linked to the performance of the consolidated group. However, to align directors' interests with shareholder interests, the directors are encouraged to hold shares in the Company.

Company performance, shareholder wealth and director and executive remuneration

The remuneration policy has been tailored to increase goal congruence between shareholders, directors and executives. This has been achieved by the issue of options to the directors and executives to encourage the alignment of personal and shareholder interests. The Board believes this policy will be effective in increasing shareholder wealth over the next few years.

DIRECTORS REPORT (CONTINUED)

Details of remuneration for year ended 30 June 2012

The remuneration for each director of the consolidated entity receiving remuneration during the year was as follows:

Directors

Year Ended 30 June 2012

Director	Salary & fees	Super Contrib'n	Cash Bonus	Non-cash benefits	Share based payments	Total	Performance Related %
Paul Page	\$225,750	-	-	-	-	\$225,750	N/A
Michael Hogg	\$26,400	-	-	-	-	\$26,400	N/A
Philip Suriano	\$26,400	-	-	-	-	\$26,400	N/A
Michael Schmulian	\$61,500	-	-	-	\$60,000	\$121,500	N/A

Year Ended 30 June 2011

Director	Salary & fees	Super Contrib'n	Cash Bonus	Non-cash benefits	Share based payments	Total	Performance Related %
Paul Page	\$185,100	-	-	-	-	\$185,100	N/A
Michael Hogg	\$21,267	-	-	-	-	\$21,267	N/A
Philip Suriano	\$15,473	-	-	-	-	\$15,473	N/A
Michael Schmulian	\$5,200	-	-	-	-	\$5,200	N/A

Share options granted to directors and specified executives

There were no share options granted to directors and specified executives but there were shares granted to Mr Schmulian for the year ended 30 June 2012.

The company issued Mr Schmulian 625,000 shares (on a post consolidation basis) after gaining shareholder approval at the General Meeting held on 22 December 2011. The issue is in recognition of, and reward for, the work Mr Schmulian has undertaken over the last 18 months in sourcing out projects for the Company. The issue will also incentivise Mr Schmulian to pursue further projects which enhance Shareholder value.

The shares are escrowed for 24 months following reinstatement of the Company to official quotation.

Directors, Officers and Auditors Indemnifications

The Company has entered into an agreement to indemnify directors against any liability arising from acting in the capacity of director of the Company, other than conduct involving a wilful breach of duty in relation to the Company.

The Company has not provided any indemnification to the auditors.

DIRECTORS REPORT (CONTINUED)

Proceedings on Behalf of Company

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

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

Non-audit Services

No non-audit services were provided by the Group's auditor, Robert Nielson Partners and no fees were paid or are payable to Robert Nielson Partners for non-audit services for the year ended 30 June 2012.

Auditor's Independence Declaration

The auditor's independence declaration for the year ended 30 June 2012 is attached at page 22.

Rounding of Amounts

The Company has ceased to be a kind referred to in Class Order 98/100, issued by the Australian Securities and Investments Commission, relating to the 'rounding off' of amounts in the financial statements. Amounts in the financial statement for 2011 has been adjusted to reflect this.

Directors' Resolution

This Directors' Report has been made in accordance with a resolution of directors dated 28 September 2012.



Michael Schmulian
Director
28 September 2012

CORPORATE GOVERNANCE STATEMENT

BBX and its Board is responsible for the governance of the Company in accordance with the *Principles of Good Corporate Government and Best Practice Recommendations* issued by the Australian Stock Exchange Governance Council.

ASX Listing Rule 4.10 requires a company to provide a statement in its Annual Report of the extent to which the Company has followed the ASX's *Principles of Good Corporate Government and Best Practice Recommendations*.

Where a company has not followed all of the recommendations, it must identify which of the recommendations have not been followed and the reasons for the departure.

Principle 1 – Lay solid foundations for management and oversight

1.1 Formalise and disclose the functions reserved to the Board and those delegated to management.

The Board of directors

Role of the Board

The Board's primary role is the protection and enhancement of long-term shareholder value.

The Board of directors carries out its responsibilities according to the following mandate:

- formulating its strategic direction
- approving and monitoring capital expenditure
- setting remuneration
- the appointment and removal of Directors, Company Secretary and senior management
- ensure the integrity of risk management, internal control, legal compliance and management information systems
- providing input into and final approval of management's development of corporate strategy and performance objectives
- approving and monitoring financial and other reporting

Principle 2 – Structure the board to add value

Composition of the Board

The names of the directors of the Company in office at the date of this report are set out in the Directors' report on page 10 of this report.

2.1 A majority of the Board should be independent directors.

A majority of the Board are independent directors. The Board is comprised of four directors, three are independent. The other one director is acting as Executive Chairman. The Board has arrived at this ratio having regard to the nature and size of the Company, its business and stage of development.

CORPORATE GOVERNANCE STATEMENT (CONTINUED)

2.2 The Chairperson should be an independent director.

The Board believes that even though the Chairman is not an independent director, the Chairman is able to make quality and independent judgement on all relevant issues falling within the scope of the role of a Chairman.

2.3 The roles of Chairperson and Chief Executive Officer should not be exercised by the same person.

The roles of Chairman and Chief Executive Office are currently exercised by the same individual and believed to be appropriate at this stage in the Company's development.

2.4 The Board should establish a Nomination Committee.

The Board decided, given the nature and size it is impractical to establish a separate Nomination Committee. The Board as a whole is responsible for ensuring implementation of the company's policies in this area.

Principle 3 - Promote ethical and responsible decision making

Code of conduct

The Board endeavours to ensure that the directors, officers and employees of the Company act with integrity and observe the highest standards of behaviour and business ethics in relation to their corporate activities.

(a) Ethical Standards

Specifically, that Directors, officers and employees must:

- Comply with the law;
- Act in the best interests of the Company;
- Be responsible and accountable for their actions; and
- Observe the ethical principles of fairness, honesty and truthfulness, including disclosure of potential conflicts.

(b) Diversity - Board diversity and the importance of benefiting from all available talent

The Company, its Board and its related bodies corporate are committed to workplace diversity.

The Company recognises the benefits arising from employee and Board diversity, including a broader pool of high quality employees, improving employee retention, accessing different perspectives and ideas and benefiting from all available talent.

Diversity includes, but not limited to, gender, age, ethnicity and cultural background.

The Diversity Policy does not form part of an employee's contract of employment with the Company, nor gives rise to contractual obligations. However, to the extent that the Diversity Policy requires an employee to do or refrain from doing something and at all times subject to legal obligations, the Diversity Policy forms a direction of the Company with which an employee is expected to comply.

CORPORATE GOVERNANCE STATEMENT (CONTINUED)

The Company announced on 4 September 2012, its Diversity Policy. The announcement can be viewed by going to the ASX website or by going to BBX's website at www.bbxminerals.com.au.

Principle 4 - Safeguard integrity in financial reporting

Audit Committees

The Board decided, given the nature and size it is impractical to establish a separate Audit Committee. The Board as a whole is responsible for ensuring implementation of the company's policies in this area.

Principle 5 – Make timely and balanced disclosure

Compliance Matters

The Company has established procedures designed to ensure compliance with the ASX Listing Rules so that Company announcements are made in a timely manner, are factual, do not omit material information and are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

Principle 6 – Respect the rights of shareholders

Role of shareholders

The Board is responsible for the communications strategy to promote effective communications with shareholders and encourage effective participation at general meetings. The Company adheres to best practices in its preparation of Notices of meetings to ensure all shareholders are fully informed.

6.1 The Board aims to ensure that the shareholders are informed of all major developments affecting the consolidated entity's state of affairs.

The Board encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the consolidated entity's strategy and goals. Important issues are presented to the shareholders as single resolutions.

The shareholders are requested to vote on the appointment and aggregate remuneration of directors, granting of options and shares to directors and changes to the Constitution.

6.2 The external auditor attends the annual general meeting and is available to answer shareholder's queries about the conduct of the audit and the preparation and content of the auditor's report.

Principle 7 – Recognise and manage risk

Business Risk Management

The Board constantly monitors the operation and financial aspects of the Company's activities and consider the recommendations and advice of external auditors on the operations and financial risks that face the Company.

CORPORATE GOVERNANCE STATEMENT (CONTINUED)

The Board ensures that recommendation made by the external auditors are investigated and, where considered necessary, appropriate action is taken to ensure that the Company has an appropriate internal control environment in place to manage the key risks identified

Practices are established such that:

- Capital expenditure and revenue commitments above a certain size require prior Board approval;
- Management systems are monitored and reviewed to achieve greater standards of performance and compliance with regulations; and
- Business transactions are properly authorised and executed.

Due to the Company's current size and extent of operations, the following departures from the Principle of Good Corporate Governance and Best Practice Recommendations have occurred:

- The Company does have a Chief Financial Officer and therefore statements are not obtained from such persons in relation to Best Practice Recommendation 4.1.

Internal Control Framework

The Board acknowledges that it is responsible for the overall internal control framework, but recognises that no cost effective internal control system will preclude all errors and irregularities. To assist in discharging this responsibility, the Board has instigated an internal control framework that can be described under the following headings:

- Financial reporting - ensure financial reporting accuracy and compliance with financial reporting regulatory framework.
- Continuous disclosures - the consolidated entity has a policy that all shareholders and investors have equal access to the Company's information and has procedures to ensure that all price sensitive information is disclosed to the ASX in accordance with the continuous disclosure requirements of the Corporations Law and ASX Listing Rules.
- Quality and integrity of personnel
- Internal audit - the Company does not have an internal audit function but utilises its financial resources as needed to assist the Board in ensuring compliance with internal controls.

Principle 8 – Remunerate fairly and responsibly

Remuneration Committees

The Board decided, given the nature and size it is impractical to establish a separate Remuneration Committee. The Board as a whole is responsible for ensuring implementation of the company's policies in this area.

Remuneration levels are competitively set to attract and retain qualified and experience directors, executives and staff.

**AUDITORS INDEPENDENCE DECLARATION
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF BBX MINERALS LIMITED
AND CONTROLLED ENTITIES**

I declare that to the best of my knowledge and belief, during the year ended 30 June 2012, there have been:

1. no contraventions of the auditor independence requirements as set out in 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.

Robert Nielson Partners



Robert Nielson

Date 28 September 2012

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR YEAR ENDED 30 JUNE 2012

	Note	Consolidated Group	
		2012	2011
		\$	\$
Interest received	2	30,191	11,291
		<u>30,191</u>	<u>11,291</u>
Depreciation and amortisation expense		(700)	(599)
Accounting fees		(32,739)	(3,795)
Auditors remuneration	5	(26,960)	(17,920)
Consultancy fees		(95,855)	(152,532)
Impairment of listed shares		(124,909)	(464,629)
Legal and professional fees		(36,563)	(30,188)
Office expenses		(12,804)	(4,065)
Registry costs		(29,933)	(22,224)
ASX costs		(81,909)	(11,498)
Rent		(14,300)	(11,000)
Travelling and trade promotion expenses		(130,624)	(36,388)
Directors fees		(112,800)	(71,940)
Insurance		(9,024)	(5,748)
Share based payments		(387,600)	-
Administration expenses		(33,846)	-
Mining and exploration expenses		(191,338)	-
Other expenses		(50,929)	(34,794)
Profit/(loss) before income tax	3	(1,342,643)	(856,029)
Income tax expense		-	-
Profit/(loss) from continuing operations after income tax expense		(1,342,643)	(856,029)
Other comprehensive income/(loss)			
Exchange differences on translating foreign operations		(26,900)	-
Profit from discontinued operations	3	-	-
Total comprehensive income for the year		(1,369,543)	(856,029)
Diluted earnings per share (cents per share)	7	(1.34)	(0.84)
Earnings per share - continuing operations			
Basic earnings per share (cents per share)		(1.34)	(0.84)
Diluted earnings per share (cents per share)	7	(1.34)	(0.84)

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2012

	Note	Consolidated Group	
		2012	2011
		\$	\$
CURRENT ASSETS			
Cash and cash equivalents	8	1,200,648	725,309
Financial assets	9	41,013	165,922
Prepayments		41,020	-
TOTAL CURRENT ASSETS		1,282,681	891,231
NON-CURRENT ASSETS			
Property, plant and equipment	11	1,604	2,304
Exploration & evaluation assets	12	828,589	150,000
TOTAL NON-CURRENT ASSETS		830,193	152,304
TOTAL ASSETS		2,112,874	1,043,535
CURRENT LIABILITIES			
Trade and other payables	13	270,620	81,353
TOTAL CURRENT LIABILITIES		270,620	81,353
NON-CURRENT LIABILITIES			
Trade and other payables	13,16	44,907	220,254
TOTAL NON-CURRENT LIABILITIES		44,907	220,254
TOTAL LIABILITIES		315,527	301,607
NET ASSETS		1,797,347	741,928
EQUITY			
Issued capital	14	13,198,429	11,382,861
Accumulated losses		(12,010,476)	(10,640,933)
Options reserve	15	608,400	-
Foreign currency translation reserve		993	-
Parent interest		1,797,347	741,928
TOTAL EQUITY		1,797,347	741,928

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2012

Consolidated Group	Note	Share Capital Ordinary	Accum- ulated Losses	Foreign Exchange Reserve	Minority Equity Interest	Option Reserve	Total
		\$	\$	\$	\$	\$	\$
Balance at 1.7.2010		10,104,241	(9,784,904)				319,337
Profit/(loss) attributable to members of parent entity			(856,029)				(856,029)
Profit attributable to minority shareholders							
Shares issued during the year		1,339,171					1,339,171
Capital raising costs		(60,551)					(60,551)
Shares bought back during the year							
Subtotal		11,382,861	(10,640,933)				741,928
Dividend paid or provided for							
Balance at 30.06.2011		11,382,861	(10,640,933)	-	-	-	741,928
Profit/(loss) attributable to members of parent entity			(1,369,543)	993			(1,368,550)
Shares issued during the year		2,310,000					2,310,000
Options issued during the year						608,400	608,400
Capital raising costs		(494,432)					(494,432)
Subtotal		13,198,429	(12,010,476)	993	-	608,400	1,797,347
Dividend paid or provided for							
Balance at 30.6.2012		13,198,429	(12,010,476)	993	-	608,400	1,797,347

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS FOR YEAR ENDED 30 JUNE 2012

	Note	Consolidated Group	
		2012	2011
		\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees		(738,284)	(331,290)
Interest received		30,191	11,291
Net cash provided by (used in) operating activities	18	<u>(708,093)</u>	<u>(319,999)</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment		-	(2,903)
Payments for exploration and evaluation		(678,589)	-
Net cash provided by (used in) investing activities		<u>(678,589)</u>	<u>(2,903)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issues of shares, options, etc.		2,183,400	1,096,798
Proceeds from borrowings		-	11,964
Repayment of borrowings		(178,000)	-
Dividends paid by parent entity		-	-
Other (Cost of Capital Raising)		(143,379)	(60,551)
Net cash provided by (used in) financing activities		<u>1,862,021</u>	<u>1,048,211</u>
Net increase in cash held		475,339	725,309
Cash at beginning of financial year		725,309	-
Cash at end of financial year	8	<u><u>1,200,648</u></u>	<u><u>725,309</u></u>

The accompanying notes form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The financial report includes the consolidated financial statements and notes of BBX Minerals Limited and controlled entities ('Consolidated Group' or 'Group'). The separate financial statements and notes of the parent entity of BBX Minerals Limited, have not been presented within the financial report as permitted by the *Corporations Act 2001*.

Basis of Preparation

The consolidated financial reports are general purpose financial report that has been prepared in accordance with Australian Accounting Standards, including Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001.

The financial statements were authorised for issue on 28 September 2012 by the directors of the Company.

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

The financial report has been prepared on an accruals basis and is based on historical costs modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

(a) Principles of Consolidation

A controlled entity is any entity over which BBX Minerals Ltd has the power to govern the financial and operating policies of so as to obtain benefits from its activities. In assessing the power to govern, the existence and effect of holdings of actual and potential voting rights are considered.

A list of controlled entities is contained in Note 10 to the financial statements. All controlled entities have a June financial year-end.

At reporting date, the assets and liabilities of all controlled entities have been incorporated into the consolidated financial statements as well as their results for the year then ended. Where controlled entities have entered (left) the consolidated group during the year, their operating results have been included (excluded) from the date control was obtained (ceased).

All inter-group balances and transactions between entities in the consolidated group, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistencies with those policies applied by the parent entity.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Income Tax

The charge for current income tax expense is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the balance sheet date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the income statement except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the consolidated group will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

(c) Plant and Equipment

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

Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the re-valued amount of the asset.

- Plant and equipment

Plant and equipment are measured on the cost basis less depreciation and impairment losses.

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

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Increases in the carrying amount arising on revaluation of land and buildings are credited to a revaluation reserve in shareholders' equity. Decreases that offset previous increases of the same asset are charged against fair value reserves directly in equity; all other decreases are charged to the income statement. Each year the difference between depreciation based on the revalued carrying amount of the asset charged to the income statement and depreciation based on the asset's original cost is transferred from the revaluation reserve to retained earnings.

- Depreciation

The depreciable amount of all fixed assets including building and capitalised lease assets, but excluding freehold land, is depreciated on a straight line basis over their useful lives to the consolidated group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

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

Class of Fixed Asset	Depreciation Rate
Buildings	2.5%
Leasehold improvements	2.5%
Plant and equipment	7.5-50%
Leased plant and equipment	7.5%

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the income statement. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to retained earnings.

(d) Investments and other financial assets

Classification

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if they are expected to be settled within 12 months; otherwise they are classified as non-current.

ii. *Loans and receivables*

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

iii. *Held-to-maturity investments*

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

iv. *Available-for-sale financial assets*

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

Measurement

At initial recognition, the group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

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

Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in profit or loss within other income or other expenses in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in profit or loss as part of revenue from continuing operations when the group's right to receive payments is established. Interest income from these financial assets is included in the net gains/(losses).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

Fair Value

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

Impairment

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

Derecognition

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

(e) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of 3 months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the balance sheet.

(f) 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 has been identified as the Board of Directors.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Revenue

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. Any consideration deferred is treated as the provision of finance and is discounted at a rate of interest that is generally accepted in the market for similar arrangements. The difference between the amount initially recognised and the amount ultimately received is interest revenue.

Revenue from the sale of goods is recognised at the point of delivery as this corresponds to the transfer of significant risks and rewards of ownership of the goods and the cessation of all involvement in those goods.

Interest revenue is recognised using the effective interest rate method, which, for floating rate financial assets, is the rate inherent in the instrument. Dividend revenue is recognised when the right to receive a dividend has been established.

Dividends received from associates and joint venture entities are accounted for in accordance with the equity method of accounting.

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

(h) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST.

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

(i) Exploration and Development Expenditure

Exploration and evaluation expenditures in relation to the area of interest are recognised as an exploration and evaluation asset in the year in which they are incurred where the following conditions are satisfied:

- (i) the rights to tenure of the area of interest are current; and
- (ii) at least one of the following conditions is also met:
 - (a) the exploration and evaluation expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; or
 - (b) exploration and evaluation activities in the area have not, at the reporting 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 relating to, the area of interest are continuing.

Exploration and evaluation assets include acquisition of rights to explore, studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortisation of assets used in exploration and measurement of exploration and evaluation activities. General and administrative costs are only included in the and evaluation costs where they are related directly to operational activities in a particular area of interest.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Exploration and Development Expenditure (continued)

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The recoverable amount of the exploration and evaluation asset (for the cash generating unit(s) to which it has been allocated being no larger than the relevant area of interest) is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset 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 in the previous years.

Where a decision has been made to proceed with development in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment and the balance is then reclassified to development.

(j) Comparative Figures

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

(k) Critical Accounting Estimates and Judgments

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

Key Estimates — Impairment

The group assesses impairment at each reporting date by evaluating conditions specific to the group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

(l) New Accounting Standards for Application in Future Periods

The AASB has issued new and amended accounting standards and interpretations that have mandatory application dates for future reporting periods. The Group has decided against early adoption of these standards.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Reference	Title	Summary	Application date of standard	Application date for Group
AASB 2011-9	Amendments to Australian Accounting Standard - Presentation of Other Comprehensive Income [AASB 1, 5, 7, 101, 112, 120, 121, 132, 133, 134, 1039 & 1049]	This Standard requires entities to group items presented in other comprehensive income on the basis of whether they might be reclassified subsequently to profit or loss and those that will not.	1 July 2012	1 July 2013
AASB 10	Consolidated Financial Statements	<p>AASB 10 establishes a new control model that applies to all entities. It replaces parts of AASB 127 <i>Consolidated and Separate Financial Statements</i> dealing with accounting for consolidated financial statements and UIG-112 <i>Consolidation - Special Purpose Entities</i>.</p> <p>The new control model broadens the situation when an entity is considered to be controlled by another entity and includes new guidance for applying the model to specific situations, including when acting as a manager may give control, the impact of potential voting rights and when holding less than a majority voting rights may give control.</p> <p>Consequential amendments were also made to other standard via AASB 2011-7.</p>	1 January 2013	1 July 2013
AASB 11	Joint Arrangements	<p>AASB 11 replaces AASB 131 <i>Interests in Joint Ventures</i> and UIG-113 <i>Jointly-controlled Entities - Non-monetary Contributions by Ventures</i>. AASB 11 uses the principle of control in AASB 10 to define joint control, and therefore the determination of whether joint control exists may change. In addition it removes the option to account for jointly controlled entities (JCEs) using proportionate consolidation. Instead, accounting for a joint arrangement is dependent on the nature of the rights and obligations arising from the arrangement. Joint operations that give the venturers a right to the underlying assets and obligations themselves is accounted for by recognising the share of those assets and obligations. Joint ventures that give the ventures a right to the net assets is accounted for using the equity method.</p> <p>Consequential amendments were also made to other standards via AASB 2011-7 and amendments to AASB 128.</p>	1 January 2013	1 July 2013
AASB 12	Disclosure of Interests in Other Entities	AASB 12 includes all disclosure relating to an entity's interests in subsidiaries, joint arrangement, associates and structures entities. New disclosures have been introduced about the judgments made by management to determine whether control exists, and to require summarised information about joint arrangements, associates and structured entities and subsidiaries with non-controlling interests.	1 January 2013	1 July 2013

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Reference	Title	Summary	Application date of	Application date for
AASB 13	Fair Value Measurement	<p>AASB 13 establishes a single source of guidance for determining the fair value of assets and liabilities. AASB 13 doesn't change when an entity is required to use fair value, but rather, provides guidance on how to determine fair value when fair value is required or permitted. Application of this definition may result in different fair values being determined for the relevant assets.</p> <p>AASB 13 also expands the disclosure requirements for all assets and liabilities carried at fair value. This includes information about the assumptions made and the qualitative impact of those assumptions on the fair value determined.</p> <p>Consequential amendments were also made to other standards via AASB 2011-8.</p>	1 January 2013	1 July 2013
AASB 119	Employee Benefits	<p>The main change introduced by this standard is to revise the accounting for defined benefit plans. The amendments removes the options for accounting for the liability, and requires that the liabilities arising from such plans is recognised in full with actuarial gains and losses being recognised in other comprehensive income. It also revised the method of calculating the return on plan assets.</p> <p>The revised standard changes the definition of short-term employee benefits. The distinction between short-term and other long-term employee benefits is now based on whether the benefits are expected to be settled wholly within 12 months after the reporting date.</p> <p>Consequential amendments were also made to other standards via AASB 2011-10.</p>	1 January 2013	1 July 2013

The Group does not anticipate the early adoption of any of the above Australian Accounting Standards.

(m) Foreign Exchange translation

(i) Functional and presentation currency

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

(ii) Transactions and balances

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

Foreign exchange gains or losses that relate to borrowings are presented in the income statement, within finance costs. All other foreign exchange gains and losses are presented in the income statement on a net basis within other income or other expenses.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Foreign Exchange translation (continued)

Non monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. Translation difference on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

Exchange differences arising on the translated of non-monetary items are recognised directly in equity to the extent that the gain or loss is directly recognised in equity, otherwise the exchange difference is recognised in the income statement.

Group companies

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated at exchange rates prevailing at the reporting date;
- Income and expenses are translated at average exchange rates for the period unless exchange rates fluctuate significantly; and
- Retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations are transferred directly to the group's foreign currency translation reserve in the balance sheet. These differences are recognised in the income statement in the period in which the operations is disposed.

(n) Going concern

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

Despite the loss incurred for the year, this financial report has been prepared on the basis that the Group will continue as a going concern as the directors consider that over the next 12 months from the date of this report, the Group will be able to settle its liabilities as they become due and payable.

The Board is expected to undertake a review which will include an assessment of capital raising opportunity options either through debt or equity to satisfy its commitments outlined in Note 20, taking into account the following factors;

- the size and urgency of the funding required;
- the market conditions at the time of capital raising;
- the overall cost of capital associated with the option chosen;
- the costs and availability of alternate sources of funding;
- the availability of underwriting support; and
- the interests of all existing and potential shareholders

Any capital raising arrangement will be announced to the market.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) Discontinued Operations

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the income statement.

(p) Issued Capital

Ordinary share capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

(q) Share based payments

Equity-settled share based payments with employees and others providing similar services are measured at the fair value of the equity instrument at the grant date. Fair value of listed securities are obtained from quotes market bid prices, otherwise is measured by use of the binominal option pricing model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects on non transferability, exercise restrictions, and behavioural considerations.

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

At reporting date, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit and loss over the remaining vesting period, with corresponding adjustments to the equity-settled reserve.

Equity-settled share-based payment transactions with other parties are measured at fair via of the goods and services received, except where the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instrument granted using the binominal option pricing model.

NOTE 2: REVENUE

	Consolidated Group	
	2012	2011
	\$	\$
Revenue		
- interest received	30,191	11,291
Total Revenue	30,191	11,291
Total revenue and other income from continuing operations	30,191	11,291
Revenue and other income from discontinued operations	295,298	773,785

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 3: LOSS FOR THE YEAR

	Consolidated Group	
	2012	2011
	\$	\$
a. Expenses		
Impairment of shares	(124,909)	(464,629)
Depreciation of non-current assets:		
- Plant & equipment	(700)	(599)
Total depreciation	(700)	(599)
Expense from discontinued operations		
- Management fee	(295,298)	(773,785)

NOTE 4: KEY MANAGEMENT PERSONNEL COMPENSATION

a. Names and positions held of consolidated and parent entity key management personnel during the financial year are:

Key Management Person	Position
Paul Page	Executive Chairman
Michael Hogg	Non-Executive Director
Philip Suriano	Non-Executive Director
Michael Schmulian	Non-Executive Director

Key management personnel remuneration has been included in the Remuneration Report section of the Directors Report

NOTE 5: AUDITORS' REMUNERATION

	Consolidated Group	
	2012	2011
	\$	\$
Remuneration of the auditor of the parent entity for:		
- auditing or reviewing the financial report	26,960	17,920
- taxation services provided by related practice of auditor	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 6: DIVIDENDS

	Consolidated Group	
	2012	2011
	\$	\$
Distributions paid	Nil	Nil
Balance of franking account at year end adjusted for franking credits arising from: payment of provision for income tax	Nil	Nil

NOTE 7: EARNINGS PER SHARE

	Consolidated Group	
	2012	2011
	\$	\$
a. Reconciliation of earnings to profit or loss		
Profit/(loss)	(1,369,543)	(856,029)
Profit/(loss) attributable to minority equity interest	-	-
Redeemable and converting preference share dividends	-	-
Earnings used to calculate basic EPS	(1,369,543)	(856,029)
Dividends on converting preference shares	-	-
Earnings used in the calculation of dilutive EPS	(1,369,543)	(856,029)
b. Reconciliation of earnings to profit or loss from continuing operations		
Profit/(loss) from continuing operations	(1,369,543)	(856,029)
Profit attributable to minority equity interest in respect of continuing operations	-	-
Earnings used to calculate basic EPS from continuing operations	(1,369,543)	(856,029)
Earnings used in the calculation of dilutive EPS from continuing operations	(1,369,543)	(856,029)
c. Reconciliation of earnings to profit or loss from discontinuing operations		
Profit/(loss) from discontinuing operations	-	-
Profit attributable to minority equity interest	-	-
Redeemable and converting preference share dividends	-	-
Earnings used to calculate basic EPS from discontinuing operations	-	-
d. Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS	102,411,651	101,636,386
Weighted average number of options outstanding	-	-
Weighted average number of ordinary shares outstanding during the year used in calculating dilutive EPS	102,411,651	101,636,386

As the company reported a loss for the year ended 30 June 2012, options on issue were not included in the calculations of diluted earnings per share.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 8: CASH AND CASH EQUIVALENTS

	Consolidated Group	
	2012	2011
	\$	\$
Cash at bank and in hand	1,200,648	725,305

NOTE 9: FINANCIAL ASSETS

	Consolidated Group	
	2012	2011
	\$	\$
NON-CURRENT		
Available-for-sale Financial Assets Comprise		
Listed investments, at fair value	41,013	165,922
Total available-for-sale financial	41,013	165,922

Available-for-sale financial assets comprise shares held in the ordinary issued capital of BBX Property Investment Fund Limited. The directors of the company have announced that they intend to wind up the affairs of the company and distribute the assets to the members. The carrying value of this investment is equal to the net fair value of the assets that BBX expects to receive through this distribution.

NOTE 10: CONTROLLED ENTITIES

a. Controlled Entities Consolidated

	Country of Incorporation	Percentage Owned (%) [*]
Subsidiaries of BBX Minerals Ltd:		
BBX Peru	Peru	100%
BBX Lucanas	Peru	100%
BBX Brazil	Brazil	100%

^{*} Percentage of voting power is in proportion to ownership

NOTE 11: PROPERTY, PLANT AND EQUIPMENT

	Consolidated Group	
	2012	2011
	\$	\$
PLANT AND EQUIPMENT		
Plant and equipment:		
At cost	2,304	2,903
Accumulated depreciation	(700)	(599)
Total Property, Plant and Equipment	1,604	2,304

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 11: PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

a. Movements in Carrying Amounts

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year

	Plant and Equipment \$	Total \$
Consolidated Group:		
Balance at 1 July 2010	-	-
Additions	2,903	2,903
Disposals	-	-
Depreciation expense	(599)	(599)
Balance at 30 June 2011	2,304	2,304
Additions	-	-
Depreciation expense	(700)	(700)
Disposals	-	-
Balance at 30 June 2012	1,604	1,604

NOTE 12: OTHER NON CURRENT ASSETS

	Consolidated Group	
	2012	2011
	\$	\$
Capitalised exploration costs	828,589	150,000

NOTE 13: TRADE AND OTHER PAYABLES

	Consolidated Group	
	2012	2011
	\$	\$
CURRENT		
Unsecured liabilities		
Trade payables	270,620	81,353
	270,620	81,353
NON-CURRENT		
Unsecured liabilities		
Other related parties	44,907	220,254
	44,907	220,254

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 14: ISSUED CAPITAL

	Consolidated Group	
	2012	2011
	\$	\$
76,421,352 (2011: 129,092,722) fully paid ordinary shares	13,198,429	11,382,861
	<u>13,198,429</u>	<u>11,382,861</u>

	Consolidated Group		Consolidated Group	
	2012		2011	
	No.	\$	No.	\$
a. Ordinary shares				
At the beginning of reporting period	129,092,722	11,382,861	67,375,633	10,104,241
Shares issued during the year				
- 18 Oct 2010			44,917,089	449,171
- 18 April 2011			2,000,000	150,000
- 4 May 2011			14,800,000	740,000
 - 10 Jan 2012 Consolidation 1:2 basis	(64,546,370)			
- 8 Mar 2012	11,250,000	2,250,000		
- 11 Jan 2012 (escrowed)	625,000	60,000		
 Share issue expenses		(494,432)		(60,551)
Shares bought back during year				
At reporting date	<u>76,421,352</u>	<u>13,198,429</u>	<u>129,092,722</u>	<u>11,382,861</u>

On 10 January 2012, after gaining approval from shareholders at the General Meeting in December 2011, the Company consolidated the number of shares on issue on a 1 for 2 basis. The number of shares reduced from 129,092,722 to 64,546,352. The consolidation is required so that the Company can comply with Chapters 1 and 2 of the Listing Rules and obtain re-quotation its shares on the Official List of ASX.

On 8 March 2012, the Company issued 11,250,000 ordinary shares @ \$0.20 and 5,625,000 free attaching options to raise \$2,250,000. The intended use of funds raised (including the exercise of options) is acquisition, exploration and development of mineral projects in South America and working capital.

On 11 January 2012, the Company issued 625,000 ordinary shares to Mr Michael Schmulian. The shares will be escrowed for 24 months. The shares are issued to reward Mr Michael Schmulian for his work in securing projects for the Company and to provide an incentive dedicated and ongoing commitment and effort to the Company. The shares are valued at \$0.096 per share for a total value of \$60,000 equivalent to a discount of 52% due to the escrowed conditions reducing the price from \$0.20, the price the shares were issued in the recent capital raising. No funds will be raised from the issue.

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 14: ISSUED CAPITAL (CONTINUED)

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

b. Capital Management

Management controls the capital of the Group in order to maintain a good debt to equity ratio, provide the shareholders with adequate returns and ensure that the Group can fund its operations and continue as a going concern.

The Group's debt and capital includes ordinary shares and financial liabilities, supported by financial assets.

There are no externally imposed capital requirements.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the issue of additional shares and entering to joint venture arrangements where appropriate. There has been no change in this strategy since the previous financial year.

NOTE 15: OPTION RESERVE

	Consolidated Group 2012		Consolidated Group 2011	
	No.	\$	No.	\$
b) Issue of 5,625,000 unlisted options to brokers exercisable at \$0.25 each on or before 30 June 2014 (escrowed for 24 months)	5,625,000	280,800	-	-
c) Issue of 7,500,000 unlisted options to Bacchus Strategic Developments Pty Ltd exercisable at \$0.25 each on or before 30 June 2014 (escrowed for 24 months)	7,500,000	327,600		
	<u>13,125,000</u>	<u>608,400</u>	<u>-</u>	<u>-</u>

a) The Company issued 5,625,000 unlisted options exercisable at \$0.25 on or before 30 June 2014, for nil consideration to the brokers of BBX valued under the binomial option pricing model at \$280,800.

b) The Company issued 7,500,000 unlisted options exercisable at \$0.25 on or before 30 June 2014, for nil consideration to Bacchus Strategic Development Pty Ltd valued under the binominal option pricing model at \$327,600.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 16: RELATED PARTY TRANSACTIONS

Consolidated Group

2012	2011
\$	\$

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

Transactions with related parties:

a. Associated Companies

-	-
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b. Amounts Payable to Related Parties

An unsecured at call loan has been provided by Arthur Phillip Pty Limited a company associated with Mr Paul Page

Opening balance:	220,254	97,572
Additional advances	-	15,055
Assumption of debt	-	200,000
Repayments	(175,347)	(92,373)
	<u>44,907</u>	<u>220,254</u>

\$

Amount due to Arthur Phillip Pty Limited included in the Trade Payables

77,144

Fee paid to Arthur Phillip for underwriting the capital raising to raise \$2,250,000

Consolidated Group

2012	2011
\$	\$

Paid to
Arthur Phillip Pty Ltd

148,500	-
<u>148,500</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 17: SEGMENT REPORTING

The group has three reportable segment being Brazil, Peru and head office.

The barter business segment ceased in December 2011.

Management will continue to assess the reporting format in future periods and if reporting changes to a different basis, additional segment information will be included.

The segment reporting is detailed below:

Year 2012	Brazil	Peru	Unallocated	Total
	\$	\$	\$	\$
Revenue				
Segment Revenue	-	-	30,191	30,191
Depreciation	-	-	700	700
Loss after income tax (a)	(166,144)	(68,752)	(1,134,646)	(1,369,543)
Segment total assets (b)	835,980	-	1,276,894	2,112,874
Segment total liabilities (c)	1,243	-	314,284	315,527
	Brazil	Peru	Unallocated	Total
	\$	\$	\$	\$
Cash flow information				
Net cash inflows/ (outflows) from operating activities	(112,856)	-	(595,237)	(708,093)
Net cash inflows/ (outflows) from investing activities	(609,837)	(68,752)		(678,589)
Net cash inflows/ (outflows) from financing activities	-	-	1,862,021	1,862,021
Year 2011	Brazil	Peru	Unallocated	Total
	\$	\$	\$	\$
Revenue				
Segment Revenue	-	-	11,291	11,291
Depreciation	-	-	599	599
Loss after income tax (a)	-	-	(856,029)	(856,029)
Segment total assets (b)	-	-	1,043,535	1,043,535
Segment total liabilities (c)	-	-	301,607	301,607

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 17: SEGMENT REPORTING (CONTINUED)

Year 2011	Brazil	Peru	Unallocated	Total
	\$	\$	\$	\$
Cash flow information				
Net cash inflows/ (outflows) from operating activities	-	-	(319,999)	(319,999)
Net cash inflows/ (outflows) from investing activities	-	-	(2,903)	(2,903)
Net cash inflows/ (outflows) from financing activities	-	-	1,048,211	1,048,211

Unallocated amounts represent corporate activities such as administration and office costs.

(a) Loss after tax

A reconciliation of total loss after tax to the consolidated profit for the year is provided as follows

	2012	2011
	\$	\$
Total loss after tax	(1,369,543)	(856,029)
Profit from discontinued operations	-	-
Profit / Loss for the year	<u>(1,369,543)</u>	<u>(856,029)</u>

(b) Segment assets

Reportable segment's assets are reconciled to total assets as follows:

	2012	2011
Segment assets	<u>2,112,874</u>	<u>1,043,535</u>
Total assets as per the balance sheet	<u>2,112,874</u>	<u>1,043,535</u>

(c) Segment liabilities

Reportable segment's liabilities are reconciled to total liabilities as follows:

	2012	2011
Segment liabilities	<u>315,527</u>	<u>301,607</u>
Total liabilities as per the balance sheet	<u>315,527</u>	<u>301,607</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 18: RECONCILIATION OF PROFIT AFTER INCOME TAX TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	Consolidated Group	
	2012	2011
	\$	\$
Net profit / (loss) after income tax	(1,369,543)	(856,029)
Impairment of listed share	124,909	464,629
Depreciation & amortisation	700	599
Share based payments expense	387,600	-
		80,985
	<u>(856,333)</u>	<u>(309,816)</u>
Changes in operating assets and liabilities:		
<i>(Increase)/Decrease in assets:</i>		
(Increase) /Decrease prepayments	(41,020)	-
<i>Increase/(Decrease in liabilities:</i>		
Increase/ (Decrease) in trade payables	189,260	(10,183)
Net cash flow from operating activities	<u>(708,093)</u>	<u>(319,999)</u>

NOTE 19: SHARE BASED PAYMENTS

The following share based payment arrangements were in existence during the current and prior reporting period:

Shares

Fair Value of Shares Granted

The fair value of 625,000* shares granted to Mr Schmulian was \$0.096 each (\$60,000) during the period. They were valued independently using the binominal option pricing model.

Options

Number	Grant date	Expiry Date	Exercise Price
7,500,000**	8 Mar 12	30 Jun 14	\$ 0.25

* The shares are escrowed for 24 months from the date of reinstatement of the Company's securities to the official list of ASX.

** The options are escrowed for 24 months from the date of reinstatement of the Company's securities to the official list of ASX and there is a Vesting period which is subject to the conditions stated below:

(i) 3,750,000 options vest if and when the weighted volume average price the Company's shares is \$0.20 or greater for 30 days; and

(ii) 3,750,000 options vest if and when the weighted volume average price the Company's shares is \$0.30 or greater for 30 days.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 19: SHARE BASED PAYMENTS (CONTINUED)

Fair Value of Options Granted

The fair value of 7,500,000 options granted to Bacchus was \$0.044 each (\$327,600) during the period. They were valued independently using the binominal option pricing model and listing the inputs for the model as below;

Exercise price:	\$ 0.25
Grant date:	8/03/2012
Expiry date:	30/06/2014
Share price at grant date:	\$ 0.20
Expected price volatility:	100%
Risk free interest rate:	3.57%
Discount for vesting and escrow conditions:	\$ 0.047

NOTE 20: CONTINGENCIES AND COMMITMENTS

Ouro Belo, Goiás, Brazil

BBX Minerals Ltd holds an agreement to earn an initial 51% interest, with the option to increase its participation to 75%, in 6 exploration tenements owned by Crusader do Brasil Mineração Ltda in NE Goiás state, central Brazil.

Terms of the Joint Venture Agreement

BBX has acquired the right to the following:

1. a 51% interest in the JV Vehicle by sole funding expenditure of \$250,000 during the period ending 12 months from the end of the due diligence period; and
2. subject to BBX earning a 51% interest in JV vehicle, a further 24% interest in the JV vehicle by sole funding expenditure of \$400,000 during the period ending 24 months from the end of the due diligence period

Chapada Gold Project, Tocantins State, Brazil

In October 2011 the Company signed an option agreement to acquire a 51% interest in the 7000ha Chapada property in the state of Tocantins, central Brazil, for a total of A\$850,000. The option was exercised in February 2012 and a total of AUD\$500,000 has been paid to the vendor, Mundo Minerals Ltd, with the remainder due in the second half of 2012.

Eldorado de Juma, Juma East and Juma West, Amazonas state, Brazil

In March 2012 the company signed an option agreement to acquire 4 exploration tenements at Juma East, totalling 38,443ha, for a total of US\$2 million, payable over six years. The tenements are located to the east of the large Eldorado de Juma artisanal mine which produced in excess of 100,000 ounces of gold from near-surface workings in 2007-9. In addition, the Company lodged an application for a 9191ha exploration tenement immediately west of Eldorado de Juma (Juma West). The properties are located approximately 70km north of the town of Apui in Amazonas state, northern Brazil.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 20: CONTINGENCIES AND COMMITMENTS (CONTINUED)

In July BBX secured an option agreement to acquire Brazilian private group Minorte, which in turn holds an option to acquire a 75% interest in the Eldorado do Juma gold project in Brazil's Amazonas state.

BBX will make a combined total of AUD 2.15m in payments to Minorte and Cooperjuma over a four year period, and issue a total of 6 million BBX shares to Minorte (subject to shareholder approval) and contribute the initial AUD 4.8m in project expenditure, following which BBX and Cooperjuma will contribute in accordance with their respective equities. Minorte's option to acquire 75% interest in the Juma licences are subject to a number of pre-conditions which are now being progressed. BBX may withdraw from the option arrangement at any time if at its sole discretion it decides that the project does not meet its financial objectives.

NOTE 21: FINANCIAL RISK MANAGEMENT

The Group's financial instruments consist mainly of deposits with banks, accounts receivable and payable, loans to and from subsidiaries.

The totals for each category of financial instruments, measured in accordance with AASB 139 as detailed in the accounting policies to these financial statements, are as follows:

	Note	Consolidated Group	
		2012	2011
		\$	\$
Financial Assets			
Cash and cash equivalents	8	1,200,648	725,309
Available-for-sale financial assets at fair value:			
– listed investments	9	41,013	165,922
Total Financial Assets		<u>1,241,661</u>	<u>891,231</u>
Financial Liabilities			
Financial liabilities at amortised cost			
— Trade and other payables	13	315,527	301,607
Total Financial Liabilities		<u>315,527</u>	<u>301,607</u>

Financial Risk Management Policies

The overall risk management strategy seeks to assist the consolidated group in meeting its financial targets, while minimising potential adverse effects on financial performance. Its functions include the review of credit risk policies and future cash flow requirements.

Specific Financial Risk Exposures and Management

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 21: FINANCIAL RISK MANAGEMENT (CONTINUED)

a. Credit risk

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Group.

The group is not exposed to any credit risk.

b. Liquidity risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group manages this risk through the following mechanisms:

- preparing forward looking cash flow analysis in relation to its operational, investing and financing activities;
- monitoring undrawn credit facilities;
- obtaining funding from a variety of sources;
- managing credit risk related to financial assets;

The tables below reflect an undiscounted contractual maturity analysis for financial liabilities. Cash flows realised from financial assets reflect management's expectation as to the timing of realisation. Actual timing may therefore differ from that disclosed. The timing of cash flows presented in the table to settle financial liabilities reflects the earliest contractual settlement dates and does not reflect management's expectations that banking facilities will be rolled forward.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 21: FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial Liability and Financial Asset Maturity Analysis

	Within 1 Year		1 to 5 Years		Over 5 Years		Total	
	2012	2011	2012	2011	2012	2011	2012	2011
	\$	\$	\$	\$	\$	\$	\$	\$
Consolidated Group								
Financial liabilities due for payment								
Trade and other payables (excluding est. annual leave)	270,620	81,353	44,907	220,254	-	-	315,527	301,607
Total expected outflows	270,620	81,353	44,907	220,254	-	-	315,527	301,607
Financial assets — cash flows realisable								
Cash and cash equivalents	1,200,648	725,309	-	-	-	-	1,200,648	725,309
Available - for - sale Investments	-	-	41,013	165,922	-	-	41,013	165,922
Total anticipated inflows	1,200,648	725,309	41,013	165,922	-	-	1,241,661	891,231
Net (outflow)/inflow on financial instruments	930,028	643,956	(3,894)	(54,332)	-	-	926,134	589,624

c. Market Risk

i. Interest rate risk

Exposure to interest rate risk arises on financial assets and financial liabilities recognised at the end of the reporting period whereby a future change in interest rates will affect future cash flows or the fair value of fixed rate financial instruments.

The Group is not exposed to any interest rate risk

ii. Foreign exchange risk

The Group has foreign operations and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Brazilian Real ("BRL").

Foreign exchange risks arises from future commercial transactions and recognised assets and liabilities denominated in the currency that is not the entity's functional currency. The risk is measured using the sensitivity analysis.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 21: FINANCIAL RISK MANAGEMENT (CONTINUED)

Sensitivity analysis

A strengthening of the Australian Dollar ("AUD"), as indicated below, against the BRL at 30 June 2012 would have increase/(decrease) equity and profit and loss by the amounts shown below. The analysis is based on foreign currency exchange rate variances that the Group considered reasonably possible at the end of the reporting period. The analysis assumes that all other variables, particularly interest rates remaining constant.

The following table details the Group's sensitivity to a 15% increase and decrease in the AUD against the BRL. The 15% represents the auditor's assessment of the reasonable possible change in foreign exchange rates.

A positive number below indicates an increase in profit or equity where the AUD strengthens 15% against the BRL.

For a 15% weakening of the AUD against the BRL, there would be a comparable and opposite impact on the profit or equity.

	Strengthening		Weakening	
	Equity	Profit or loss	Equity	Profit or loss
30-Jun-12				
BRL (15% strengthening)	(13,063)	13,063	6,545	(6,545)
30-Jun-11				
BRL (15% strengthening)	-	-	-	-

iii. Price risk

Price risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices largely due to demand and supply factors for commodities

The group is not exposed to any price risk.

Net Fair Values

Fair value estimation

The fair values of financial assets and financial liabilities are presented in the following table and can be compared to their carrying values as presented in the statement of financial position. Fair values are those amounts at which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

Fair values derived may be based on information that is estimated or subject to judgment, where changes in assumptions may have a material impact on the amounts estimated. Areas of judgment and the assumptions have been detailed below. Where possible, valuation information used to calculate fair value is extracted from the market, with more reliable information available from markets that are actively traded. In this regard, fair values for listed securities are obtained from quoted market bid prices.

Fair values of assets and liabilities at 30 June 2012 equate to the carrying values of those assets and liabilities at balance date.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 22: EVENTS AFTER THE BALANCE SHEET DATE

Passing of the Executive Chairman

On the 4 July 2012, the Executive Chairman Mr Paul Page passed away.

Major Gold Project in Amazonas State, Northern Brazil

On 30 July 2012, BBX Minerals announced it has signed an option agreement to acquire the Brazilian private group Minorte, which in turn holds an option to acquire a 75% in Eldorado do Juma (Juma) gold project in Brazil's Amazonas state. The project, owned by the Cooperjuma Garimeiro Co-operative (artisanal miners).

BBX will make a combined total of BRL\$ 4.5M (AUD\$2.15M) in payments to Minorte and Cooperjuma over a four year period, and issue a total of 6 million BBX shares to Minorte (subject to shareholder approval). BBX will contribute the initial BRL\$10M (AUD\$4.8M) in project expenditures, following which both BBX and Cooperjuma will contribute in accordance with their respective equities. The Minorte shareholders will retain a 7.5% net profit interest in the venture.

Minorte's option to acquire a 75% interest in the Juma licences are subject to a number of pre-conditions, including a two thirds majority approval by Cooperjuma's members lifting a current restriction by the Brazilian Mines Dept (DNPM) to non-garimeiro mining activity in the Juma region and transfer of title to the new BBX controlled JV company. BBX may withdraw from the option arrangement at any time if, at its sole discretion, it decides that the project does not meet its financial objectives.

In addition to the Juma option, BBX has negotiated an option to acquire 4 exploration tenements, totally 38,443ha to east of Juma (Juma East) and has applied for a 9,191ha tenement west of Juma (Juma West), both covering areas of known garimpeiro activity in favourable geological settings.

The Minorte acquisition gives BBX first-movers status in a potential major new gold province in a region in which no previous systematic mineral exploration has been conducted. The geological setting of the Juma region is analogous to the prolific Tapajos and Alta Floresta gold provinces to the south-east of Juma.

Following an initial evaluation of the tailings and near-surface mineralisation BBX plans to systematically explore the potential for large scale primary deposits along the Juma trend and surrounding region.

Bonafer Gold Project

On 15 August 2012, the Company announced that it has formally withdrawn from the 50:50 Bonafer JV with Minera Confianza in south-eastern Peru, at no cost to the Company. Following ongoing geological evaluation work the Company's geologists have concluded that the narrow-vein style of mineralisation is highly unlikely to support a future mining operation of sufficient size to meet the company's objectives.

The company continues to actively pursue mature exploration and development opportunities in Peru.

BBX Property Investment Fund Limited

The directors of the company have announced that they intend to wind up the affairs of the company and distribute the assets to the members. The shareholders of BBX Property Investment Fund Limited voted late last year to have the directors realise the assets of the fund and distribute the proceeds in proportion to shareholding. The directors will on completion of realising the assets negotiate the sale of the listed shell.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 22: EVENTS AFTER THE BALANCE SHEET DATE (CONTINUED)

On the 27 August 2012, the Company received \$41,013.05 cash distribution - return of capital from BBX Property Investment Fund Limited.

On realisation of the remaining assets and the sale of the shell a further distribution to shareholders, if any, will be issued.

Bonus paid to the late Mr Page

A \$50,000 bonus was paid to the Estate of Paul Page for his commitment and contribution to the company in his role as Managing Director and for identifying the Juma and Chapada projects.

NOTE 23: PARENT COMPANY INFORMATION

(a) Summary financial information

The individual financial statements for the parent entity shows the following aggregate amounts:

	Parent	
	2012	2011
	\$	\$
Balance Sheet		
Current Assets	1,224,336	891,231
Total Assets	<u>2,372,434</u>	<u>1,043,535</u>
Current Liabilities	269,377	81,353
Total Liabilities	<u>314,284</u>	<u>301,607</u>
Net assets	<u>2,058,149</u>	<u>741,928</u>
Shareholder Equity		
Issued capital	13,198,428	11,382,861
Reserves	608,400	-
Accumulated Losses	(11,748,679)	(10,640,933)
	<u>2,058,149</u>	<u>741,928</u>
	Parent	
	2012	2011
	\$	\$
Statement of Comprehensive Income		
Total profit/(loss)	(1,107,747)	(856,029)
Total comprehensive income/(loss)	<u>(1,107,747)</u>	<u>(856,029)</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

NOTE 23: PARENT COMPANY INFORMATION (CONTINUED)

(b) Contingent Liabilities of the Parent

Chapada Gold Project

Third and final tranche payment of AUD\$350,000 is to be paid as follows:

Payment 1 - AUD\$60,000 by no later than 1 August 2012;

Payment 2 - AUD\$60,000 by no later than 30 September 2012; and

Payment 3 - AUD\$230,000 by no later than 12 December 2012.

The first payment of AUD\$60,000 has been paid.

Juma Gold Project

In March 2012, the company signed an option agreement to acquire 4 exploration tenements at Juma East, totalling 38,443ha, for a total of USD\$2 million, payable over six years. The tenements are located to the east of the large Eldorado de Juma artisanal mine which produced in excess of 100,000 ounces of gold from near-surface workings in 2007-9. In addition, the Company lodged an application for a 9191ha exploration tenement immediately west of Eldorado de Juma (Juma West). The properties are located approximately 70km north of the town of Apui in Amazonas state, northern Brazil.

The company has paid USD\$47,500 already.

In July 2012, the Company entered into an agreement with Brazilian private equity Minorte to acquire 100% of Minorte.

BBX will make a combined total of BRL \$4.5M (AUD\$2.15M) in payments to Minorte and Cooperjuma over a four year period, and issue a total of 6 million BBX shares to Minorte (subject to shareholder approval). BBX will contribute the initial BRL\$10M (AUD\$4.8M) in project expenditures, following which both BBX and Cooperjuma will contribute in accordance with their respective equities. The Minorte shareholders will retain a 7.5% net profit interest in the venture.

The company has paid BRL\$140,000 already.

NOTE 24: COMPANY DETAILS

The registered office of the Company is:

Level 33, 52 Martin Place Sydney NSW 2000

The principal place of business is:

Level 33, 52 Martin Place Sydney NSW 2000

DIRECTORS' DECLARATION

The directors of the company declare that:

1. the financial statements and notes, as set out on pages 23 to 55, are in accordance with the *Corporations Act 2001* and:
 - a. comply with Accounting Standards; and
 - b. give a true and fair view of the financial position as at 30 June 2012 and of the performance for the year ended on that date of the company and consolidated group;
 - c. The financial statements and notes also comply with International Financial Standards as disclosed in Note 1(a).
2. the Acting Chief Executive Officer has declared that:
 - a. the financial records of the company for the financial year have been properly maintained in accordance with s 286 of the *Corporations Act 2001*;
 - b. the financial statements and notes for the financial year comply with the Accounting Standards; and
 - c. the financial statements and notes for the financial year give a true and fair view;
3. in the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

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



Michael Schmulian
Director

Dated this 28 September 2012

**INDEPENDENT AUDIT REPORT
TO THE MEMBERS OF BBX MINERALS LIMITED
AND CONTROLLED ENTITIES**

Scope

Report on the Financial Report

We have audited the accompanying financial report of BBX Minerals Limited ('the company') and BBX Minerals Limited and its Controlled Entities ('the consolidated entity') comprising the statement of financial position as at 30 June 2012, the statement of comprehensive income, statement of changes in equity, statement of cash flows for the year ended at that date, a summary of significant accounting policies and other explanatory notes 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 and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. This responsibility includes establishing and maintaining internal control relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud and error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. In Note 1 the directors also state, in accordance with Accounting Standard AASB 101; Presentation of Financial Statements, that compliance with the Australian equivalents to International Financial Reporting Standards (IFRS) ensures that the financial report, comprising the financial statements and notes, complies with IFRS.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluation 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 that 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*.

Audit Opinion

In our opinion,

- (a) the financial report of BBX Minerals Limited and its controlled entities is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the company and the consolidated entity's financial position as at 30 June 2012 and of their performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards (including Australian Accounting interpretations) and with the Corporations Regulations 2001;
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

Going Concern

Without modification to our opinion expressed above, attention is drawn to the following matters.

The financial report of the company has been prepared on the basis that it will continue as a going concern as set out in Note 1(n) to the financial statements. As at the date of this report the group does not hold sufficient funds to satisfy its commitments and meet expected normal operating expenses over the next 12 months.

The company will need to raise additional capital within the next 12 months to meet its capital commitments. In the event that further capital cannot be obtained, or other capital management initiatives undertaken, the group may not be able to continue as a going concern and may be required to realise assets and extinguish liabilities other than in the normal course of business and at amounts different from those stated in the financial accounts

Report on Remuneration Report

We have audited the Remuneration Report included in pages 15 to 16 of the report of the directors for the year ended 30 June 2012. The Directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with s 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.

In our opinion the Remuneration Report of Name Limited for the year ended 30 June 2012, complies with s 300A of the *Corporations Act 2001*.

Robert Nielson Partners



Robert Nielson

Date 28 September 2012

ADDITIONAL INFORMATION

The Shareholder Information set out below was applicable at 26 September 2012.

(a) Distribution of Equity Securities

Holdings Ranges	Holders	Total Number of Shares
1 - 1,000	125	68,297
1,001 - 5,000	195	590,389
5,001 - 10,000	222	2,120,966
10,001 - 100,000	191	5,840,112
100,001 and over	58	67,801,588
Total	733	76,421,352

Listed Options \$0.25 Expiring 30 June 2014

Holding Ranges	Holders	Total Number of Options
1 - 1,000	0	-
1,001 - 5,000	182	910,000
5,001 - 10,000	17	137,500
10,001 - 100,000	40	961,250
100,001 and over	7	3,616,250
Total	239	5,625,000

The Number of shareholders holding less than a marketable parcel of ordinary shares is 229.

(b) Substantial shareholders as at 26 September 2012

The Company's register of substantial shareholders shows the following:

Shareholder	Number of shares	%
Richard Poole	24,976,546	19.35
Brovest Pty Ltd <Page Super Fund>	22,845,001	17.70
Yardie (WA) Pty Ltd <AW Family A/C>	6,000,000	5.34
143 Pty Ltd <J F Pearce Family A/C>	6,000,000	5.34

Unquoted Equity Securities

Options \$0.25 Expiring 30 June 2014 Escrowed 24 Months from Quotation

Total Holders	Total Number of Options
5	13,125,000

ADDITIONAL INFORMATION (CONTINUED)

Voting Rights

The voting rights attaching to each class of equity are set out below:

(a) Ordinary Shares

On a show of hands each member present at a meeting in person or by proxy shall have one vote and upon a poll each share count as one vote.

(b) Options

No voting rights.

Twenty Largest Security Holders

Holder Name	No. of Ord Shares	%
ARTHUR PHILLIP NOMINEES PTY LTD	14,473,250	18.94
ARTHUR PHILLIP NOMINEES PTY LTD	12,033,165	15.75
YARDIE (WA) PTY LTD <A W SMITH FAMILY A/C>	4,620,000	6.05
143 PTY LTD <J F PEARCE FAMILY A/C>	3,565,000	4.67
KPC INVESTMENT FUND NO 1 LIMITED	2,100,000	2.75
LUJETA PTY LTD <ANZ M/L 1166165 A/C>	1,750,000	2.29
ARTHUR PHILLIP NOMINEES PTY LTD (ACN 111 862 358)	1,723,208	2.26
BACCHUS STRATEGIC DEVELOPMENTS GROUP PTY LTD	1,694,300	2.22
ARTHUR PHILLIP NOMINEES PTY LTD	1,677,000	2.19
KOBIA HOLDINGS PTY LTD <THE KOBIA A/C>	1,500,000	1.96
MELAIID HOLDING INC	1,160,000	1.52
BACCHUS STRATEGIC DEVELOPMENTS GROUP PTY LTD	1,059,500	1.39
CRUSADER RESOURCES LIMITED	1,000,000	1.31
MR GRAHAM JUSTIN SHANN EVANS <GJS EVANS SUPER FUND A/C>	1,000,000	1.31
MICHAEL LEON SCHMULIAN	1,000,000	1.31
MR DECLAN ANDREW SHERMAN	1,000,000	1.31
SUNROCK PTY LTD <G TRETTEL SUPERFUND A/C>	1,000,000	1.31
MR MICHAEL LEON SCHMULIAN	875,000	1.15
MR WILLIAM RICHARD BROWN	850,000	1.11
MR GRAEME FITZSIMMONS & MRS SHIRLEY FITZSIMMONS & MRS KATHERINE ATKINSON <CHIDLEY SUPER FUND A/C>	800,000	1.05
	54,880,423	71.82