GREAT GOLD MINES N.L.

LISTING APPLICATION

SEPTEMBER 20 , 2005

Level 8, 580 St. Kilda Road
Melbourne, Victoria
3004 Australia

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1. General Information

(a) State the full corporate name, law and date of incorporation of the Issuer, including a summary of any material amendments to the articles, memorandum or other constating documents since incorporation.

Great Gold Mines N.L. ("Great Gold" or the "Issuer") was incorporated under the laws of Australia in 1985 under the name Mt. Kersey Mining N.L. with the objective of acquiring various exploration and mining interests around Wadgingarra Mining Centre in the Yalgoo mineral field of Western Australia. It was first listed on the Australian Stock Exchange Limited on July 2, 1986. The Issuer changed its name to Gutnick Resources N.L. in May, 1999. The Issuer changed its name to Great Gold Mines N.L. on August 26, 2004. The Issuer is an Australian mineral resource company focussed on gold exploration in the Southern Laverton area of Western Australia (the "SLTZ Project"). The Issuer aims to create wealth for its shareholders through the discovery and development of economic mineralization on its extensive tenement project.

Over the past three years, Great Gold has focused its exploration on its SLTZ Project and during that time has divested other exploration interests through farm-out or sale arrangements or by surrendering landholdings to enable it to solely focus on the SLTZ Project.

In April 2002, the Issuer's shareholders approved the consolidation of the Issuer's shares and options on a five to one basis.

Since June 2003, the Issuer has raised $17.1 million through the placement of 147,793,545 ordinary shares with attaching options exercisable at 10 cents and a latest exercise date of 28 February 2013 and the exercise of 21,002,000 options. These funds were used for exploration activities, retirement of debt and working capital.

Drilling on a number of locations in the SLTZ has continued since August 2003 through to the current date. During the first six months of 2004, a significant programme of drilling was undertaken at Pinjin with the goal being to extend the mineral resource at Pinjin along strike and at depth. This also had the added benefit of spending the required funds for the Issuer to earn its 70% interest in the Pinjin prospect from Gel Oil Pty Ltd. This occurred in late June 2004.

Dollar amounts expressed herein are in Australian (A) dollars unless otherwise indicated. Exchange rate on August 30, 2005: CDN$1 = A$1.1228.

(b) State the date the Issuer first became a "reporting issuer" in at least one of the Principal Jurisdictions. Identify each jurisdiction in which the Issuer is a "reporting issuer" and indicate whether it is in default of any requirements under applicable Securities Laws.

The Issuer is not a reporting issuer in any of the Principal Jurisdictions. The Issuer is not in default of any requirement under applicable Securities Laws.

(c) State the address of the Issuer's head office and any other offices. State the address of the Issuer's registered office.

The Issuer's registered and principal executive office is located at:

Level 8, 580 St. Kilda Road
Melbourne, Victoria 3004
Australia

(d) State whether all or certain of the directors and officers of the Issuer reside outside of Canada and whether substantially all of the assets of the Issuer and its directors and officers are located outside of Canada. If so, state the name and address of an agent for service in Alberta and that the Issuer has agreed to attorn to the laws of Alberta and the federal laws of Canada applicable therein.

All of the Issuer's directors are residents of Australia. Substantially all of the Issuer's assets are mining properties located in Australia. The Issuer has appointed Lang Michener LLP, Suite 1500 - 1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7, as its agent for service in Canada.

(e) State the name, address and telephone number of the Issuer's solicitors. Also, give the name and address of the solicitor or attorney who certifies that the applicant is a valid and subsisting Issuer and that the shares which have been allotted and issued were legally created and are fully-paid and non-assessable.

The Issuer's professional advisors are:

(i) The Issuer's Canadian counsel:

Lang Michener LLP
Suite 1500 - 1055 West Georgia Street
Vancouver, British Columbia V6E 4N7
Telephone: (604) 691-7462
Fax: (604) 893-2373
E-mail: dbalakrishnan@lmls.com
Attention: Des Balakrishnan

(ii) The Issuer's Australian counsel:

Schetzer Brott & Appel
52 Market Street
Melbourne, Victoria
3000
Telephone: 61-3-9614-7000
Fax: 61-3-9614-7100
E-mail: mlandau@sbalaw.com
Attention: Morris Landau

(f) State the name and address of the Issuer's principal registrar and transfer agent and, if the Issuer has more than one registrar and transfer agent, state the name and address of its registrar and transfer agent in the applicable city: Vancouver, BC, Calgary, AB, Toronto, ON, Montreal, PC or Halifax, NS.

The Issuer's Registrar and Transfer Agents:

ASX REGISTRARS LIMITED
Level 4
333 Collins Street
Melbourne, Victoria
3000 Australia
Telephone: 61-3-9615-9800
Fax: 61-3-9615-9921

PACIFIC CORPORATE TRUST COMPANY
625 Howe Street, 10th Floor
Vancouver, British Columbia V6C 3B8
Telephone: (604) 689-9853
Fax: (604) 689-8144

(g) State the date of last Annual General Meeting and of last report to shareholders.

The Issuer's last annual general meeting was held on November 18, 2004. The Issuer's last annual report to shareholders for the year ended June 30, 2004 was filed with the Australian Securities & Investments Commission (the "ASIC") on September 29, 2004.

(h) State the name, address and telephone number of the Issuer's auditors.

The Issuer's auditors are:

PKF
Chartered Accountants
Level 11, CGU Tower
485 LaTrobe Street
Melbourne
Victoria 3000
Australia

2. Financial Information

(a) State the Issuer's approximate working capital as of a specific date within the two months preceding the date of the Listing Application.

The Issuer's working capital at August 22, 2005 is approximately $598,329.

At August 22, 2005, the Issuer had $20,456 in cash and had entered into a $5 million Equity Line of Credit Agreement with Cornell Capital Partners LP ("Cornell Capital"). Under this agreement, Cornell Capital commits to purchase up to $5 million of the Issuer's ordinary shares over a period of 36 months. Each advance is at the Issuer's discretion up to $75,000 per advance. The number of ordinary shares to be issued to Cornell Capital is calculated each time the Issuer requests an advance by calculating the lowest daily volume weighted average price of the ordinary shares for the five consecutive trading day period beginning on the first trading day after the Issuer delivers an advance request to Cornell Capital and multiplying that amount by 97% and then dividing by the value of the advance request. The Issuer has agreed to pay Cornell Capital's legal and due diligence expenses amounting to $45,000 and an implementation and activation fee of $75,000 each, such fee to be paid by an issue of ordinary shares at the Issuer's discretion. Cornell Capital will receive cash compensation equal to 5% of the gross proceeds of all advances.

The Issuer will need to continue to raise funding to continue its exploration program and meet its general administration expenses. The Issuer's shareholders approved the placement of ordinary shares and options expiring 28 February 2013 to the value of US$750,000 and a further 25,000,000 ordinary shares and 25,000,000 options expiring 28 February 2013 at a shareholders meeting held on April 13, 2005. The Issuer anticipates that this will provide the necessary funding for the Issuer's operations.

The Issuer's exploration budget on the Pinjin property is $322,000 of which 30% ($96,600) will be reimbursed by its joint venture partner Gel-Oil giving a net commitment of $225,400. The Issuer also has secondary properties however no decision has yet been made as to whether exploration will be conducted on the secondary properties over the next 12 months. If the Issuer decides not to conduct exploration the Issuer may surrender the properties without penalty. The decision whether exploration will take place on the secondary properties will be dependent on the level of fund raising undertaken by the Issuer. General administration expenses for the next 12 months are budgeted at $655,367.

The Issuer's typical monthly general and administrative expenses are as follows:

	A$
ASX Monthly Costs	200
Share Registry Costs	2,000
Audit Fees	1,800
AXIS Consultants Management Fee	10,000
AXIS Consultants Direct Salaries	30,000
Legal Fees	1,000
Bank Fees	100
Archive Storage	75
Tenement Management	2,000
Travel and Accommodation	2,000
Canadian attorneys	1,000
	$50,175

(b) If assets include investments in securities of other entities, give an itemized statement, showing cost or book value and present market value.

The Issuer's assets do not include any material amounts of securities in other entities.

3. Directors, Officers, Promoters and Persons Holding More Than 10% of the Issued Equity Shares

(a) In table format, for each director, officer and Promoter of the Issuer provide the following information:

(i) state full name and residential or postal address;

(ii) identify all positions held with the Issuer (such as chairman, director, president, secretary, promoter, etc.);

(iii) state the number of equity shares of the Issuer directly or indirectly beneficially owned or controlled, separated by type into (a) escrowed, (b) pooled, (c) options and (d) all other securities; and

(iv) state the name of each employer and give chief occupation in the previous five years. If the employer is a self-owned company, so state (describe the function actually performed; avoid vague descriptions such as "businessman").

The following table sets out the information listed above. The term of office for each director expires at the end of the next annual meeting of shareholders.

Name and Address	Position with Issuer	Number of Shares Held	Number of Options Held	Five-Year Employment History
Joseph Isaac Gutnick 16 Denman Ave. St. Kilda, Victoria 3183 Australia Age: 52	Chairman of the Board and Managing Director Director since 1987	41,160,390(1) (17.64%)	200,000(2) 1,001,300(3) 889,300(4)	March 1988 - Present: Chairman and Managing Director of the Issuer; October 1988 - Present: Chairman and Managing Director of Astro Diamond Mines N.L.; March 1987 – December 2002: Chairman and Managing Director of Australian Gold Resources Limited; March 1984 - June 2002: Chairman and Managing Director of Autogen Limited; March 1988 - Present: Chairman, President and Chief Executive Officer of Bay Resources Ltd.; December 1980 - August 2001: Chairman and Managing Director of Centaur Mining and Exploration Limited; February 1987 – August 2004: Chairman and Managing Director of Johnson's Well Mining N.L.; July 1987 – Present: Chairman and Managing Director of Quantum Resources Limited; May 2000 - October 2003: Executive Chairman of Tahera Corporation; February 1987 – April 2000: Chairman and Managing Director of Great Central Mines Ltd.; December 2004 – Present: President, Chief Executive Officer and Chairman of the Board of Legend International Holdings Inc.
Dr. David Stuart Tyrwhitt Unit 1 5 Merrion Grove Kew., Victoria, Australia 3101 Age: 66	Non-Executive Director Director since 1996	Nil	Nil	June 2002 - Present: Director of David S. Tyrwhitt & Associates Pty Ltd.; 1996 - June 2002: Consulting Geologist through wholly-owned company, Auminex Sdn Bhd.; November 1996 – Present: Non-Executive and Independent Director of Astro Diamond Mines N.L.; March 2005 – Present: Non-Executive and Independent

Name and Address	Position with Issuer	Number of Shares Held	Number of Options Held	Five-Year Employment History
				Director of Legend International Holdings Inc.; November 1996 – August 2004: Non-Executive and Independent Director of Johnson's Well Mining N.L.; November 1996 – Present: Non-Executive Director and Independent Director of Bay Resources Ltd.; January 1999 – Present: Non-Executive and Independent Director of Quantum Resources Limited; November 1996 – June 2002: Non-Executive and Independent Director of Autogen Limited; November 1996 – August 1999: Non-Executive and Independent Director of Great Central Mines Limited; November 1996 - August 2001: Non-Executive and Independent Director of Centaur Mining & Exploration Limited; November 1996 – December 2002: Non-Executive and Independent Director of Australian Gold Resources Limited; November 2002 – September 2003: Non-Executive and Independent Director of Tahera Corporation; October 1993 - November 1996: Non-Executive and Independent Director of Normandy NFM Ltd.
Mordechai Zev Gutnick 6 Pinecrest Gardens Dianella WA 6059 Australia Age: 26	Non-Executive Director Director since 2003	1,225,486 (0.54%)	102,069(3)	April 2001 - June 2002: Project Advisor of AXIS Consultants Pty Ltd.; May 2003 – Current: Non-Executive Director of Astro Diamond Mines N.L. and Quantum Resources Limited; May 2003 – August 2004: Non-Executive Director of Johnson's Well Mining N.L.
Peter James Lee 80 Callaway Drive Mickleham Victoria 3064 Australia Age: 47	General Manager Corporate and Company Secretary	Nil	70,000(2) 4,000(4)	June 1997 - Present: General Manager Corporate and Company Secretary of Axis Consultants Pty Ltd.; April 1998 - Present: General Manager Corporate and Company Secretary of Astro Diamond Mines N.L., Johnson's Well Mining N.L. and Quantum Resources Limited and Director, Chief Financial Officer and Secretary of Bay Resources Ltd.; April 1998 - December 2002: General Manager Corporate and Company Secretary of Australian Gold Resources Limited; April 1998 - June 2002: General Manager Corporate and Company Secretary of Autogen Limited; April 1998 - August 2001: General Manager Corporate and Company Secretary of Centaur Mining & Exploration Limited; April 1998 - April

Name and Address	Position with Issuer	Number of Shares Held	Number of Options Held	Five-Year Employment History
				2000: General Manager Corporate and Company Secretary of Great Central Mines Limited; November 2004 – Present: Secretary of Legend International Holdings Inc.; March 2005 – Present: Chief Financial Officer of Legend International Holdings Inc.
Christopher D. Taylor 7 MacKay Street, Essendon, Victoria 3040 Australia Age: 41	Exploration Manager	Nil	Nil	August 2003 - Present: Consultant Geologist of Axis Consultants Pty Ltd.; July 2000 - July 2003: Geological Consultant Resource Development and Project Evaluation Range River Gold N.L., Newcrest Mining Limited, Delta Gold Limited; April 1999 - July 2000: Full-time studies undertaking Masters of Business Administration.

(1) Shares are held by Edensor Nominees Pty Ltd. ("Edensor") of which Mr. Gutnick may be deemed to share beneficial ownership. Edensor holds the shares as trustee of trusts for the benefit of certain members of the family of Mr. Gutnick. Edensor has full power to vote and dispose of the shares owned by it. The proceeds of any such sale may be used, in the discretion of Edensor, for the benefit of the beneficiaries of the trust. In addition, Mr. Gutnick holds 2,400 shares beneficially.

(2) Issued pursuant to the 1999 employee stock option plan approved by shareholders at the 1999 annual general meeting. The options were issued on March 24, 2000 and expire 10 years thereafter. The issue price was $0.87 per option and the exercise price is $1.875 per option. No further options are issuable under the 1999 employee stock option plan. Hurdle prior to vesting is 20% increase in share price from date of issue.

(3) Options have an exercise price of $1.25 per option and expire on September 22, 2010. Options were originally issued under a prospectus dated August 2, 2000.

(4) Options have an exercise price of $0.20 per option and expire on April 30, 2012. Options were originally issued under a prospectus dated April 30, 2002.

Joseph Gutnick, FAusIMM, FAIM, MAICD,
Chairman and Managing Director (Chief Executive Officer equivalent)
Mr. Gutnick has been a Director of the Issuer since 1987 and is currently Chairman and Managing Director of three listed public companies in Australia. He is also President of Bay Resources Ltd., a company listed on the over the counter market in the USA. He was responsible for overseeing the discovery, development and operation of a number of world class gold mines in Australia. Mr. Gutnick was a Director of the World Gold Council and was awarded the Diggers award at the 1997 Diggers and Dealers Industry Awards. He has a degree in rabbinical studies. As Managing Director, Mr. Gutnick is responsible for overseeing the day to day activities of the Issuer and implementing the strategic direction of the Issuer. He commits the time necessary to fulfil the job responsibilities. Mr. Gutnick has more than 25 years experience in the mining and exploration industry and was Chairman and Managing Director of the second largest gold mining company in Australia from 1987 to 2000. During that time, he built Great Central Mines Limited from a junior explorer to a gold producer producing 800,000 ounces of gold per annum, before it was successfully taken over by the Australian arm of Newmont Mining Corporation. Mr. Gutnick has a non-disclosure agreement but does not have a non-competition agreement. He is a Fellow of the Australasian Institute of Mining and Metallurgy, a Fellow of the

Australian Institute of Management and a Member of the Institute of Company Directors in Australia Limited.

David Tyrwhitt, PhD(Geology), BSc(Hons)Geology, FSEG(USA), FAusIMM, CPGeo,
Non-Executive and Independent Director
Dr. Tyrwhitt has been a Director of the Issuer since 1996 and has more than 40 years experience in the mining industry. He is currently a Director of four listed public companies which are in the mining and exploration sector. He worked for over 20 years with Newmont Mining Corporation in Australia, South East Asia and the United States. During that time he was responsible for the discovery of the Telfer Gold Mine in Western Australia. He was Chief Executive of Newmont Australia Limited between 1984 and 1988 and Chief Executive Officer of Ashton Mining Limited between 1988 and 1991. He established his own consultancy in 1991 and worked with Normandy Mining Limited on a number of mining projects in South East Asia. Dr. Tyrwhitt has a Bachelor of Science (Honors) Geology from Bristol University in the United Kingdom, a PhD in Geology from Leeds University in the United Kingdom and is a Fellow of the Australasian Institute of Mining and Metallurgy, a Fellow of the Society of Economic Geologists in the USA and a Certified Practicing Geologist. Dr. Tyrwhitt has a non-disclosure agreement but does not have a non-competition agreement. As a Non-Executive Director, Dr. Tyrwhitt attends board and committee meetings as required and commits the time necessary to undertake these functions. Dr. Tyrwhitt is a member of the Issuer's audit committee.

Mordechai Gutnick
Non-Executive Director
Mr. Mordechai Gutnick is a businessman and long-term investor in the mining industry. He has a degree in rabbinical studies. He has been involved in the exploration industry for three years. As a Non-Executive Director, Mr. Gutnick attends board and committee meetings as required and commits the time necessary to undertake these functions. Mr. Gutnick is a member of the Issuer's audit committee.

Peter Lee
General Manager Corporate and Company Secretary (Chief Financial Officer equivalent)
Mr. Lee holds a Bachelor of Business majoring in Accounting and is a Member of the Institute of Chartered Accountants in Australia Limited, a Fellow of Chartered Secretaries Australia Limited and a Member of the Institute of Company Directors in Australia Limited. Mr. Lee worked for Price Waterhouse between July 1978 and March 1986 in their Melbourne, Australia and Port Morseby, Papua New Guinea offices in the audit, management consulting and small business sections. He joined a retail group in 1986 for a period of 12 months where he was a Director, CFO and Company Secretary. In June 1987, he joined AXIS Consultants as a group accountant and soon progressed to the role of Assistant Company Secretary (1989 to 1997), became General Manager Corporate in 1997 and then became General Manager Corporate and Company Secretary in 1998, a role he has held since that time. During his working life, Mr. Lee has had a large variety of experience in all facets of finance, company secretarial practice, compliance and administration. He was a key part of a team that raised US$525 million in the high yield market in the USA in the late 1990's and has directed teams undertaking due diligence, preparation of prospectuses and annual reporting to regulatory bodies. He has worked in the mining and exploration industry for 17 years. Although employed by AXIS Consultants, Mr. Lee devotes the time necessary to the Issuer's activities to ensure the smooth operation of the Issuer's activities. Mr. Lee is currently General Manager Corporate and Company Secretary for four listed public companies (which includes the Issuer) in Australia and a Director, CFO and Secretary of a Delaware Corporation listed on the over the counter marker in the USA. All of the companies

operate in the mining and exploration industry, four in Australia and one in Canada. Mr. Lee has a non-disclosure agreement but does not have a non-competition agreement.

Christopher D. Taylor
Exploration Manager
Mr. Taylor holds a Bachelor of Science (Honours) majoring in Geology from Melbourne University and has a Master of Business Administration from Deakin University. Mr. Taylor commenced his career with North Kalgurli Mines in July 1985 as a mine geologist and progressed to the role of supervising mine geologist when he left that company in March 1987. During that time, he supervised open pit geologists, managed multi-pit grade control drilling and ore extraction within both oxide and hard rock mining operations. From March 1987 to August 1989 he was employed by Barrack Mines Ltd. as mine geologist and then project geologist within a copper and gold open pit operation in the Gascoyne Region of Western Australia. As project geologist he was involved with managing the drilling and calculating the ore reserves of the complex multi-element Horseshoe Goldmine orebody. In 1989, he then transferred to the New Zealand operations where he was involved in the design, implementation and management of exploration programmes. Between July 1990 and September 1991, he travelled overseas throughout Africa, Europe and North America. In September 1991, he was a resource development geologist for Newcrest Mining Limited at their Tuckabianna gold mine where he successfully explored and developed the Friar gold resource.

From October 1993 to April 1998, he was senior exploration geologist for several companies in both Victoria and Western Australia where he successfully managed projects including the planning, implementation and reporting of exploration and resource development programmes. These programmes included both greenfields and near mine resource development projects in both open pit and underground mining operations. He successfully identified mineralized structures at the Cornishman gold deposit using geological models developed from aeromagnetic and exploration data. His senior roles also encompassed data base management, negotiation and meeting of all statutory obligations as well as implementing exploration programmes within allotted time frames and under tight budget constraints.

Between April 1998 and April 1999, he was a senior geologist for Delta Gold in Zimbabwe where he undertook programme management and supervision of resource and underground development. He was promoted to exploration manager for a short period before he returned to Australia and undertook full-time study for a period of some 12 months to complete his Masters of Business Administration. Following the completion of his MBA, he was a geological consultant - resource develoopment and project evaluation, for a number of companies including Delta Gold Limited's Kanowna Belle gold mine in Kalgoorlie. During this time he spent several months at Cadia Hill gold mine in NSW owned by Newcrest Mining Limited. Here he was involved with the project management of the geotechnical and geological logging of the deep diamond drill programmes undertaken at the world-class Cadia Valley gold and copper mine.

In October 2003, he joined AXIS Consultants Pty Ltd and was seconded to the exploration programmes of the Issuer in the SLTZ in Western Australia. Following the resignation of the General Manager Operations in March 2004, Mr. Taylor was appointed Exploration Manager for the companies managed by AXIS Consultants Pty Ltd. Since that time, he has primarily focused on the day-to-day running of the exploration programmes for the Issuer.

(b) If any director, officer or Promoter of the Issuer is, or has been within the past three years, a director, officer or Promoter of any other reporting issuer, provide the following information:

(i) state the number of other issuers of which he is currently a director, officer, or promoter and the names of any reporting issuers with which he was involved in the past five years, including the names, markets upon which they trade, and the approximate start and ending dates; and

Joseph I. Gutnick

Name of Reporting Issuer	Position Held	Market Traded On	From	To
Astro Diamond Mines N.L.	Chairman and Managing Director	Australian Stock Exchange	October 1988	Current
Johnson's Well Mining N.L.	Chairman and Managing Director	Australian Stock Exchange	February 1987	August 2004
Bay Resources Ltd.	President, Chief Executive Officer and Chairman of the Board	Nasdaq OTCBB	February 1987	Current
Quantum Resources Limited	Chairman and Managing Director	Australian Stock Exchange	July 1987	Current
Autogen Limited	Chairman and Managing Director	Australian Stock Exchange	March 1984	June 2002
Great Central Mines Limited	Chairman and Managing Director	Australian Stock Exchange and Nasdaq	February 1987	April 2000
Centaur Mining & Exploration Limited	Chairman and Managing Director	Australian Stock Exchange and Nasdaq	December 1980	August 2001
Australian Gold Resources Limited	Chairman and Managing Director	Australian Stock Exchange	March 1987	December 2002
Tahera Corporation	Executive Chairman	Toronto Stock Exchange	May 2000	October 2003
Tanami Gold N.L.	Non-Executive Chairman	Australian Stock Exchange	August 1999	December 2000
Legend International Holdings Inc.	President, Chief Executive Officer and Chairman of the Board	Nasdaq OTCBB	December 2004	Current

Dr. David Tyrwhitt

Name of Reporting Issuer	Position Held	Market Traded On	From	To
Astro Diamond Mines N.L.	Non-Executive and Independent Director	Australian Stock Exchange	November 1996	Current
Johnson's Well Mining N.L.	Non-Executive and Independent Director	Australian Stock Exchange	November 1996	August 2004
Bay Resources Ltd.	Non-Executive Director	Nasdaq OTCBB	November 1996	Current
Quantum Resources Limited	Non-Executive and Independent Director	Australian Stock Exchange	January 1999	Current
Autogen Limited	Non-Executive and Independent Director	Australian Stock Exchange	November 1996	June 2002

Name of Reporting Issuer	Position Held	Market Traded On	From	To
Great Central Mines Limited	Non-Executive and Independent Director	Australian Stock Exchange and Nasdaq	November 1996	August 1999
Centaur Mining & Exploration Limited	Non-Executive and Independent Director	Australian Stock Exchange and Nasdaq	November 1996	August 2001
Australian Gold Resources Limited	Non-Executive and Independent Director	Australian Stock Exchange	November 1996	December 2002
Tahera Corporation	Non-Executive and Independent Director	Toronto Stock Exchange	November 2002	October 2003
Legend International Holdings Inc.	Non-Executive and Independent Director	Nasdaq OTCBB	March 2005	Current

Mordechai Gutnick

Name of Reporting Issuer	Position Held	Market Traded On	From	To
Astro Diamond Mines N.L.	Director	Australian Stock Exchange	May 2003	Current
Johnson's Well Mining N.L.	Director	Australian Stock Exchange	May 2003	August 2004
Quantum Resources Limited	Director	Australian Stock Exchange	May 2003	Current

Peter Lee

Name of Reporting Issuer	Position Held	Market Traded On	From	To
Astro Diamond Mines N.L.	General Manager Corporate and Company Secretary	Australian Stock Exchange	April 1998	Current
Regis Resources N.L.	General Manager Corporate and Company Secretary	Australian Stock Exchange	April 1998	Current
Quantum Resources Limited	General Manager Corporate and Company Secretary	Australian Stock Exchange	April 1998	Current
Autogen Limited	General Manager Corporate and Company Secretary	Australian Stock Exchange	April 1998	June 2002
Great Central Mines Limited	General Manager Corporate and Company Secretary	Australian Stock Exchange and Nasdaq	April 1998	April 2000
Centaur Mining & Exploration Limited	General Manager Corporate and Company Secretary	Australian Stock Exchange and Nasdaq	April 1998	August 2001
Australian Gold Resources Limited	General Manager Corporate and Company Secretary	Australian Stock Exchange	April 1998	December 2002
Heron Resources Limited	Non-Executive Director	Australian Stock Exchange	May 2000	August 2001

Bay Resources Ltd.	Director, Chief Financial Officer and Secretary	Nasdaq OTCBB	February 1996	Current
Legend International Holdings Inc.	Secretary Chief Financial Officer	Nasdaq OTCBB	November 2004 March 2005	Current Current

Christopher D. Taylor

Name of Reporting Issuer	Position Held	Market Traded On	From	To
Astro Diamond Mines N.L.	Exploration Manager	Australian Stock Exchange	March 2004	Current
Quantum Resources Limited	Exploration Manager	Australian Stock Exchange	March 2004	Current

(ii) State the name of any issuer which was, during the period he was a director, officer or promoter of the Issuer, struck from the applicable corporate registry, or whose securities were the subject of a cease trade or suspension order for a period of more than thirty consecutive days. Describe as well the reasons for the striking off, cease trade or suspension order.

Mr. Joseph Gutnick, Dr. David Tyrwhitt and Mr. Peter Lee were directors and/or officers of Centaur Mining & Exploration Limited ("Centaur"), Great Central Mines Limited and Australian Gold Resources Limited. Centaur is the subject of ongoing insolvency proceedings. In accordance with Australian Stock Exchange (the "ASX") listing rules, upon the appointment of the administrators, ASX automatically suspended Centaur from trading. Great Central Mines Limited and Australian Gold Resources Limited were the subject of successful takeover offers and as a result were delisted from trading on the ASX.

(c) State whether any director, officer, promoter or Insider has received from the Issuer:

(i) direct or indirect remuneration within the past year and provide particulars, including name of recipient, level of remuneration, and duties performed; or

(ii) anything of value within the past year which has not been disclosed elsewhere in the Listing Application and provide particulars. Anything of value includes money, securities, property, contracts, options or rights of any kind, whether received directly or indirectly.

The remuneration paid by the Issuer to all of its directors, officers or promoters for the past year ended June 30, 2004 is as follows:

Name and Position with Issuer	Compensation		Securities Under Option		
	Salary (AUS$)	Other (AUS$)	Number of Options	Exercise Price (AUS$)	Expiry Date
Joseph I. Gutnick Chairman and Managing Director	$76,000	$16,484	200,000	1.875	March 24, 2010
Dr. David Tyrwhitt Non-Executive Director	$15,000	$1,262	Nil	N/A	N/A
Mordechai Gutnick Non-Executive Director	$15,000	$1,262	Nil	N/A	N/A
Peter J. Lee General Manager Corporate and Company Secretary	$46,001	$17,953	70,000	1.875	March 31, 2010
David Prentice (1) General Manager Commercial	$24,059	$6,965	Nil	N/A	N/A
Christopher D. Taylor Exploration Manager	$43,334	$4,290	Nil	Nil	Nil

(1) Resigned April 2, 2004

(d) If any director, officer, promoter or other member of Management of the Issuer has, within the ten years before the date of this Listing Application been subject to any penalties or sanctions imposed by a court or a securities regulatory authority relating to trading in securities, promotion or management of a publicly traded issuer, or theft or fraud, describe the penalties or sanctions imposed.

None of the directors, officers, promoters or members of management have been subject to any securities regulatory sanction or penalty.

(e) If any director, officer, promoter or other member of Management of the Issuer has, within the five years before the date of this Listing Application been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager, or trustee appointed to hold the assets of that individual, state the fact.

None of the directors, officers, promoters or members of management have undergone formal insolvency, bankruptcy, creditors' arrangements or similar proceeding.

(f) Give the full name, residential or postal address and number of equity shares, separated by type into (a) escrowed, (b) legended, and (c) all other shares, beneficially owned by the 5 largest shareholders and by each person who is known by the Issuer's directors to directly or indirectly beneficially own or control more than 10% of the voting securities of the Issuer other than those persons disclosed in Item 6(a). If the beneficial owner is a non-individual, provide the information required by General Instruction (g).

To the knowledge of the Issuer, the five largest shareholders of the Issuer, and the only persons holding, directly or indirectly, ten percent or more of the outstanding shares are listed below:

Owner	Number of Legended Shares	Number of Other Shares	Percentage of Outstanding Shares
Edensor Nominees Pty Ltd. P.O. Box 6315, St. Kilda Road Central Victoria 8008 Australia	Nil	41,157,990[(1)]	17.64%
Chabad House of Caulfield Pty Ltd.[(2)] P.O. Box 6315, St. Kilda Road Central Victoria 8008 Australia	Nil	29,870,000	12.80%
ANZ Nominees Pty Ltd.[(3)] GPO Box 2842AA Melbourne Victoria 3001 Australia	Nil	25,671,005	11%
Westpac Custodian Nominees Limited 50 Pitt Street Sydney NSW 2000 Australia	Nil	19,505,000	8.36%
ANZ Nominees Limited (Cash Income A/C) CPO Box 2842AA Melbourne Victoria 3001 Australia	Nil	15,873,071	6.80%

(1) The shares of Common Stock are held by Edensor as trustee of a family trust for the benefit of certain members of the family of Mr. Gutnick and his wife, Stera Gutnick. Edensor has full power to vote and dispose of the shares of Common stock owned by it. The proceeds of any such sale may be used, in the discretion of Edensor, for the benefit of the beneficiaries of the Trust.

(2) Chabad House of Caulfield Pty Ltd. ("Chabad") is the trustee of a charitable trust which benefits organizations whose purpose is the support of the Orthodox Jewish religion. The directors of Chabad are Joseph and Stera Gutnick, and Stera Gutnick is the sole shareholder of Chabad.

(3) ANZ Nominees Pty Ltd. ("ANZ") is a nominee company much like CDS & Co. in Canada. Under Australian law, a shareholder for which shares are beneficially held by ANZ, and who hold more than 5% of the issued and outstanding shares of the Issuer, must file a "substantial shareholder notice". No such notices received by the Issuer indicate a shareholder owns more than 10% of the issued and outstanding shares of the Issuer.

(g) Conflicts of Interest of Directors and Officers of the Issuer

The Directors and Officers are also Directors and Officers of two other listed public companies in Australia that are involved in the exploration industry in Australia. The Directors and Officers have dealt with this potential conflict of interest by identifying specific regions on which they focus the activities of each company on any potential new acquisition is dealt with based on its geographic location.

(h) Interest of Management and Others in Material Transactions

The directors, officers and principal shareholders of the Issuer (and the known associates and affiliates of such persons) have no direct interest in any material transaction involving the Issuer.

4. Corporate Information

(a) State the authorized and issued share capital of the Issuer and briefly outline any material rights and restrictions attached to the share capital, such as voting, preference, conversion or redemption rights.

The Issuer's authorized capital consists of an unlimited number of ordinary shares without par value. All shares rank equally as to voting and the right to participate in the residual assets of the Issuer on wind-up. No current shares are issued except as fully paid and non-assessable. As at August 25, 2005 the Issuer had 233,271,204 ordinary shares issued and outstanding.

(b) In table format, provide details of securities sold for cash in the past 24 months. Indicate by month and year each block of securities sold, price per share, commissions per share, total cash received and total commissions paid. Indicate whether the securities were issued as part of a public offering or private placement.

Securities issued for cash from January 1, 2003 to August 25, 2005 are as follows (all securities issued as part of private placements):

Date Securities Sold	Number of Securities	Price Per Security	Commission Per Share	Total Cash Received	Total Commission Paid
January 29, 2003 (1)	1,000	A$0.20	Nil	A$200	Nil
June 26, 2003 to July 9, 2003 (2)	11,010,000	A$0.10	6%	1,101,000	A$66,060
September 12, 2003 to December 5, 2003 (3)	41,300,000	A$0.10	6%	A$4,130,000	A$247,800
October 3, 2003 (1)	2,000	A$0.20	Nil	A$400	Nil
October 10, 2003 (3)	54,000,000	A$0.10	Nil	A$5,400,000	Nil
December 5, 2003	2,500,000	A$0.20	Nil	A$500,000	Nil
January 13, 2004 (1)	20,100,000	A$0.10	Nil	A$2,010,000	Nil
July 15, 2004(4)	8,000,000	A$0.14	2%	A$1,120,000	A$22,400
December 2, 2004	12,515,059	A$0.125	6%	A$1,564,382	A$93,863
December 16, 2004	10,000,000	A$0.125	2%	A$1,250,000	A$25,000
December 20, 2004	2,618,486	A$0.125	6%	A$327,311	A$19,639
January 11, 2005	5,850,000	A$0.125	6%	A$731,250	A$43,875
February 21, 2005	7,550,093	A$0.125	2%	A$943,761	A$18,874

(1) Issue of ordinary shares on exercise of options

(2) Issue of ordinary shares allowable under ASX Listing Rule 7.1 and subsequently ratified by shareholders in general meeting

(3) Issue pursuant to shareholder approval in general meeting

(4) Commission of 2% cash and 2% in shares and options.

(c) In table format, provide details of securities issued for other than cash in the past 24 months. Give a brief description of the properties or other assets acquired, debts or services settled and value attributed thereto.

Securities issued for other than cash from January 1, 2003 to August 25, 2005 are as follows:

Date Securities Sold	Number of Securities	Value Attributed/ Per Security	Description
February 13, 2004	500,000	A$0.22	Acquisition of tenement interests
July 15, 2004	357,143	A$0.21	Implementation fee under equity line of credit facility
July 22, 2004	454,545	A$0.165	Activation fee under equity line of credit facility
September 7, 2004	160,000	A$0.12	Commission on issue of securities on July 15, 2004.
February 21, 2005	2,950,000	A$0.10	Part consideration under consulting agreement with EH&P Investments AG
May 26, 2005	5,756,292	A$0.085	Part consideration under consulting agreement with EH&P Investments AG, commission on issue of shares and consulting fees
July 27, 2005	1,833,334	A$0.07	Part consideration under consulting agreement with EH&P Investments AG
August 24, 2005	916,666	A$0.07	Part consideration under consulting agreement with EH&P Investments AG

(d) Provide details of any dividends paid indicating date, amount per share and total amount paid on each distribution.

The Issuer has paid no dividends and does not anticipate paying any dividends in the foreseeable future.

(e) Provide the date of the Issuer's fiscal year end.

The Issuer's fiscal year end is June 30.

(f) Provide in table format, a list of all subsidiaries or other companies controlled by the Issuer, together with the date and manner of incorporation, the authorized and issued share capital, the nature of business and the percentage of each class of shares directly or indirectly beneficially owned or controlled by the Issuer.

None.

State the distribution of issued capital as of the most recent month-end in the following form:

Issued capital as at August 25, 2005:

		NUMBER AND TYPE OF SECURITIES	NUMBER OF HOLDERS
I.	**Securities not subject to escrow, pooling or other restrictions on transfer:**		
A)	Distributed and in the hands of the public (excluding the promoters, officers, directors, and insiders of the Issuer and their associates).	161,015,328	1,035
B)	Distributed and in the hands of the promoters, officers, directors, and insiders of the Issuer and their associates.	72,255,876	4
II.	**Securities subject to escrow, pooling or other restrictions on transfer:**		
A)	Distributed and in the hands of the public (excluding the promoters, officers, directors, and insiders of the Issuer and their associates).	Nil shares	Nil
B)	Distributed and in the hands of the promoters, officers, directors, and insiders of the Issuer and their associates.	Nil shares	Nil
TOTAL		233,271,204 shares	1,039

(h) As of the execution date, there were more than 200 shareholders holding a Board Lot of free trading shares.

5. Shares of the Issuer Held in Escrow, Legended, or Subject to Hold Restrictions

(a) Briefly describe the number and the material terms governing release and cancellation of all escrow shares.

There are no shares of the Issuer held in escrow.

(b) Briefly describe the number and the material terms governing release of all legended shares.

None.

(c) State the number and briefly describe the material terms governing any other securities which are subject to an unexpired hold period originally imposed pursuant to any applicable Securities Laws, stock exchange or other similar regulatory authority.

None.

(d) State the names and addresses of owners of more than a 5% interest in the escrowed shares, and the number and type of shares held by each.

Not applicable.

6. Options to Purchase Securities of the Issuer

(a) Disclose in the aggregate all options, share purchase warrants, rights or agreements to issue securities by the Issuer, or by a present shareholder, which have not been disclosed elsewhere in the Listing Application.

The Issuer has the following warrants outstanding:

Number of Shares Reserved for Warrants	Exercise Price	Expiry Date
13,716,713	A$1.25	September 22, 2010
13,569,422	A$0.20	April 30, 2012
134,106,888	A$0.10	February 28, 2013
280,000	A$1.875	March 24, 2010

(b) Options granted to employees (other than management employees) can be shown in the aggregate.

Number of Shares Reserved for Warrants	Exercise Price	Expiry Date
280,000	A$1.875	March 24, 2010

7. Natural Resource Properties

For each resource property:

(a) Describe the interest owned, leased, held under option, or to be acquired by the Issuer. The description should include:

(i) the total consideration paid and payable,

The Pinjin project is a joint venture between the Issuer and Gel Oil Pty Ltd. ("GEL") On June 29, 1999, the Issuer, Burdekin Resources N.L. (the then parent company of GEL) and GEL entered into the Trouser Legs Farmin and Joint Venture Agreement whereby the Issuer could earn a 70% interest in the joint venture by reimbursing GEL A$100,000 of expenditure spent on the tenements (claims), spending A$200,000 on exploration within 12 months and a further A$1,800,000 on exploration by June 29, 2004. On June 25, 2004, the Issuer advised GEL it had met all of the conditions to earn its 70% interest.

(ii) nature and state of title or interest,

The Issuer holds a 70% interest in the tenements (claims) and GEL holds a 30% interest. The Issuer lodged registerable transfers with the West Australian Department of Industry and Resources on July 23, 2004 for the purpose of registering the Issuer's 70% interest in the tenements (claims). The land is Crown land and the conditions of the licenses give the Issuer and GEL the exclusive right to explore for minerals on that land.

(iii) the geographical area, including lot and range numbers or claim numbers and acreage, as applicable,

The Issuer currently holds a 70% in the tenements (claims).

The tenements (claims) are located in the Yerilla Mining District of the North Coolgardie Mineral Field in the Eastern Goldfields of Western Australia some 170 kilometers north-east of Kalgoorlie. The project is bounded by the coordinates 6682600-6670000 mN and 469800-476000 mE of the Australian Map Grid (AMG 84) system.

(iv) plant and equipment on the property and Issuer's contribution to costs and share in revenues where these are not identical, and

None.

(v) any applicable royalties, profit sharing, carried interests, etc.

The joint venture has an obligation to pay to a previous project owner A$150,000 (50% Issuer) on notice of a decision to mine and to pay a royalty to the same party on gold production of 1% to 2% depending on gold price. The property is also subject to the Western Australian Government royalty of 2% of the value of any gold production.

(b) State whether an Insider or Promoter has held any interest in the property in the past 3 years, and if so, state the date and terms of the acquisition and the cost of the property to the vendor.

Not applicable

(c) Describe any material exploration and development work carried out on the property to date, the cost of the work, the results of such work and any exploration and development work which the Issuer proposes to carry out on the property, the cost of the proposed work and the proposed source of funds.

History

Discovery and Early Production History

The first recorded gold production at Pinjin was in 1897. To 1918 recorded gold production of the Pinjin Mining Centre was, in one report, 12,751.86 ounces of gold from 18,354 tonnes of ore and according to another, 10,742.79 ounces of gold from 17,742.8 tonnes of ore. Of this 5,884.4 ounces was produced from the Anglo Saxon Mine Lease or 6,426.1 ounces if the Anglo Saxon North deposits are included.

Further mining took place between 1934 and 1942 and between 1950 and 1951 with poor returns after which no additional mining was undertaken at the Pinjin Mining Centre until recent times.

Modern Exploration, 1975 to 1996

Table 1 summarises the exploration history in the period 1975 to 1996.

The information relevant to the period 1975 to 1988 is publicly available in open files of the Department of Industry and Resources, Western Australia.

The Preliminary Feasibility Study referred to for the period 1990-93 was reviewed, as was data made available by GEL for the work carried out in 1993-96 by Aurifex Mining NL.

In the description, RAB refers to rotary air blast drilling and RC to reverse circulation drilling.

References to Mineral Resources and Ore Reserves are to Australian terminology, which except where noted otherwise, are recorded in accordance with the JORC Code. Mineral Resources in Australia is a term, which is effectively directly comparable with the term Mineral Resources used in Canada. Ore Reserves as used in Australia is a term effectively directly comparable with Mineral Reserves as used in Canada. The classifications within Mineral Resources, Measured Indicated and Inferred are the same as those used in Canada and reflect the same level of confidence in the estimates.

Figure 1 Pinjin Project: Geology, Tenement Outlines and Main Prospects

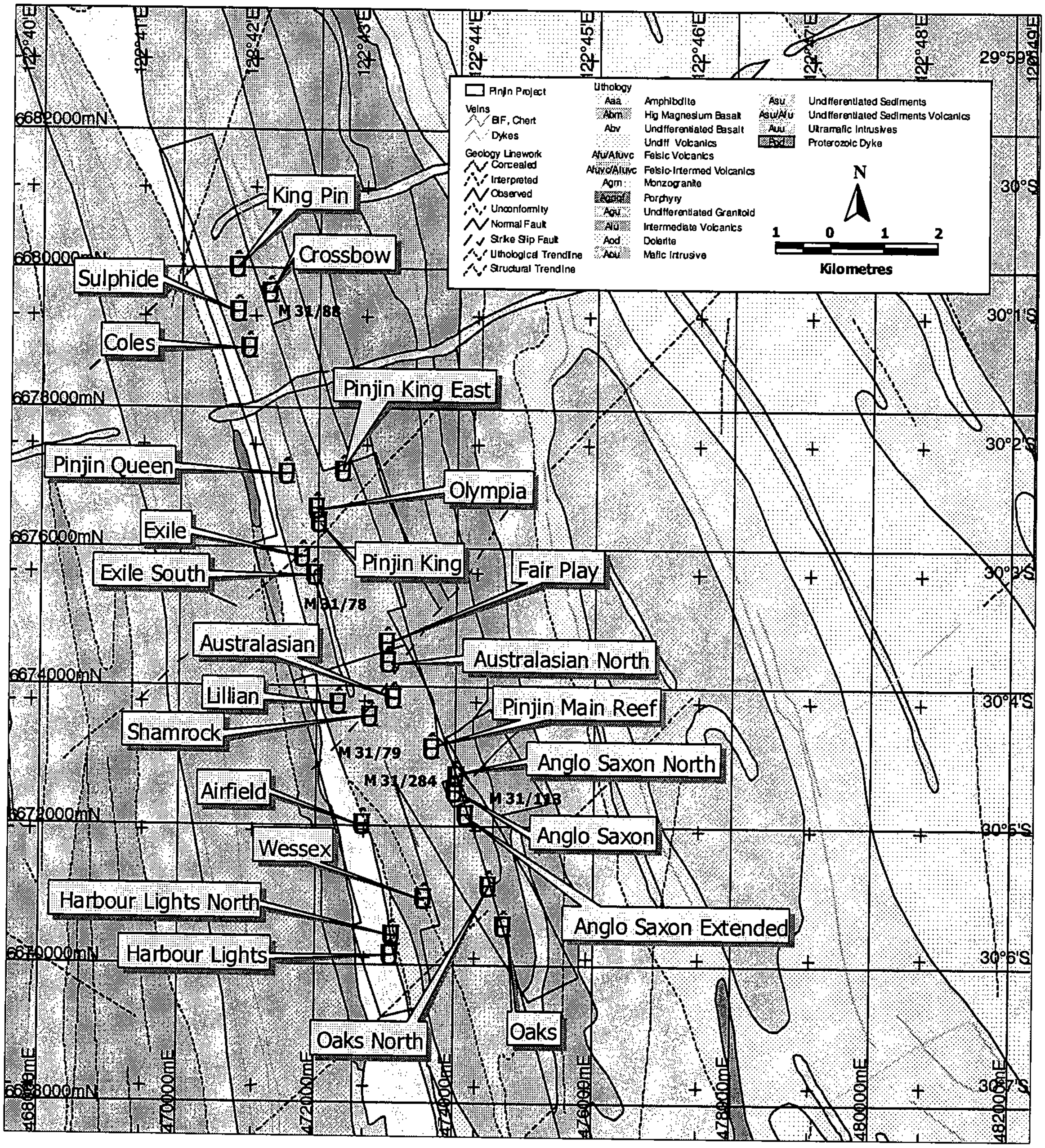


Table 1 Exploration Histories 1975 to 1996

Date	Project Area	Company (ies)	Work Carried Out	Significant Results[3,4]
1975-	Pinjin excl. Anglo Saxon	Australian Anglo American Ltd	Search for volcanic-hosted massive sulphides (VHMS). 1276m percussion drilling, mainly on base metals targets.	Gold intersections. (Coles) 16m at 1.2 g/t gold from 22m in PDH01 28m at 2.28 g/t gold from 6m in PDH09
1980-	Pinjin area	Newmont Pty Ltd	Targeted strata bound gold. 24 or 28 RC holes, mainly in Coles – Sulphide area.	Drillhole intersections. 3m at 5.55 g/t gold from collar and 13m at 2.4 g/t gold from 10m in hole PD3, (Coles) 6m at 3.4 g/t gold from 27m in hole PD1, (Coles)
1984-1989	Pinjin area excl. area of M31/284 (Anglo Saxon)	Getty Oil Development Company Ltd Getty Mining Pty Ltd Little River Resources Pty Ltd (Single entity) Invincible Gold NL	1984-2164m RAB drilling. 2335m RC drilling targeted at gold – arsenic anomalies resulting from RAB drilling. 1987-Shallow RC and diamond drilling to test 8 gold occurrences. Preliminary resource estimate Anglo Saxon South. 1988-22 RC and 9 diamond drillholes. Metallurgical tests.	32m at 1.04 g/t gold in hole GPD05 from 44m (The Oaks) 24m at 0.75 g/t gold in hole GPD39 from 26m (Harbour Lights) Delineated "small but significant" resources at Anglo Saxon, Harbour Lights South and Exile and potential resource at Pinjin King Extended.[1]
1984-1988	GML 31/1458, now M31/284 (Anglo Saxon)	Amoco Minerals Pioneer Resources – 1985/86 - Dec 1986 to July 1987	12 RC holes outlined small high-grade resource. 4604m RC drilling, 48m diamond drilling, 494m sterilisation RAB drilling. 682,310 tonnes material mined. 7,946 tonnes treated at Porphyry plant. Estimated head grade 6.6 g/t Gold.	Estimated a "mining reserve"[2] of 40,000t at 7 g/t gold. Open pit mined to 35m depth. Wall failures csed mining to be terminated.

Date	Project Area	Company (ies)	Work Carried Out	Significant Results[3,4]
		Concord Mining NL	Survey, channel sampling, mapping, reserve estimation.	Proved and Probable[5] Reserves at Anglo Saxon. 11,375 tonnes at 4.6 g/t gold to 5m below pit floor plus 27,585 tonnes at 3.4 g/t gold to 10m below pit floor and haul road.
1990-1993	Pinjin Project – all tenements	European Pacific Resources Pty Ltd	Review of previous work by consultant Booth, Technip Australia Pty Ltd. Pre-feasibility study.	Measured Resource in 5 separate locations totals 345,900t at 4.2g/t gold. Inferred Resource at Anglo Saxon, 112,500t at 3.2 g/t gold and in Anglo Saxon waste dumps, 680,000t at 0.5 g/t gold Proved Reserve[5] 511,809 tonnes at 3.0 g/t gold (later reduced by 144,000 tonnes) Concluded, conditionally, that economic mining could proceed (see following discussion).
1993-1996	Pinjin Project	Aurifex Mining NL - 1994 - Oct 1994 to Oct 1995	Data review, mapping, acquisition of multi-client aeromagnetic data, aerial photography, structural studies, auger geochemical sampling, ground magnetic survey, 22,597m RAB drilling, 6,862m RC drilling, 400m diamond drilling, resource estimation. Further geology, soil geochemistry and ground magnetics. 14 air core drillholes, 890m RAB drilling, 3605m RC drilling. Bankable feasibility study commenced but not completed. Commenced carbon-in-pulp ("CIP") plant, plant and mine design, environmental studies. Heap leach feasibility study. Resource and reserve estimation referred but no details available.	See following discussion

[1] detail and JORC status not known
[2] "mining reserve" is not a JORC term. The estimating basis is not known.
[3] for Prospect locations see Figure 1
[4] downhole intersections, true widths not estimateable
[5] estimates not reviewed for this report

Exploration by European Pacific Resources Pty Ltd

In the pre-feasibility study carried out for European Pacific Resources Pty Ltd ("EPR") the following resource estimates were reported (for locations, refer to Figure 1):

Anglo Saxon North, Central and South	Measured Resource, 227,100t at 4.8 g/t gold.
Anglo Saxon Saddle area	Inferred Resource 112,500t at 3.2 g/t gold.
Anglo Saxon waste dumps	Inferred Resource 680,000t at 0.5 g/t gold.
Coles	Measured Resource 59,400t at 2.8 g/t gold.
Harbour Lights South	Measured Resource 15,000t at 3.6 g/t gold.
Oaks	Measured Resource 34,000t at 2.1 g/t gold.
Exile	Measured Resource 10,400t at 6.9 g/t gold.

In addition there was an unclassified preliminary estimate of tonnage at Pinjin King based on two intersections of "considerable thickness".

EPR also reported a Proved Reserve of 511,809 tonnes at 3.0 g/t gold which was made up of:

Anglo Saxon (North, Central and South)	427,163 tonnes at 3.2 g/t gold with an indicative stripping ratio of 5.9:1.
Coles	84,636 tonnes at 2.1 g/t gold with an indicative stripping ratio of 7.1:1.

It was considered that the Harbour Lights South, Oaks and Exile resources could not be viably mined because of high stripping ratios. It was also felt that more drilling was required at Pinjin King to properly assess its economics.

The resource and reserve estimates have not been reviewed by the authors.

According to verbal communication to Burdekin, the Proved Reserve estimate was subsequently reduced by 144,000t because of an error in the original resource estimate for Anglo Saxon South.

Indicative economic exercises were carried out aimed at assessing the potential for open pit mining.

The pre-feasibility study describes the other deposits other than Anglo Saxon (for locations, refer to Figure 1) as follows:

Coles	Tested over 260m of strike with 117 drillholes and consists of a number of vertically dipping reefs. Good correlation between drillhole lines with most of the mineralisation within a 25m wide zone.

Harbour Lights South	Drilled out by 33 RC holes defining a steeply dipping zone over a strike length of 80m with two to three closely spaced parallel lenses.
Oaks	Several kilometres south of and on the same structural line as Anglo Saxon. 49 drillholes delineated two relatively narrow, moderate to high grade gold mineralised zones separated by 25m to 30m of barren host rock. Strike length 60m to 80m but the distribution of old workings suggest a more extensive extent of mineralisation.
Sulphide	Just north of and along strike from Coles. 12 drillholes have defined three parallel gold bearing zones.
Pinjin King	Steep westerly dipping gold mineralised zones exposed by open cutting over about 30m. Two of 10 drillholes intersected substantial zones of gold mineralisation beneath and west of the open cut.
Pinjin King East	Tested by two drillholes, one of which intersected a steep westerly dipping zone containing up to 2.5 g/t gold over 7m.
King Pin	The most northerly occurrence on the Pinjin Shear. A single steep dipping quartz reef with a best intersection of 3m at 2 g/t gold.
Exile	34 RC and 1 diamond drillholes defined a single, vertically dipping mineralised zone over 160m of strike varying from 1m to 2.5m in true thickness.
Other deposits	A number of other named areas of mineralisation were drilled to some extent without material encouragement. They include; Pinjin Shear – Harbour Lights, Harbour Lights Extended, Lillian, Shamrock and Airfield North and South. Anglo Saxon Shear – Australasia, Australasia North, Oaks North, Pinjin Main Reef and Fairplay.

The pre-feasibility study contains information about metallurgical tests in 1988 and 1990. The 1998 work was directed initially to testing for heap leaching. The test work concluded that cyanidation at –106 micron size would be successful. Specific gravity measurements indicated densities in the range 2.37 to 2.72 for mineralised intervals.

The 1990 test work was on a channel sample from the Anglo Saxon pit. This work also initially tested for heap leaching but concluded that a conventional milling-cyanidation approach was required. Test work indicated low cyanide consumption, low oxygen demand for dissolution of open pittable mineralisation and optimum recoveries in 30 to 40 hours retention time with 92% plus gold recovery at relatively fine grinding.

Groundwater investigations in June 1991 located the most prospective source in a palaeochannel some 10 km southwest of the project. An environmental report was completed and no major issues identified. Aboriginal heritage investigations were completed and indicated that there are no areas requiring special arrangements, permits or restrictions.

The pre-feasibility study concluded there was potential for re-commencement of mining operations and recommended additional investigations, including proving of water supplies, infill drilling and confirmation of metallurgical testing. Comments from a sub-consultant highlighted the limited profit potential in the tonnage and grade considered for the study but also referred to the possibility of increased tonnages and/or grades. The preliminary economic assessment by this observer suggested that conventional Carbon in Leach ("CIL") processing would be more attractive than heap leaching.

It is not possible to reconcile the EPR resource estimate with the Issuer's 2001 estimate, nor is it possible to be definitive about the reliability of the EPR estimate, except to note the subsequent advice of an error for Anglo Saxon South. The recent GNL work has extended the mineralization at Anglo Saxon and resulted in a re-interpretation of its geometry.

Exploration by Aurifex Mining NL

EPR vended the project into a new issue by Aurifex Mining NL ("Aurifex") in 1993 and that company was put into receivership in mid-1995, the receiver selling the project to the subsidiary of Burdekin, GEL, in early 1996.

The first stage of Aurifex work to October 1994 was mainly of an exploration nature with some RAB, RC and diamond drilling. The references to this work state that a resource estimate was undertaken on the Anglo Saxon area but details of the estimates are not held by the Issuer. The second stage of work was directed more at feasibility studies than exploration for new resources with some additional drilling; a so-called bankable feasibility study which was commenced but not completed; a heap leach feasibility study for which details are not held by the Issuer; and resource and reserve estimates for Anglo Saxon, Harbour Lights, Coles and Exile (for location see Figure 1). Again no details of resource or reserve estimates are held by the Issuer.

The notes in Table 1 are from reports by later owners. On request, GEL retrieved several metallurgical reports by AMMTEC Ltd ("AMMTEC") but no other information was obtained. As relevant drillhole data has been compiled by subsequent project managers, the lack of this supporting information is not considered to be material to this report.

Exploration by Burdekin, 1996 - 1999

Most of the work summarised in Table 1 was carried out on the Anglo Saxon deposit and its extensions, particularly to the south. Since 1990 when EPR purchased all of the leases, the Pinjin Mining Centre has been controlled by a single group.

Initially Burdekin attempted to consolidate all the previous exploration data but found that, because work had been carried out on a variety of grid systems, there were significant errors and difficulties in both locating and interpreting the previous results. RAB and RC drilling programmes were completed in August 1996 and a second programme of surveying enabled the merging of the two main previous grid systems into AMG co-ordinates.

Previous exploration information which could be consolidated included:

- Soil sampling data generated by Getty and by another company considering acquisition of an interest.

- Drilling data generated by Australian Anglo-American, Newmont, Getty, Little River and Aurifex. A total of 649 large diameter open-hole or RC drillholes were included in the database, a total of 451 RAB holes, a total of 14 air core holes and a total of 20 diamond drillholes.

Information from several of the historical drillholes as well as some costean and pit wall sampling could not be consolidated in the new database.

Burdekin drilled 351 RAB holes for a total of 16,117.5m testing geochemical soil anomalies and structural targets generally along trends from known mineralisation. The majority of holes were drilled to blade refusal with only limited hammer drilling. Hole diameter was $3^7/_8$ inch for blade drilling and 4 inch for hammer drilling. The RAB rig used a 500 cfm/150 psi compressor. In general holes were terminated when moisture prevented return of an acceptable sample.

Sampling was in 1m intervals. The holes were logged for sample quality, oxidation/weathering profile, colour, lithology, mineralisation, alteration and veining. First pass samples were composited from 0.7 kg samples per metre to a maximum of 6m. Re-sampling of single metre intervals occurred when composite assays were equal to or greater than 0.10 g/t Gold. Samples were assayed by Analabs Pty Ltd ("Analabs") in Kalgoorlie using a 50g charge fire assay at a detection limit of 0.01 g/t Gold. No other elements were analysed.

Burdekin drilled 23 RC holes for 2,110m to better define mineralisation at Anglo-Saxon and to test some targets outside of that deposit. The drilling used a Schramm rig with a 1,400 cfm / 500 psi compressor and a face-sampling hammer. The sample was collected through a conventional cyclone and riffle splitter. A 3 kg to 5 kg split was retained in a calico bag and the remaining 20 kg to 40 kg collected in a plastic bag. The latter was spear sampled and composited into 4m intervals. Assaying was as for the RAB drilling programme. Quality control was restricted to the inclusion of sample blanks and internal laboratory controlled procedures. There was some evidence of contamination from preceding samples but it was not considered unacceptable. Collar positions were surveyed and drillhole azimuths measured by compass to an accuracy of 1° to 2°.

In the first programme of RAB drilling, drilling of geochemical soil anomalies not on the trend of mineralised structures did not produce any significant results. Drilling across the mineralised structural trends produced a number of significant gold intersections including the following:

- An intersection of 16m at 1.4 g/t gold from 43 metres in PRB518 on the structural trend between Anglo Saxon and the Oaks.

- An intersection of 5m at 3.4 g/t gold from 30 metres in PRB677 on the Harbour Lights trend on one line. Subsequent drilling did not replicate the intersection but drilling on the next line north produced minor mineralization confirming the trend of the mineralised structure.

- Significant intersections across mineralised structures indicated by previous mining.

- A number of intersections of mainly low grade across the Coles trend.

- A low-grade intersection at the northern limit of the tenements which was followed up by RC drilling without significant results.

Most of the intersections were in the oxidised zone and the true attitude of the mineralization cannot be defined. Three RAB holes were drilled to confirm the intersection in PRB518 but only one recorded similar results.

RC drilling at Anglo Saxon was directed at testing areas around the optimised pits generated by consultants to Aurifex in 1994. Drilling within the pit outlines essentially confirmed the interpretation possible from the existing drill database but failed to extend the mineralisation up-dip on the west and had minimal effect on the eastern side. Some drilling was to test the saddle between the two optimised pits but access was difficult. Numerous narrow high-grade intersections were recorded but the density of drilling was not sufficient to establish their continuity.

In reviewing the 1995/1996 work, Burdekin commented that with the possible exception of the mineralisation recorded between Anglo Saxon and the Oaks, none of the RAB drilling completed during the year suggested additional gold resources. Drilling of soil geochemical anomalies was not rewarding. RAB drilling of known mineralised structures was successful in locating mineralisation but it was generally narrow.

In the following year, 79 RAB holes were completed and a single RC hole drilled. The former identified a new area of gold mineralisation immediately north of the Pinjin airstrip on the trend of the Harbour Lights structure. Drilling around the area of interest between the Oaks and Anglo Saxon produced mixed results confirming the previous intersection but not significantly extending the zone of mineralisation.

In 1999, the Issuer farmed-in to the Pinjin project and took over management from Burdekin.

Exploration

Exploration to 2000

The Issuer referred to the main exploration target area as the "Trouser Legs Project" because of the shape of the tenement outline. It audited all previous drillhole data and surface geochemistry data and re-entered it into its own database. Four 1:100,000 scale solid geology maps were compiled using interpretation derived from the Geological Survey of Western Australia ("GSWA") geological mapping, interpretation of geophysical data, including Australian Geological Survey Organisation ("AGSO") and World Geoscience Corporation Limited ("WGC") multi-client surveys, drillhole data and ground checking.

Detailed airborne multi-client geophysical data flown by WGC were purchased. The data included magnetic and radiometric information based on survey in 1989 to 1996 with a traverse line spacing of 200m east-west and a tie line spacing of 2,000m north-south. The sensor height was 60m and the instruments used were a Cesium Vapour Magnetometer and a Geometrics 256 channel Spectrometer with a PGAM 256 channel Spectrometer. Geophysical data were processed by the Issuer and plotted at 1:100,000 for use in regional compilation and targeting.

Landsat 7 TM was acquired from GeoImage Pty Ltd for the project area. The imagery was processed using the contrast enhancement and band ratios method for individual multi-spectral bands and the merged multi-spectral panchromatic data to highlight detail for regolith mapping purposes. Regolith mapping was undertaken using the Landsat interpretation, information from open file and company drillhole programmes and geochemical surveys and with ground checking.

417 minus 6 mm soil samples were collected on 40m x 200m and 80m x 200m spacing at 20 cm depth to infill a soil anomaly generated in January 1998. The samples were sent to Analabs and analysed for low-level gold only by fire assay. The results indicated a gold anomaly co-incident with the eastern contact of a mapped banded iron information ("BIF") and felsic volcanics. Peaks in the gold anomalism occur at the intersection of north-east trending structures transecting the BIF.

Other geochemical samples collected included laterite samples (with a best result of 3.1 g/t Gold by aqua regia digestion / AAS[1] finish analysis at AMDEL Laboratories Ltd ("AMDEL") and an orientation programme of lag sampling.

The Issuer has drilled 222 RAB holes for a total of 10,161m. 4m composite samples were sent to AMDEL in Kalgoorlie and/or Perth and analysed for gold by aqua regia digestion in method AA7. The RAB drill programmes were designed to test the southern extensions of the Anglo-Saxon deposit approximately 800m south of the pit as well as geochemical anomalies at various other prospects like Crossbow, Harbour Lights and Oaks (Figure 1). Many holes encountered considerable alteration and quartz veining. Results above 1 gm /t gold are listed below.

Table 2 The Issuer RAB Drilling Results

Hole No.	Northing[2] (AMG Grid)	Easting[2] (AMG Grid)	From (m)	Intersection Width[1] (m)	Grade (g/t gold)
PINB164	6670900	473600	28	16	1.26
PINB182	6672030	474155	0	4	2.51
PINB193	6672188	473898	24	4	2.79
PINB215	6672766	473502	20	29	1.74
PINB243	6673236	472565	36	4	1.15
PINB245	6673361	472859	36	4	1.04
PINB256	6672839	473471	12	4	1.21
			40	4	1.27
PINB265	6672986	473408	12	8	1.35
PINB275	6671077	473615	32	8	7.35

1. All holes vertical, true widths unknown.
2. Grid Reference are AMG as shown in Figure 1.

The results indicated extension of the Anglo-Saxon mineralised structure further south than previously expected. At Crossbow, 1m re-sampling of anomalous 4m composites from hole PINB403 returned 3m at 2.0 g/t Gold from 41m depth in a zone of quartz veined BIF. At Harbour Lights the best result was 4m at 0.12 g/t Gold from 24m depth.

In the programme to December 2000, the Issuer completed 40 RC drillholes for a total 8173m. 4m composites were analysed by AMDEL in Perth using analytical method AA7. 1 m re-splits and the 4m composites collected in December 2000 were analysed by AMDEL in Kalgoorlie by fire assay. Drilling was undertaken on the Anglo-Saxon, Coles, Oaks South, Harbour Lights, Lionhead, Anglo-Saxon South and Anglo-Saxon North prospects.

Significant results from Anglo-Saxon RC drilling are summarised in Table 3 below. Most of these intersections were within the area considered for the resource estimation and for this reason,

[1] Atomic absorption spectrometry

and because it is not feasible to clearly illustrate the location of all holes, only some of these intersections are included in Figures 3 and 4 that follow.

Table 3 The Issuer RC Drilling Results to December 2003

Hole No.	Northing (Local Grid)	Easting (Local Grid)	From (m)	Intersection Width[1] (m)	Grade (g/t Au)
PINC7	19800	11724	18	2	1.16
			161	6	4.95
PINC8	19557	11973	56	1	3.5
			81	1	2.25
			133	1	2.11
			151	83	2.8
Including			197	3	56.1
and			173	7	3.6
			280	2	2.07
			289	1	1.29
PINC9	19395	12006	113	1	1.35
			204	4	4.6
			210	1	1.32
			261	3	3.97
			291	3	2.26
			330	1	1.74
PINC10	19955	11909	119	1	10.65
PINC13	19962	11722	27	1	4.37
			121	1	4.78
			148	1	10.9
			152	13	6.4
			202	5	3.4
PINC14	19596	11830	57	1	1.35
			136	1	8.58
			144	2	17.01
			160	2	5.44
			201	1	4.63
			217	1	1.94
			223	1	1.24
			230	1	1.25
			234	1	1.37
			242	1	12.59
			250	1	19.18
			276	1	1.09
PINC15	19519	11854	55	3	4.56
			107	5	18
			140	2	15.38
			166	3	4.73
			206	1	1.2
			245	1	4.49
PINC17	19773	11864	0	1	2.06
			4	1	3.42
			7	1	1.21
			21	1	26.3
			28	3	4.12
			34	4	5.27
			47	12	7
			62	1	5.14
PINC20	19767	11779	64	1	9.31
			103	5	2.03
			174	1	4.75
			190	2	6.33
			199	1	3.18
PINC23	20405	11435	120	4	1.6

Hole No.	Northing (Local Grid)	Easting (Local Grid)	From (m)	Intersection Width[1] (m)	Grade (g/t Au)
PINC30	19480	11925	12	1	1.6
			20	1	1.14
			36	20	1.0
			64	1	1.03
			71	1	1.55
			79	1	4.17
			91	1	2.09
			100	8	7.9
			140	4	1.1
			164	4	2.5
			184	4	3.8
			228	12	9.7
PINC31	19915	11861	4	24	1.6
			40	16	5.2
			100	4	2.8
			132	4	3.4
			252	8	3.9
PINC32	19640	11915	48	132	2.1
	Including		48	16	10.6
	and		84	36	1.5
	and		132	16	1.4
			172	8	2.8
			240	8	1.8
PINC35	19360	11904	54	1	1.73
			70	1	2.23
			77	7	12.47
			89	1	9.15
			95	1	2.95
			101	15	2.96
			125	10	3.44
			144	1	5.3
PINC36	19998	11845	4	1	3.31
			53	1	9.38
			164	1	5.14
PINC37	20333	11540	39	1	4.02
			46	3	3.42
PINC38	19840	11905	59	4	4.12
			78	5	0.82
			151	8	1.49
			215	5	1.65
PINC40	19400	11914	12	28	1.8
			60	24	1.5
			101	5	1.59
			132	20	1.0
			160	12	1.1
			191	4	1.01
PINC43	19320	11903	56	24	2.7
			89	4	1.59
			104	8	1.2
			132	8	6.9
			160	4	12.0
			189	11	1.26
PINC44	19440	11921	20	4	1.0
			28	6	1.43
			44	16	1.6
			84	4	2.1

Hole No.	Northing (Local Grid)	Easting (Local Grid)	From (m)	Intersection Width[1] (m)	Grade (g/t Au)
			132	4	1.1
PINC46	19280	11903	136	28	2.6
	incl.		136	8	4.4
	and		156	8	4.5
			191	6	1.13
PINC51	19034	11920	82	2	2.85
PINC52	19200	11902	93	1	5.05
			109	1	4.94
			198	1	7.6
PINC53	19520	11925	45	12	6.34
			72	6	0.97
			208	8	8.76
PINC55	19562	11919	20	10	1.76
			46	4	3.96
			55	5	1.79
			83	19	6.29
			123	8	3.07
PINC56	19560	11933	34	6	1.43
			47	6	2.25
			87	6	8.34
			134	9	6.22
PINC57	19602	11926	29	5	3.19
			74	16	2.42
			256	4	5.78
PINC58	19801	11848	20	11	3.8
			134	6	1.32
PINC59	19520	11906	67	5	1.49
			116	8	0.91
			192	4	14.83
PINC60	19601	11906	40	14	3.0
			75	6	10.16
			88	6	0.75
			119	12	0.81
			193	4	1.18
PINC61	19760	11864	9	12	4.17
			34	13	1.17
			110	5	3.09
PINC62	19801	11852	9	5	6.42
			25	13	3.18
			64	7	1.06
			95	4	4.73
PINC63	19560	11905	33	4	1.46
PINC66	19677	11897	56	5	1.55
			80	5	1.23
			142	15	1.53
			165	12	0.88
			243	3	4.7
PINC68	19480	11906	67	4	1.59
			92	17	2.21
			147	8	3.3
			173	13	1.67
			204	2	6.5
			224	1	7.8
PINC69	19880	11893	11	19	1.41
			98	4	3.63
			159	3	3.9

Hole No.	Northing (Local Grid)	Easting (Local Grid)	From (m)	Intersection Width[1] (m)	Grade (g/t Au)
PINC70	19880	11893	12	15	1.8
			71	7	3.03
			94	4	1.53
			187	16	1.85
PINC71	19718	11906	47	6	3.4
			61	8	1.19
PINC72	19641	11895	20	16	2.3
			60	28	4
			92	6	1
			230	6	2.8
PINC73	19441	11900	102	5	1.25
			112	4	2.19
			168	20	5.6
PINC76	19363	11885	138	4	2.57
PINC77	19402	11894	102	5	8.15
			175	6	2.3
PINC78	19600	11890	156	12	3.6
			228	4	13.9
PINC80	19240	11901	48	8	4.4
PINC82	19687	11856	144	4	3.77
PINC83	19234	11938	108	8	5.9
	Including			3	15.3
			136	21	4.0
	Including			2	7.2
	and			3	13.9
	and			4	5.4
			183	5	7
	Including			2	16.8
PINC85	19687	11878	56	5	8.6
	Including			3	14
			84	8	5.5
	Including			2	20.4
			123	10	6
	Including			2	28.2
PINC87	19121	11946	102	5	4.2
	Including			1	16.6
	and			3	6.7
			145	1	4.2
			195	1	4.9
PINC88	19880	11781	142	3	4.3
PINC89	19480	11926	11	2	4.1
PINC90	19620	11881	29	1	4.7
			72	1	4.7

1. Some holes angled, some vertical. True widths unknown.

Two vertical RC holes were drilled at Coles to test for an interpreted southerly plunge to the ore shoot defined by previous drilling. Best assays were as follows.

Table 4 The Issuer RC Drilling at Coles to December 2000

Hole No.	Northing (Local Grid)	Easting (Local Grid)	From (m)	Intersection Width[1] (m)	Grade (g/t Au)
PINC33	27030	11600	76	1	1.1
PINC34	26940	11600	138	1	6.0

1. True widths unknown.

At Harbour Lights South which is 3 km south-south-east of Anglo-Saxon on a parallel regional shear zone, a single hole tested beneath significant oxide mineralisation defined by previous explorers and encountered numerous quartz sulphide alteration zones. Best results are tabulated below.

Table 5 The Issuer RC Drilling at Harbour Lights South to December 2000

Hole No.	Northing (Local Grid)	Easting (Local Grid)	From (m)	Intersection Width[1] (m)	Grade (g/t Au)
PINC45	17480	10130	24	8	0.4
			44	12	0.6
			104	8	0.7

1. True widths unknown.

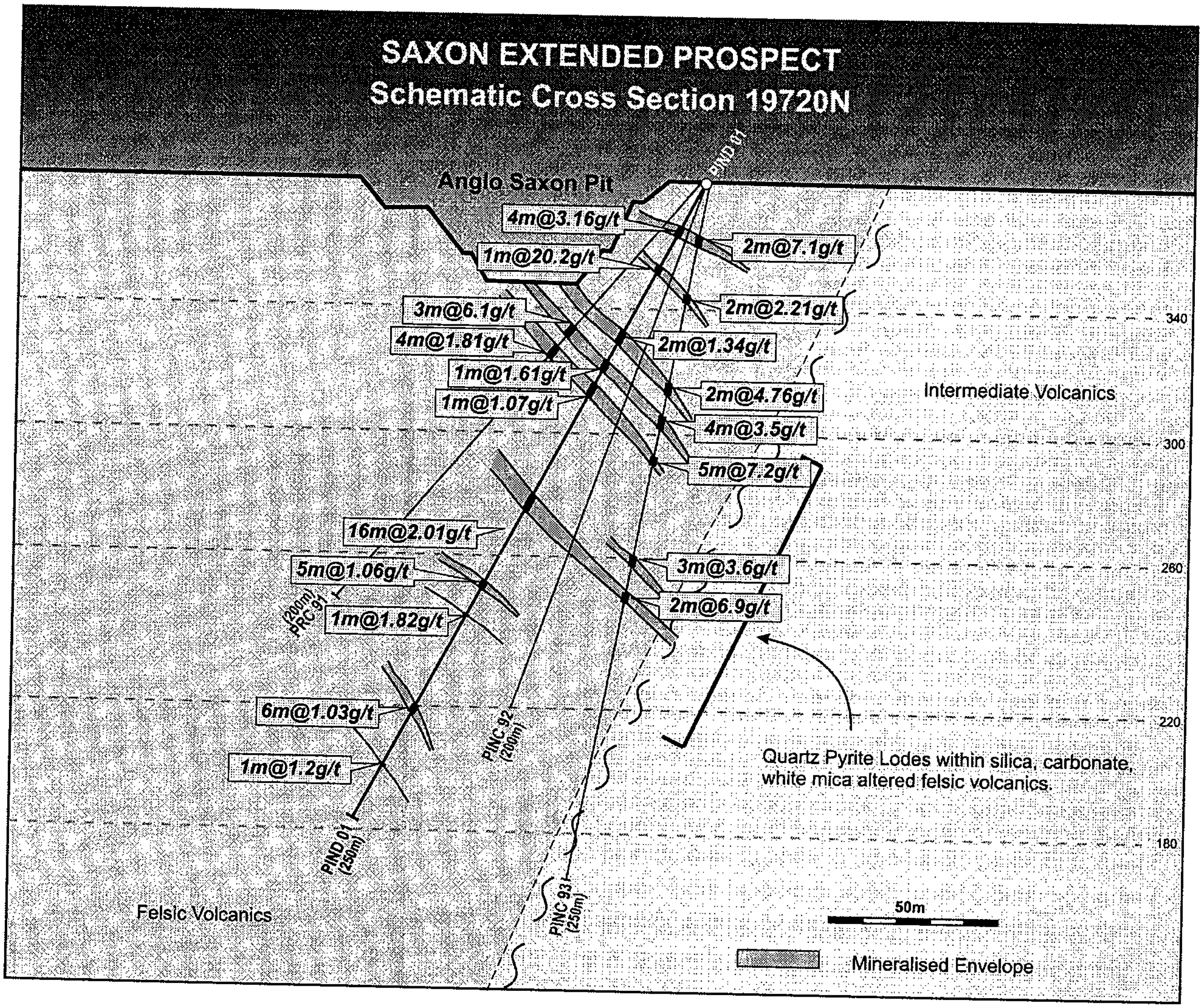
At Oaks which is 2 km along strike from Anglo-Saxon, two holes were drilled to test beneath significant oxide mineralisation defined by previous explorers. Numerous zones of quartz-sulphide mineralisation were encountered with best results as tabulated below.

Table 6 The Issuer RC Drilling at Oaks to December 2000

Hole No.	Northing (Local Grid)	Easting (Local Grid)	From (m)	Intersection Width[1] (m)	Grade (g/t Au)
PINC11	17720	11900	63	1	1.63
			71	1	8.77
			146	1	2.15
			187	1	1.09

1. True widths unknown.

Figure 2 Saxon Extended Prospect Schematic Cross Section 19720N



A single diamond drillhole PIND01 was completed at Anglo-Saxon to a depth of 250m (Figure 2). The hole was located at the southern end of the pit and targeted to drill directly down the ladder vein system. The hole intersected numerous quartz-sulphide veins and breccia stockworks and indicated three separate sets of mineralised veins, one zet flat lying, one dipping northeast at about 50° and the majority dipping at 60° to 90° to the north east. The entire core was split and half core assayed at metre intervals for gold only by AMDEL Kalgoorlie using 50 gm fire assay. A summary of significant intercepts follows in Table 7.

Table 7 The Issuer Diamond Drilling at Anglo Saxon to December 2000

Hole No.	Northing (Local Grid)	Easting (Local Grid)	From (m)	Intersection Width[1] (m)	Grade (g/t Au)
PIND01	19718	11906	1	4	3.16
			12.9	1.2	2.06
			30	1	20.2
			54	0.5	7.51
			58	1	1.61
			66	1	1.13
			72	2	1.34
			79	1	1.07
			112	16	2.01
			138	1	2.88
			152	5	1.06
			165	1	1.82
			183	1	1.23
			185	6	1.03
			195	17	0.17
			214	1	1.2

1. Intersection widths approximating true widths.

Exploration 2001 to June 2004

There was no significant exploration in the period between December 2000 to July 2001, nor thereafter until December 2003. In July 2001, consultants' McDonald Speijers was retained to prepare a resource estimate based on the Issuer work described above and the work of previous explorers.

December 2003 Drilling Programme

In December 2003, the Issuer resumed exploration and drilled 8 RC holes (PINC 83 to PINC 90) for a total depth of 1424m.

The programme was targeted mainly at up and down dip extensions of the mineralised structures that are included in the resource estimate and also tested for extensions of the mineralisation to the south of the delineated resource. Most holes were oriented to the west to maximise the intersection angle with east-dipping vein sets.

Drillholes aimed at up and down-dip extensions of the delineated resource are unlikely to significantly increase the resource estimate. Where drillholes confirmed the presence of the mineralised vein sets, the thickness and grade compared with previous drilling can be highly variable. Of two drillholes that intersected the modelled resource, one (PINC 85) confirmed thickness and grade of mineralised structures that form part of the resource estimate while the other (PINC 86) intersected only one of three modelled structures with a lower grade.

Drillholes collared to the south of the delineated resource (PINC 83 and PINC 87) intersected high grade intersections outside the resource interpretation that suggest mineralised structures continue to the south but at higher grade and deeper below the surface. Some intersections are thin (typically one to two metres at greater than 10 g/t gold) but often there is a selvedge of several metres of lower grade mineralisation (1 to 5 g/t gold).

Table 8 summarises the best intersections from the December 2003 programme and they are shown in Figures 3 and 4.

Table 8 RC Drilling December 2003, Significant Intersections

Hole No.	Northing (Local Grid)	Easting (Local Grid)	From (m)	Intersection Width[1] (m)	Grade (g/t Au)
PINC83	19234	11938	108	8	5.9
including				3	15.3
PINC83	19234	11938	136	21	4
including				2	7.2
and				3	13.9
and				4	5.4
PINC83	19234	11938	183	5	7
including				2	16.8
PINC85	19687	11877	56	5	8.6
including				3	14
PINC85	19687	11877	84	8	5.5
including				2	20.4
PINC85	19687	11877	123	10	6
including				2	28.2
PINC87	19120	11946	102	5	4.2
including				1	16.6
and				3	6.7
PINC87	19120	11946	145	1	4.2
PINC87	19120	11946	195	1	4.9
PINC88	19880	11781	142	3	4.3
PINC89	19483	11925	11	2	4.1
PINC89	19483	11925	31	1	4.7
PINC90	19622	11881	72	1	4.7

1. Some holes angled, some vertical. True widths unknown. All results are from 1 metre samples.

Figure 3 December 2003 Programme: Significant Drillhole Intersections

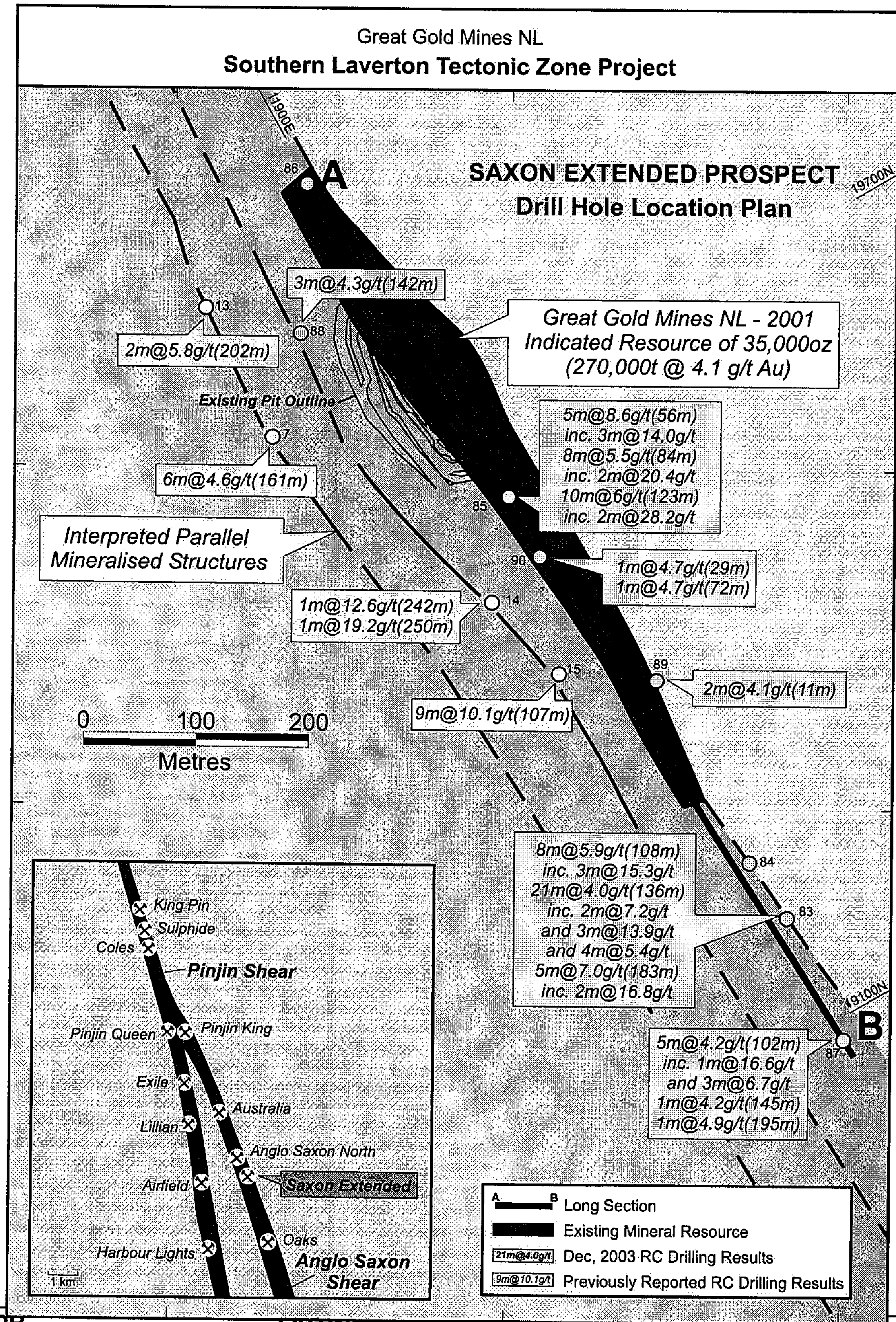
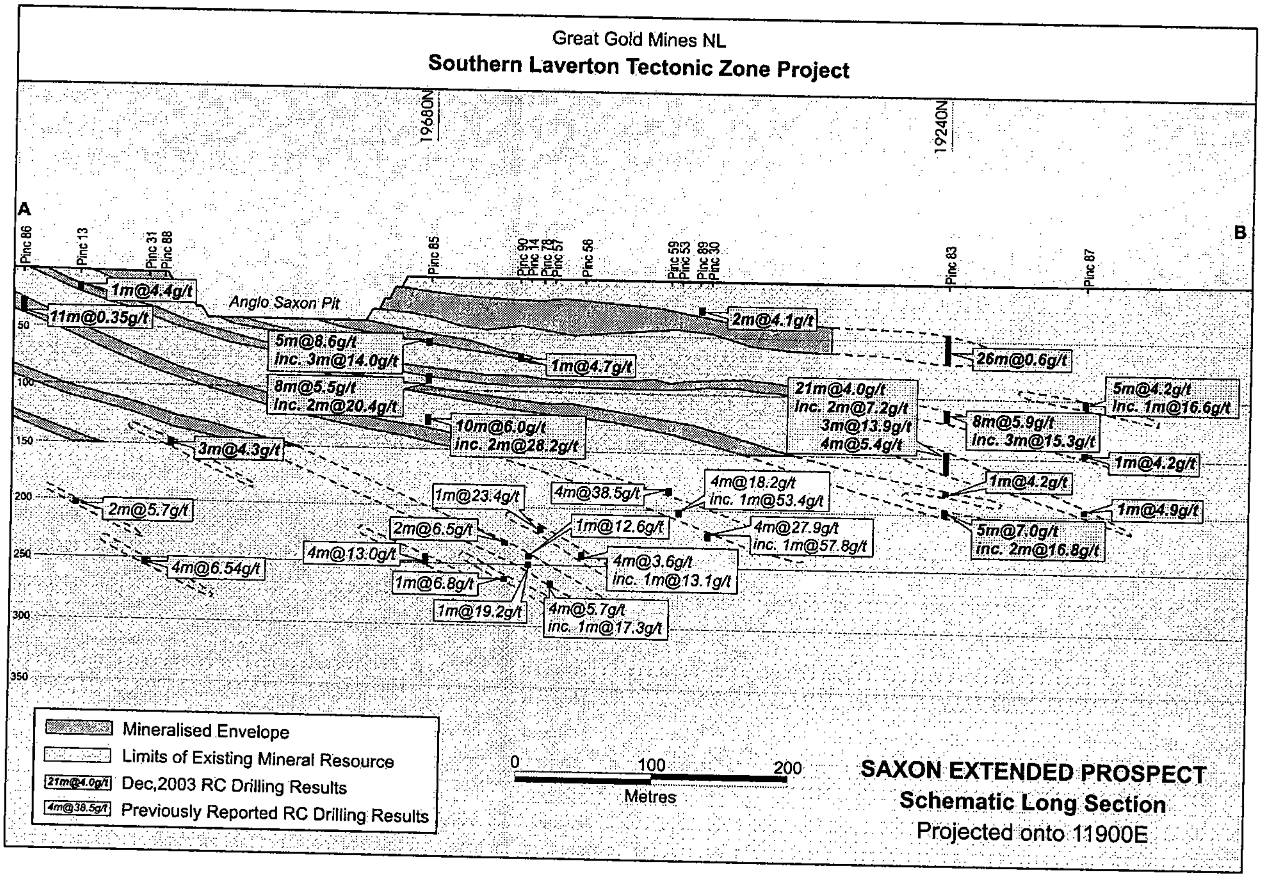


Figure 4 Schematic Longitudinal Projection of Anglo Saxon Area Highlighting Significant December 2003 Drillhole Intersections



April/May 2004 Drilling Programme

In April 2004, exploration was resumed, aimed at further testing the southern extensions of Anglo-Saxon as well as several other targets.

This drilling programme also targeted mainly at up and down dip extensions of the mineralised structures that form the resource estimate and also aims to confirm extensions of the mineralisation identified in 2003 drilling to the south of the delineated resource. Additionally a number of holes were drilled to the west of the delineated resource aimed to explore for parallel repetitions of the mineralised shear zone, but this drilling was unsuccessful.

The programme consisted of 34 drillholes (PINC 91 to PINC 124) for 6,379m of RC drilling with most holes oriented to the west to maximise the intersection angle with east-dipping vein sets.

The drilling generally confirmed that significant up and down-dip extensions of the delineated resource are unlikely and, where drillholes confirmed the presence of the mineralised vein sets, that the thickness and grade compared with previous drilling can be highly variable. The impact of these drillholes on the resource estimate will not be clear until the resource is re-estimated.

South of grid line, 19280N over a strike length of some 300m ("Saxon Extended Prospect"), a number of drillholes returned high-grade intersections (greater than 5 g/t gold). These intersections partly reflect mineralised structures incorporated in the resource estimate and confirm the highly variable nature of the grade distribution. Some intersections are not represented in the current resource estimate and are deeper and higher grade than the interpreted structures which are incorporated in that estimate. Some intersections are thin (typically one to two metres greater than 10 g/t gold) but often have a selvedge of several metres of lower grade mineralisation (1 to 5 g/t gold). Because they tend to be deeper than much of the delineated resource, the mineralisation so identified may need to be considered for its underground rather than open pit mining potential.

Table 9 lists the significant intersections in the April/May 2004 programme and highlights those outside of the current resource estimate. Figure 5 shows the plan location of the better intersections in this programme.

Table 9 April/May 2004 RC Drilling Programme, Significant Intersections

Hole	Northing (Local Grid)	Easting (Local Grid)	From (m)	Intersection Width[1] (m)	Grade (g/t Au)
PINC93	19720	11907	76	4	3.5
			88	5	7.2 inc.1m@ 26.4
			130	1	6.3
			135	1	13.5
PINC94	19760	11916	112	2	13.8
PINC95	19780	11916	62	1	10.1
			67	1	10.9
PINC98	19660	11868	42	1	13.7
			94	1	5.8
			97	1	8.1
			163	1	14.9
			184	2	9.6 inc.1m@16.5

Hole	Northing (Local Grid)	Easting (Local Grid)	From (m)	Intersection Width[1] (m)	Grade (g/t Au)
PINC99	19620	11933	92	1	13.5
			112	1	5.3
			147	1	8.6
			170	3	13.9 inc. 1m@ 39.2
			188	1	17.2
			240	3	6.0
PINC100	19580	11912	48	3	21 inc.1m@ 57.9
				1	6.1
PINC101	19540	11910	70	3	9.2 inc. 1m@24.7
			78	1	16.3
PINC105	19460	11890	97	4	2.7 inc.1m@ 8.4
			140	2	24.7 inc.1m@ 40.7
			170	2	5.6
			179	1	9.2
			217	2	4.9 inc.1m@ 9.2
PINC107**	19360	11925	17	1	5.6
			98	2	5 inc.1m@ 9.4
PINC109**	19280	11920	67	3	9.43 inc.1m@ 27.1
			82	2	5.95
			86	2	21.7 inc. 1m@ 43
			132	2	7.4 inc.1m@ 14
			195	3	4.1 inc 1m@ 14
			221	4	9.8 inc. 1m@ 39.8
PINC110**	19200	11922	67	2	8.1 inc. 1m@ 13.8
			91	1	13.6
			133	2	12
			167	2	5.7 inc. 1m@ 9.2
			212	4	11.5 inc.2m@ 18.3
			215	1	9.2
			226	1	11
PINC 111**	19160	11925	97	1	14.6
			108	1	37.5
			127	5	12.3 inc. 2m@ 24.1
			157	1	18.2
			168	3	12 inc 1m@31.8

Hole	Northing (Local Grid)	Easting (Local Grid)	From (m)	Intersection Width[1] (m)	Grade (g/t Au)
			212	2	6.9
PINC112**	19080	11940	152	1	19.9
			159	1	2.9
PINC115	19440	11800	82	1	2.1
			173	1	6.1
PINC118	19700	11750	58	2	2.3
			112	2	4.8
PINC119	19760	11775	95	1	12.3
			133	1	9.4
PINC120	19920	11720	51	3	12.6 inc. 1m@ 31.3
			112	1	17.7
			133	1	6.3
			139	1	6.1
			168	2	4.1
			179	3	3.2
PINC121*	20060	11800	120	8	2.1

1. Some holes angled, some vertical. True Widths unknown.

2. All results are 1 metre riffle split samples except for PINC121* which reports 4m composite samples 50g fire assay.

3. **Drillholes testing southern extension of Southern Extended Prospect.

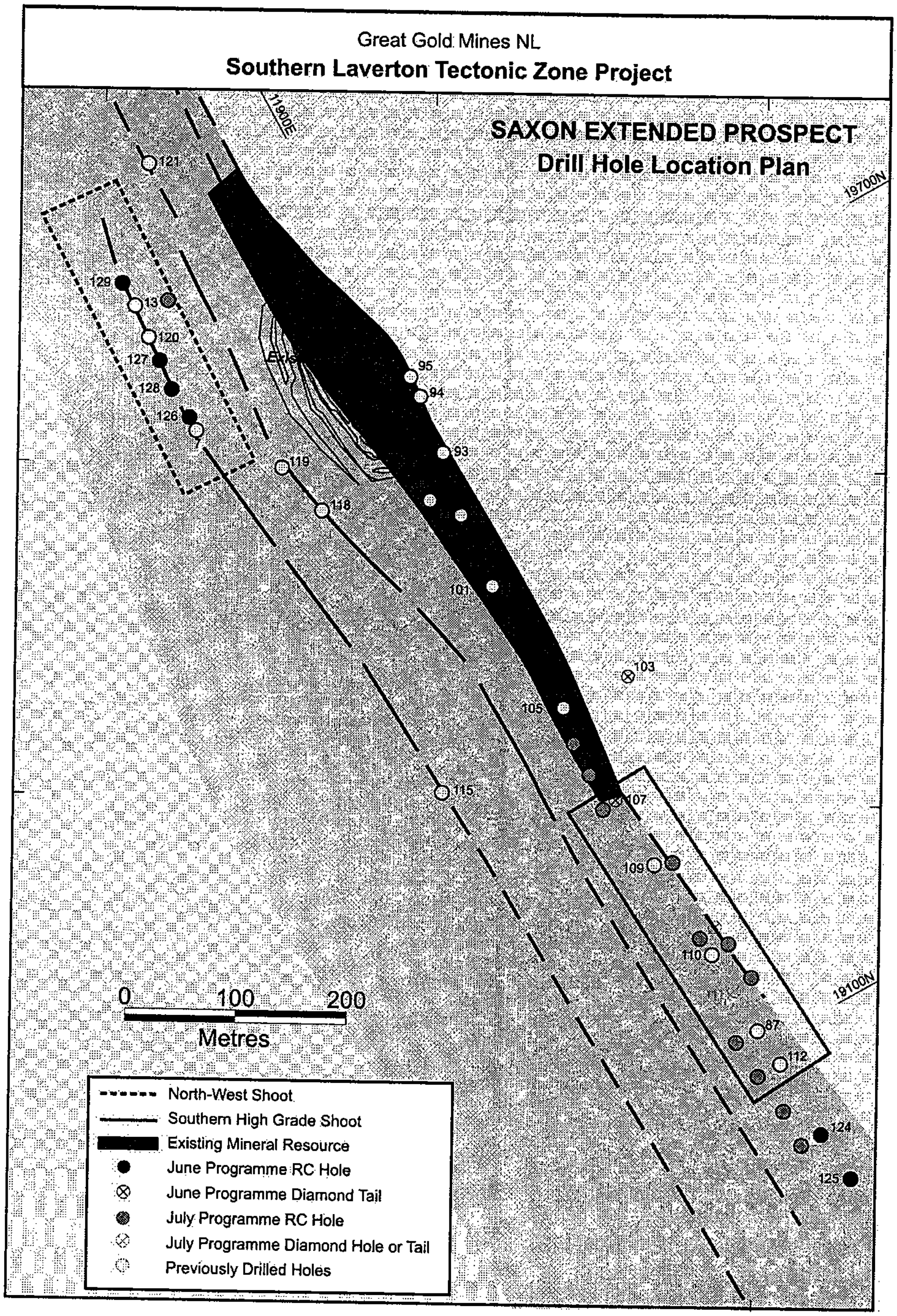
4. Drillholes 122 and 123 recorded no significant intersection. Drillhole 124 had not been sampled at the time this table was compiled but a 4m composite near surface recorded a value of 2.4 g/t Gold.

June 2004 Drilling Programme

The June 2004 programme is a continuation of the April/May 2004 programme, which had been discontinued because of mechanical failure, requiring the drilling rig to leave site for repair. In the latter programme hole PINC124 had been started but not completed.

In the June programme, two holes in Saxon Extended (PINC124 and PINC125) have been extended and the extension includes diamond tails. Four other RC holes (PINC126 to 129 inclusive) have been drilled to test the up-dip extension of significant mineralisation recorded in the north western part of Anglo Saxon below the existing mineral resource in holes (PINC13 and PINC120) (Figure 5).

Figure 5 Plan Showing Location of Drillholes for April/May 2004 Programme, June 2004 Programme and Proposed July 2004 Programme



In addition to the RC drilling, the June programme included three diamond drillholes in the central part of the Anglo Saxon resource area designed to provide oriented information relating to the type, distribution and thickness of alteration and quartz sulphide veining. Information gathered will aid in the geological interpretation and characterisation of the Saxon Extended mineralisation. In addition a diamond tail from PINC103 is designed to target repetition of the quartz sulphide lodes at a depth about 380 vertical metres below surface.

The total RC drilling in the June 2004 programme was 1080m and the total diamond drilling 1,016m. The programme has been completed at June 30, 2004.

Proposed July 2004 Programme (July 2004 Work Programme)

The Issuer has proposed a drilling programme to be carried out in July 2004, which has since been delayed until fall, that is mainly aimed at testing the extent of the Saxon Extended Prospect identified in drilling in 2003 and 2004. Most of the holes are targeted at the up and down-dip extensions of earlier intersections to enable incorporation of the mineralisation into the resource estimate. A number of drillholes are planned on intermediate sections to demonstrate along-strike continuity and better characterise the mineralisation and some beyond the southern limit of current drilling to test for further extensions. Figure 7 shows the location of the planned drilling in this area.

Most of the proposed drilling (2,500m in 11 drillholes) is RC drilling. Two diamond drillholes are planned (for a total of 500m) to twin significant RC drillhole intersections. These drillholes should provide important information on the geological control of grade.

All drillholes are oriented to the west to maximise the intersection angle with east-dipping vein sets.

As well as RC and diamond drilling at Saxon Extended, 5000m of RAB drilling is planned on four lines to test other structurally favourable positions within the Pinjin Project. At present two lines are planned in the northern part of M31/79 to test the Anglo Saxon shear and parallel structures north of Anglo Saxon, and, further north, the multiple structures in the vicinity of the Pinjin and Pinjin King Shears. Two lines are planned north and south of Harbour Lights, the western one covering the Wessex line of mineralisation and the Pinjin Shear. The authors of the 43-101 Geological Report believe that such planned exploration is worthwhile towards an objective to define a mineable tonnage and grade within the project area, noting that earlier drilling of wide spaced vertical holes may not have adequately tested for narrow, poddy mineralisation.

Table 10 summarises the July 2004 Work Programme.

The authors of the 43-101 Geological Report have reviewed the budgeted costs and consider them appropriate to Western Australian experience.

Table 11 details the proposed programme and budget.

Table 10 July 2004 Work Programme (RC and Diamond Drilling)

Hole	Northing	Easting	Dip°*	Depth (m)
RC drilling				
1	19000	11920	-60	220
2	19080	11920	-65	210
3	19120	11925	-65	230
4	19160	11946	-65	250
5	19200	11942	-70	250
6	19240	11920	-60	220
7	19280	11940	-65	240
8	19340	11910	-60	200
9	19380	11910	-60	200
10	19420	11900	-65	200

Hole	Northing	Easting	Dip°*	Depth (m)
11	19960	11700	-90	240
Total				2460
Diamond Drilling				
1	19160	11920	-65	250
2	19260	11920	-60	250
Total				500

*All holes are at an azimuth of 246°

Table 11 July 2004 Work Programme Budget

Expenditure Area	Units	Cost $000
Drilling		
RC	2500m* @$48/metre	120
Diamond	500m @ $110/metre	55
RAB	5000m @ $7/metre	35
Assay		40
Geologist	40 days@ $450	18
Field Tech	40 days @$350	14
Field Consumables		10
Clearing		0.7
Vehicle hire		2.8
Survey		5.0
Travel		5.0
Camp Hire		16.5
TOTAL		**322**

* Rounded. Table 11 total is 2460m

(c) State the date and the author of any Geological Report on the properties, and include one copy of any Geological Report prepared regarding the properties.

The Geological Report is dated 30 June 2004 and was prepared by AMC Consultants Pty Ltd.

(d) Disclose any commitments respecting the property such as instalments of cash or shares required to maintain an option, or exploration programs or drilling obligations to maintain a lease.

The joint venture is required to spend $220,800 per annum for the life of the mining leases to meet Department of Industry and Resources expenditure obligations.

(e) For each property that is currently producing revenue for the Issuer, state the total revenue, net to the Issuer, (i) in the latest complete fiscal year and (ii) currently, on a monthly basis. State the nature of any royalties or other charges against production.

Not applicable. Properties are in the exploration phase.

8. Particulars of Non-Resource Assets

The Issuer has no material non-resource assets.

9. Listing and Trading of Issuer's Shares

(a) Show listings on other stock exchanges or markets with date of listing.

The Issuer's shares are listed on the Australian Stock Exchange under the symbols: GNL, GNLO, GNLOA, GNLOB.

(b) Is an application for listing on any other stock exchange or market pending or contemplated? If so, give details.

No other listing on any other stock exchange is contemplated.

(c) Have the Issuer's shares ever been delisted or suspended by any stock exchange? If so, give details.

To the best of its belief and knowledge, the Issuer's shares have never been delisted or suspended by any stock exchange.

(d) Has any application for listing the Issuer's shares on any stock exchange or market ever been refused, deferred, or withdrawn? If so, give details.

No application for listing the Issuer's shares on any stock exchange or market has ever been refused, deferred or withdrawn.

(e) Are the Issuer's shares quoted over-the-counter in any jurisdiction? If so, give details.

No.

10. Particulars of any Other Material Facts

(a) Describe any actual or pending material legal proceedings to which the Issuer is or is likely to be a party or of which any of its property is or is likely to be the subject and particulars of any other circumstances which might affect the Issuer's position or title adversely.

There are no actual or pending material legal proceedings to which the Issuer is or is likely to be a party or of which any of its property is or is likely to be the subject and there are no other circumstances which might affect the Issuer's position or title adversely.

(b) Disclose particulars of any bonds, debentures, notes, mortgages, charges, liens, hypothecations, loans or other debt obligations outstanding.

The Issuer has no bonds, debentures, notes, mortgages, charges, liens, hypothecations, loans or other debt obligations outstanding.

(c) Give the dates and parties to and the general nature of every material contract entered into by the Issuer which is still in effect and is not disclosed in the foregoing, including any management or employment agreements or any agency or underwriting agreement or any corporate finance, investor relations, promotion or market making agreement.

The dates and parties to and the general nature of every material contract entered into by the Issuer which is still in effect and is not disclosed in the foregoing, including any management or employment agreements or any agency or underwriting agreement or any corporate finance, investor relations, promotion or market making agreement are set out below.

Contract	Date	Parties	Description
Joint Venture Agreement	September 23, 1993	The Issuer and Killoran Pty. Ltd.	Sets out the terms of a joint venture for the purposes of exploring for minerals and developing and mining any mineral deposits located in the Issuers' Queensland area
Plutonic Mine Region 3 Agreement	February 27, 1991	The Issuer and Plutonic Operations Limited	Sets out the terms under which the Issuer has granted to Plutonic Operations Limited assurances as to the availability to Plutonic Operations Limited of relevant mineral discoveries by the Issuer
Lake Ballard Project Farm-In and Joint Venture Heads of Agreement	March 21, 1997	The Issuer and Delta Gold Limited	Sets out the terms under which the Issuer purchased certain tenements and joint venture from CRA Exploration Pty. Limited
Purchase Agreement	February 8, 1994	The Issuer (Gindalbie Gold NL) and Newcrest Mining Limited	Provides for the purchase of interest in mining tenements
Edjudina-Pinjin Agreement	June 10, 1999	The Issuer and Heron Resources NL	Sets out the terms under which Heron Resources NL farmed out 80% interest in certain tenements to the Issuer
Trouser Legs Farm-In and Joint Venture Agreement	June 29, 1999	The Issuer, Burdekin Resources NL and Gel Oil Pty Ltd.	Allows the Issuer to earn participating interest in certain mining tenements and establishes a joint venture among the parties
Foley Well Farm-In and Joint Venture Agreement	July 4, 2000	The Issuer, General Gold Resources NL and Great Southern Mines NL	Allows for the Issuer to earn up to 70% participating interest in certain mineral tenements and forms a joint venture among the parties
Deed of Assignment and Assumption	August 14, 2000	The Issuer, Preston Resources Limited and William Robert Richmond	Sets out the terms under which the Issuer purchases interests in mining tenements held by Preston and assumes rights under a joint venture agreement
Exploration Access Agreement	July 3, 2000	The Issuer, Anaconda Nickel Limited, Centaur Mining and Exploration NL, Australian Gold Resources Limited, Quantum Resources Limited, Astro Diamond Mines NL, Gutnick Fund Management LLC and Johnson's Well Mining NL	Sets out the terms under which the Issuer makes available certain tenements to Anaconda for the purpose of exploration of nickel laterite minerals
Farm-In and Joint Venture Agreement – Four Corners Project	July 4, 2001	The Issuer and Hamill Resources Ltd.	Joint Venture by which Hamill Resources Ltd. may obtain 60% or more interest in the gold rights in the Four Corners Project from the Issuer
The Carnage Farm-In and Joint Venture Agreement	August 31, 2001	The Issuer and Placer Dome Asia Pacific Limited	Provides for the formation of a joint venture between the parties to explore for and evaluate mineral deposits in the Carnage Gold tenement

Contract	Date	Parties	Description
Tenement Purchase Agreement	January 17, 2003	The Issuer and Braeside Australia Limited	Sets out the terms under which the Issuer sells an 80% interest in a mining lease application and certain mining information to Braeside Australia Limited
Selmac Partners Deed of Termination	September 19, 2002	The Issuer and Malcolm John McDonald and Robert Geoffrey Elms	Sets out the terms under which the London Derry East Agreement and the Selmac Joint Venture are terminated
Deed of Withdrawal – Gindalbie/ Whiteheads Joint Venture	April 14, 2003	The Issuer and Gindalbie Gold NL	Sets out the terms of withdrawal of the Gindalbie from the Gindalbie/Whiteheads Joint Venture
Rothsay Deed	April 10, 2003	The Issuer and Gindalbie Gold NL	Sets out the terms under which the Issuer transfers to Gindalbie Gold NL certain exploration license in return for a royalty
The Mt. Clifford Project – Exploration License 37/740	February 26, 2004	The Issuer and Cazlay Resources Limited	Provides for the affirmation of the verbal arrangement with respect to certain royalties
Whitehead Project Agreement	August 7, 2003	The Issuer and Quantum Resources Limited	Sets out the terms under which Quantum Resources Limited and the Issuer form a joint venture
Sale Agreement – Application for Mining Leases	2003	The Issuer, Delta Gold Limited and International and Goldfields Limited	Sets out the terms under which International purchases certain mining licenses from a joint venture between the Issuer and Delta
Tenement Trade Sub-Laverton Techtonic Zone	May 28, 2004	The Issuer and Jackson Gold Ltd.	Provides for the trade of certain tenements between the two parties
Equity Line of Credit Agreement	May 2004	The Issuer and Cornell Capital Partners Offshore, LP	Establishes credit facility for the Issuer
Consultancy Agreement	February 18, 2005	The Issuer and EH&P Investments AG	EH&P to act as investment consultants for the Issuer
Rebecca Lake Farm-in and Joint Venture Agreement	August 12, 2005	The Issuer and Newmont Exploration Pty Ltd.	Provides for Newmont to acquire certain interests in mining properties and for the creation of an exploration joint venture between the parties.

(d) Briefly describe any other material facts not previously disclosed in this application.

The Issuer has enlisted brokers to act on its behalf to undertake a capital raising which is anticipated to be in the order of up to $4 million in the aggregate (the "Offering"). The Offering will be by way of private placement and will be undertaken partially by brokers (on a best efforts basis), and partially by the Issuer to institutional investors. Up to 66,666,666 units of the Issuer will be offered at a price of $0.06 per unit, each unit will consist of one ordinary share and one option to purchase one additional ordinary share at the exercise price of $0.10 per share, exercisable until February 28, 2013. The private placement will be made using exemptions from the prospectus and information memorandum requirements under the *Corporations Act* (Australia). Under Australian Stock Exchange Listing Rules ("ASX Rules"), the Issuer is able to place up to 15% of its issued capital in any 12-month period without obtaining shareholder approval. Approximately 25% of the Offering will fall within this exclusion. In order to obtain shareholder approval for the 75% of the Offering for which shareholder approval is required, the

Issuer will hold a meeting on or about October 11, 2005 (the "Shareholder Meeting"). At the Shareholder Meeting, the shareholders will be asked to approve the private placement of 50,000,000 units, each unit consisting of one ordinary share and one option to purchase one additional ordinary share at the exercise price of $0.10 per share, exercisable until February 28, 2013. The Issuer has agreed to pay a commission of 6% to the brokers on funds raised by the brokers.

At the Shareholder Meeting, in accordance with ASX Rules, the shareholders will also be asked to approve the issuance of 13,944,010 units at an issue price of $0.06 per unit, each unit consisting of one ordinary share and one option to purchase one additional ordinary share at the exercise price of $0.10 per share, exercisable until February 28, 2013 to Wilzed Pty Ltd., a company associated with Mr. J.I. Gutnick, who is Chairman and Managing Director of the Issuer. Proceeds from this issuance will be used by the Issuer to repay a debt to Edensor Gold Pty Ltd., a company associated with Mr. Gutnick.

The Notice of General Meeting and proxy form are currently being reviewed by the Australian Stock Exchange prior to printing and mailing to shareholders. The Issuer is required to provide 20 business days notice of the General Meeting to shareholders and this 20 business days will commence on the day after the mailing of the meeting documentation to shareholders.

(e) List by date each prospectus or amendment issued by the Issuer during the past 3 years and indicate the name of the securities administration(s) which accepted each.

Date	Securities Administration
April 30, 2002	Australian Securities & Investments Commission

(f) Indicate whether any application for registration or approval by a securities commission or corresponding government body ever been refused, cancelled, suspended or revoked. Provide details.

No application for registration or approval by a securities commission or corresponding government body has ever been refused, cancelled, suspended or revoked.

(g) Give the name, address, telephone number, fax number, and e-mail address (if applicable) of the person or persons who may be contacted for additional information. If the Issuer maintains a web site, provide the address of the web site.

Mr. Peter Lee
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Website: www.greatgoldmines.com.au

(h) Risk Factors

(i) Highly Speculative Nature of Mineral Exploration and Development

Mineral exploration is highly speculative in nature and involves risks. There can be no assurance that exploration efforts will be successful. Once minerals in commercially recoverable grades and quantities are discovered it may take several years until production is possible during which time the economic feasibility of production may still change. In addition, exploration discovery is inherently uncertain, and results can never be predicted with certainty. The risks of failure are higher when a project is at the early stages of the exploration path.

(ii) Mining Risks

The business of mineral exploration and mining is generally subject to a number of risks and hazards including environmental hazards, industrial accidents, encountering unusual or unexpected geologic formations, cave-ins, flooding and periodic interruptions due to inclement or hazardous weather conditions. Such risks could result in damage to, or destruction of, mineral properties, personal injury, environmental damage and possible legal liability. Although the Issuer maintains appropriate insurances within ranges of coverage consistent with industry practice, no assurance can be given that such insurance will continue to be available at economically feasible premiums.

(iii) Role of AXIS Consultants

The Issuer is substantially dependent upon AXIS Consultants for its senior management, exploration, financial and accounting, company secretarial, human resources, legal and other corporate headquarters functions. For example, the Issuer's Chairman and Managing Director and General Manager Corporate and Company Secretary are employed by AXIS Consultants and, as such, are required by AXIS Consultants to devote substantial amounts of time to the business and affairs of the other clients of AXIS Consultants. There can be no assurance that these or other employees of AXIS Consultants will be available to the Issuer to permit the Issuer to conduct its business and affairs as currently proposed to be conducted.

Pursuant to the Service Agreement, AXIS Consultants provides the Issuer with office facilities, geological and administrative personnel and services, management staff and services. The Issuer is required to reimburse AXIS Consultants for any direct costs incurred by AXIS Consultants for the Issuer. In addition, the Issuer pays a proportion of AXIS Consultants' indirect costs based on a measure of the Issuer's utilisation of the facilities and activities of AXIS Consultants. This Service Agreement may be terminated by the Issuer or AXIS Consultants on 60 days' notice.

(iv) Native Title

Large areas of land in Australia are subject to native title claims and some of the Issuer's current Tenements are in areas that are or may be affected by those claims.

The Issuer takes reasonable measures to ensure that it has proper title to its properties prior to undertaking exploration, however there is no guarantee that title to any such properties will not be challenged given the untested nature of native title law in Australia. Compliance by the Issuer with all procedural requirements established by the *Native Title Act 1993* (Commonwealth) (the "Native Title Act"), and all relevant authorities is the only way to limit the potential for native title to affect mining and/or exploration activity. The Issuer will be required from time to time to secure the grant of exploration Tenements. This may result in the requirement to negotiate with native title claimants.

The Issuer cannot predict the outcome of these negotiations which may result in delays or the inability to secure the grant of affected exploration Tenements.

In addition, if exploration proves successful and the Issuer wishes to conduct mining it will be required to make application to the relevant authorities for a mining lease or leases. This will result in a need for the Issuer to comply with the requirements of the Native Title Act and may require negotiation with native title claimants. Notwithstanding compliance with the Native Title Act there can be no assurance that the mining leases will be granted allowing mining to proceed. Further, compliance with procedures under the Native Title Act is not a matter entirely under the Issuer's control as compliance is required by all authorities including the relevant State Government. Historically State Governments in Australia have not always been found to have complied strictly with the required procedures. Even when Tenements are granted given the untested nature of native title rights in Australia there can be no guarantee of a Tenements' enduring validity.

(v) ALRA Land

In addition, some of the Issuer's Tenements in the Northern Territory are affected by land claimed under the *Aboriginal Land Rights (Northern Territory) Act 1976* (Cth), ("the Land Rights Act"), ("ALRA Land").

An application for an exploration licence on ALRA land requires various consents from both Territory and Commonwealth governments and the Land Council representing the Aboriginal traditional owners. The process for grant of mineral tenements on ALRA Land is quite different to that under the Native Title Act. If consents are refused long delays are possible before the Issuer can re-apply for the tenements.

Even where consent is ultimately given and the terms and conditions under which tenements may be granted are agreed, a twelve-month negotiation period or longer to reach that point can be expected.

The Issuer is not able to predict with accuracy the time that may be necessary to complete negotiations or the terms and conditions that may apply to the grant of tenements.

Notwithstanding this, the Issuer proposes to work with the relevant Land Councils to seek clearances from Aboriginal traditional owners for exploration work to be undertaken. In taking this approach the Issuer seeks to minimise the possibility of difficulties arising under the relevant Northern Territory and Commonwealth Aboriginal heritage legislation.

(vi) Consequences of Inability to Raise Funds

Given that the nature of the Issuer's operations is focused primarily on exploration activities into the discovery of gold and base metals, the Issuer expects our future capital requirements to be substantial in order to continue and expand our exploration programs. The level and timing of future funding will depend on: (i) the rate at which our exploration programs are conducted which can depend on the results of those exploration programs; (ii) the ability to convert good exploration results into cash positive mining operations; and (iii) general economic conditions at the time of future fund raising. Consequently, the Issuer's ability to fund its exploration programs will be dependent on its cash resources at any point in time and its ability to raise further funds.

Mr. Gutnick has provided ongoing financial support to the Issuer in the past and has invited the Issuer as and when funds are required, to apply to him for funds. However, there is no certainty that Mr. Gutnick will provide sufficient funds to the Issuer to enable the Issuer to meet its commitments at any time.

(vii) Operating Losses from Operations

The Issuer has made operating losses in each year since we commenced its exploration business. It expects to incur further operating losses over the next few years as its exploration activities continue unless it can discover a mineral deposit that can either be sold at a profit or commence a profitable mining operation. The Issuer's profit goals depend on a number of factors outside its control and there can be no assurance that it will ever achieve significant profitability.

(viii) No Profitable Mining Operations

The Issuer is an exploration company. It has not yet successfully discovered a profitable mining operation and there can be no assurance that any of the Issuer's exploration ventures will be successfully commercialised. The failure to establish a profitable mining operation would adversely affect the Issuer's financial performance.

(ix) Access to Third Party Tenements

In cases where our rights to the tenement interests of third parties are subject to rights granted to us under various agreements, there can be no assurance that such agreements will not be terminated under certain conditions.

(x) Share Market Risk

Regardless of the performance of the Issuer, the day to day performance of the share market and general share market conditions may effect the Issuer. The share market has in the past and may in the future be affected by a number of matters including:

- Commodity prices;
- Economic conditions in general terms and in particular to the industry that a business operates in;
- Interest rates;
- Market confidence;
- Supply and demand for money;
- Currency exchange rates;
- General economic outlook; and
- Changes in government policy.

(xi) Retention/Attraction of Key Personnel

The Issuer is heavily reliant upon the skills of its exploration team. The loss of any key personnel may have an adverse material effect on the Issuer's ability to conduct its exploration activities. The Issuer's ability to retain the services of the key personnel or find timely replacement for the loss of such key personnel is critical to its success. The Issuer does not maintain any "key person" insurance on our key personnel.

In addition, any future inability to hire and/or retain the services of additional technical personnel with appropriate qualifications may also have a negative impact on the material success of the Issuer's operations.

(xii) Insurance Risks

The Issuer maintains insurance coverage that is substantially consistent with industry practice. However, there is no guarantee that such insurance or any future necessary coverage will be available to us at economically viable premiums, (if at all), or that, in the event of a claim, the level of insurance carried by the Issuer now or in the future will be adequate or that a liability or other claim would not materially and adversely affect our business.

(xiii) Volatility in the Price of Minerals

Commodity prices are influenced by physical and investment demand for those commodities. Fluctuations in commodity prices may influence timing, viability and management projects in which the Issuer has an interest. The Issuer has a multi-commodity strategy. This may to some extent ameliorate commodity risk.

(xiv) Possible Volatility in the Market Price of our Shares

Although the Issuer is listed on the ASX, there is no assurance that an active trading market for its Ordinary Shares will be sustained. There is also no assurance that the market price for the Issuer's Ordinary Shares will not decline below the issue price. The market price of the Issuer's Ordinary Shares could be subject to significant fluctuations due to various external factors and events including the liquidity of the Issuer's Ordinary Shares in the market, difference between the Issuer's actual financial or operating results and those expected by investors and analysts, the general market conditions and broad market fluctuations. Furthermore, any stock market volatility and weakness could result in the Issuer's Ordinary Shares trading at prices significantly below the issue price, without regard to the Issuer 's operating performance.

(xv) Future sale or availability of the Issuer's Ordinary Shares may exert a downward pressure on their share price

Any future sale or availability of the Issuer's Ordinary Shares may exert a downward pressure on their share price. The sale of a significant amount of the Issuer's Ordinary Shares in the public market after the Offer, or the perception that such sales may occur could materially adversely affect the market price of the Issuer's Ordinary Shares. These factors may also affect the Issuer's ability to sell additional equity securities in the future.

(xvi) Future dilution due to Future Capital Requirements

If the Issuer does not meet its goals with respect to revenues, or costs are higher than anticipated, substantial additional funds may be required. Even if the Issuer exceeds its goals, the success may open new opportunities that may have to be filled quickly and this could also result in the need for substantial new capital. To the extent that funds generated from operations together with the proceeds from the Prospectus have been exhausted, the Issuer may have to raise additional funds to meet the new capital requirements. These additional funds may be raised by way of a limited placement or by a rights offering or through the issuance of new shares or through debt. If any Shareholders are unable or unwilling to participate in this additional round of fund raising, such Shareholders may suffer dilution in their investment.

(xvii) Negative publicity may adversely affect our Share Price

Any negative publicity or announcement relating to any of our substantial shareholders or key personnel may adversely affect the stock performance of the Issuer, whether or not this is justifiable. This negative publicity or announcement may include involvement in legal or insolvency proceedings, failed attempts in takeovers, joint ventures or other business transactions.

Financial Information

Management Discussion and Analysis for the year ended June 30, 2004

General

The following discussion and analysis of our financial condition and plan of operation should be read in conjunction with the Financial Statements for the year ended June 30, 2004 and accompanying notes and the other financial information appearing elsewhere in the Listing Application. Those financial statements have been prepared in accordance with generally accepted accounting policies in Australia. All dollar figures included herein and in the following discussion and analysis are quoted in Australian dollars unless otherwise stated. A reconciliation between Australian GAAP and Canadian GAAP is included after the management discussion and analysis. The Company's balance date is June 30.

This report contains numerous forward-looking statements relating to our business. Such forward-looking statements are identified by the use of words such as believes, intends, expects, hopes, may, should, plan, projected, contemplates, anticipates or similar words. Actual operating schedules, results of operations, ore grades and mineral deposit estimates and other projections and estimates could differ materially form those projected in the forward-looking statements.

We are an exploration stage mining company. Our objective is to exploit our interest in the mineral claims in the Southern Laverton Tectonic Zone ("SLTZ"). Our principal exploration target is for gold and we are seeking to determine whether adequate gold reserves are present on the property covered by our claims to develop an operating mine. We are in the initial stages of our exploration program and we have not yet identified any ore reserves. We have not generated any revenues from operations.

100% Great Gold Mines SLTZ Superproject

Great Gold Mines has numerous project areas in which it has a 100 % interest extending from Yindana in the south to Laverton in the north and these areas are incorporated into what the Company has called the SLTZ superproject. Within this area it also has numerous joint venture farmin and farm out agreements which are listed below. The joint venture and 100% owned tenements are generally contiguous with each other and exploration is conducted on a project basis resulting in expenditure across both tenement classes.

Farmin Arrangements

<u>Pinjin (Trouser Legs) Farmin</u>

The Pinjin Trouser Legs farmin consists of five mining licences, a general purpose and a leach pad licence covering an area of 21.2 square kilometres. During the year the Company met its expenditure requirement to earn its 70% interest in the Trouser Leg Farm-In and Joint Venture Agreement with Gel Oil Pty Ltd ("Gel Oil"). This requirement was to expend $2 million over a five year period. A joint venture between the Company (70%) and Gel Oil (30%) has been formed (the "Trouser Legs JV"). The Company is in the process of preparing an exploration program and budget to be tabled at the first meeting of the Management Committee. All decisions of the Management Committee are decided in accordance with the percentage interests in the joint venture. Funding of future exploration will be in accordance with each parties percentage interest unless Gel Oil elects to dilute.

Foley Well Farmin

Foley Well consists of one application and one granted exploration licence covering 16.8 square kilometres and three mining licence applications. The Company can earn up to 70% interest from Yilgarn Gold Limited by expending $450,000 over five years from July 2000 but may withdraw at any time up to the formation of a joint venture agreement. The Foley well tenements are immediately along strike from the Trouser Legs JV ground and interpreted to host the same mineralised structures. Exploration should continue looking for these mineralised structures.

Edjudina Pinjin Farmin

The Edjudina –Pinjin Farmin agreement covers numerous tenements and project areas which cover an almost contiguous belt of prospective Achaeaen greenstone lithologies within the SLTZ. The Company has earned its 80% interest from Avoca Resources Limited, who are free carried to a decision to mine, by expending $1.2 million over four years. A number of anomalous gold values in several project areas have been the focus of drilling and further exploration drilling is expected in the next year.

Mulgabbie Farmin

The Mulgabbie Farmin agreement covers a single exploration licence in which the company has earned a 70% interest from Gel Oil. The area is two kilometres to south of the Trouser Leg JV ground which contains the Saxon Extended inferred gold resource of 160,000 ounces of gold. The Gel Oil ground is considered to be prospective for gold mineralisation of a similar nature and style to that of Saxon Extended and exploration will be focused on testing for similar structures buried beneath transported cover.

Farmout Arrangements

Carnage Farmout

The Carnage agreement between the Company and Placer Dome Asia Pacific Limited ("PDAP") relates to six mining licence applications covering an area of 39 square kilometres. Upon the granting of the licences, PDAP may earn a 60% interest in the mining licence applications by spending $1,200,000 within 18 months and up to an 80% interest by spending a further $800,000 in an additional 18 months. The Company can contribute after the first expenditure milestone, dilute to 10% or revert to a net smelter royalty of 1.25%. The tenements are contiguous and lie 50 kilometres north west of Kalgoorlie adjacent to a major regional mineralised structure.

Four Corners Farmout

The Four Corners Project, where International Goldfields Ltd ("Goldfields") (formerly Hamill Resources Ltd.) has earned its 80% interest, consists of five exploration licences and six mining licence applications. Goldfields has met its expenditure commitment of $325,000 and in doing so has earned an 80% interest in the Four Corners Project in the Mount Ida region, 200 kilometres north-northwest of Kalgoorlie. Upon a review of the project data, the Company may elect to either contribute to ongoing exploration or dilute to a 1% gross royalty from gold produced to a maximum of one million ounces.

Agreement with Siberia Mining Corporation Limited ("Siberia")
Siberia (formerly Braeside Australia Limited) acquired an 80% interest in the Company's Siberia tenements last year under an agreement whereby Siberia will manage the tenements and meet expenditure commitments up to a decision to mine. The Company will then have the option of maintaining its 20% interest by contributing or converting its interest into a net smelter royalty. Only one of the three prospecting license applications have been granted to date.

Melita Project –Regis Resources N.L. ("Regis") earning 70%
The Melita project is a joint venture, with Regis earning a 70 percent interest. The project area is located 15 kilometres to the south-east of Leonora in Western Australia in an area where several small gold deposits occur. Target generation and follow up field assessment has identified a number of drill targets.

Whiteheads Project - Quantum Resources Limited ("Quantum") earning 80%
The Whiteheads project is 50 kilometres northeast of Kalgoorlie and comprises an area of 250 square kilometres adjacent to the historic Gindalbie mining centre which produced 45,000 ounces of gold. The project encompasses a number of targets where previous drill holes have intersected gold values along an interpreted north-west trending corridor. Quantum completed 141 RAB holes for 5,615 metres testing a number of gold in soil anomalies and returned a number of anomalous gold values.

Details of capitalized or expensed exploration expenditure is provided in Attachment A.

Overview

The Company's cash position decreased by $902,466 during the year resulting in a closing balance of $39,798. The working capital position at June 30, 2004 was a deficit of $1,079,020 compared to a deficit of $8,082,771 at June 30, 2003. With the increase in sentiment for gold, the Company substantially increase its gold exploration activities in the SLTZ during the year which is evidenced by spending on gold exploration of $2,469,961 compared to $493,936 in the prior year. During the year, the Company issued 118,552,000 ordinary shares and 97,950,000 options raising $11,624,191. The equity raisings were done by private placements, approved by shareholders, and the funds have been used to repay debt, which has significantly improved the Company's working capital position and total debt, to pay for exploration activities, and for working capital.

Major uses of cash during the year included net cash used in operating activities of $811,470 primarily consisting of payments in the course of operations of $615,512 and borrowing costs paid of $205,816; net cash used in investing activities of $2,459,561 primarily made up of payments for exploration activities of $2,469,961; and net cash provided by financing activities of $2,368,565 made up of proceeds from the issue of shares and options of $11,624,191, proceeds from borrowings of $10,432,965 and repayments of borrowings of $19,688,591.

Spending during fiscal 2005 on exploration activities is expected to be between $2,000,000 and $3,000,000 if sufficient funds are generated from equity financings (a minimum amount of $322,000 will be spent regardless on the Primary Properties and general administration expenses are expected to be approximately $655,367). The Company will need to continue to raise funding to continue its exploration program and meet its general administration expenses. The Company's shareholders approved the placement of 50,000,000 ordinary shares and 50,000,000 options expiring 28 February 2013 at a shareholders meeting held on 26 August 2004. The Company anticipates that this will provide the necessary funding for the Company's operations. In addition to this, the Company has entered into a $5 million Equity Line of Credit Agreement with Cornell Capital Partners LP ("Cornell Capital"). Under the Agreement, Cornell Capital commits to purchase up to $5 million of our ordinary shares over a period of

36 months. Each advance is at our discretion up to $75,000 per advance. The number of ordinary shares to be issued to Cornell Capital is calculated each time we request an advance by calculating the lowest daily volume weighted average price of the ordinary shares for the five consecutive trading day period beginning on the first trading day after we deliver an advance request to Cornell Capital and multiplying that amount by 97% and then dividing by the value of the advance request. We have agreed to pay Cornell Capital's legal and due diligence expenses amounting to $45,000 and an implementation and activation fee of $75,000 each, such fee to be paid by an issue of ordinary shares at the Company's discretion. Cornell Capital will receive cash compensation equal to 5% of the gross proceeds of all advances.

Selected Financial Data

Our selected financial data presented below for each of the years in the two-year period ended June 30, 2004, and the balance sheet data at June 30, 2003 and 2004 have been derived from financial statements, which have been audited by PKF. The selected financial data should be read in conjunction with our financial statements for each of the years in the two-year period ended June 30, 2004, and Notes thereto, which are included elsewhere in this Listing Application.

Statement of Operations Data
(in thousands, except per share data)

	Year ended June 30 2002 A$	2003 A$	2004 A$
Revenues	285	296	56
Costs and expenses	(1,595)	(4,323)	(2,399)
Loss from operations	(1,310)	(4,027)	(2,343)
Other income (loss)	-	-	-
Profit (loss) before income taxes	(1,310)	(4,027)	(2,343)
Provision for income taxes	-	-	-
Net profit (loss) from Continuing Operations	(1,310)	(4,027)	(2,343)
Net loss from Discontinued Operations	-	-	-
Net profit (loss)	(1,310)	(4,027)	(2,343)
Net profit (loss) per share			
On continuing operations (cents)	(4.15)	(9.02)	(2.06)
On discontinued operations	-	-	-
	(4.15)	(9.02)	(2.06)
Weighted average number of shares outstanding	31,586	44,650	113,540

Balance Sheet Data

	A$	A$	A$
Total assets	6,496	5,037	6,356
Total liabilities	13,337	14,219	6,066
Stockholders' equity	(6,841)	(9,182)	290
Cash dividends declared	-	-	-

Foreign Currency Translation

Our administrative operations are in Australia and, as a result, our accounts are reported in Australian dollars. The following table shows the period-end rates of exchange of the Australian dollar compared with the Canadian dollar during the periods indicated.

Year ended June 30			
2003	A$1.00	=	CDN$0.8989
2004	A$1.00	=	CDN$0.9287

Results of Operations

Year ended June 30, 2004 versus Year ended June 30, 2003

Revenue has decreased from $296,063 for the year ended June 30, 2003 to $55,575 for the year ended June 30, 2004. The decrease was a net result of:

1. In 2004, the Company received proceeds of $18,000 from the sale of a non core tenement compared to an amount of $30,000 from the sale of a 10% interest in a pastoral lease, $10,000 from the sale of a motor vehicle, $4,091 from the sale of a non-core tenement interests and other sundry income of $455 in 2003.

2. In 2004, the Company received sundry revenue of $27,694 being primarily non-refundable deposits of $27,273 on the purchase of tenement interests by external parties which subsequently were not settled by the third parties compared to an amount of $400 from the sale of non- current assets in 2003.

3. In 2004, the Company received interest income of $9,881 on cash in the bank compared to an amount of $906 in 2003. During 2004, the Company raised $11,624,191 from the placement of ordinary shares and options and this amount was in bank accounts until utilized to pay creditors and loans and accordingly generated interest income. During 2003, the Company had minimal cash resources and accordingly did not generate significant interest income.

4. In 2003, the Company received an insurance refund from AXIS Consultants Pty Ltd ("AXIS") of $250,211 for which there was no comparable refund in 2004. During 2003, AXIS notified the Company that it had received a refund of workers compensation insurance premiums in respect to the 1999 to 2001 fiscal years as a result of the significantly reduced level of actual wages for those years compared to the estimated wages. AXIS passed on the benefit of the refund to the Company.

Total costs and expenses have decreased from $4,322,985 for the year ended June 30, 2003 to $2,398,907 for the year ended June 30, 2004. The decrease was a net result of:

1. In 2004, the Company wrote off or provided for $1,258,300 in exploration expenditure compared to $2,058,600 in 2003. The Company's accounting policy on exploration expenditure is set out in note 1 (ii) to the financial statements. In accordance with this accounting policy, in 2004, (i) the Company wrote off or provided for $947,624 in

respect of exploration on tenement interests outside of the SLTZ that the Company had either granted external parties rights to explore and earn interests (farm-outs) or sold its tenement interests, and (ii) wrote off $310,676 in respect to tenements that it surrendered as it did not believe those tenements could justify further exploration work or be sold. In 2003, (i) AMC Consultants Pty Ltd undertook a mineral valuation on the Company's tenement interests, and the Company, in assessing the net realisable value of its tenement portfolio, compared the book value of the tenements with the AMC Consultants Pty Ltd valuation and wrote down the capitalised tenement expenditure by $334,949; (ii) the Company decided to focus its exploration interests on the SLTZ in Western Australia and therefore, surrendered a number of other exploration projects and wrote off the carried-forward exploration expenditure of $1,177,222 in respect of the Rand project and $480,525 on other projects/tenements; and (iii) the Company wrote off or provided for $65,904 in respect of exploration on tenement interests outside of the SLTZ that the Company had either granted external parties rights to explore and earn interests (farm-outs) or sold its tenement interests

2. In 2004, administration expenditure amounted to $632,985 compared to $490,200 in 2003. The major components for 2004 were (i) the management fee charged by AXIS of $120,000 which reduced from $165,000 charged by AXIS in 2003 as AXIS had advised of a reduction in its costs. A further explanation is set out in the Related Party Section of the Management Discussion and Analysis; (ii) Australian Stock Exchange listing and quotation fees and Australian Securities and Investments Commission fees of $14,632 compared to $19,288 in 2003. These costs are a mixture of fixed fees based on the number of securities on issue at June 30 each year and subsequent fees for the quotation of ordinary shares and/or options quoted during the year. The 2003 additional amount represents the cost of quotation of new shares and options on Australian Stock Exchange; (iii) audit fees of $22,900 compared to $17,500 in 2003; (iv) contractors and consultants of $51,416 compared to $6,947 in 2003. In 2004, the Company used an external geological firm to prepare a 43.101 report for the proposed TSX Venture Exchange listing and outsourced the tenement management function for a period of time when AXIS were not able to provide this service; (v) cost of reporting to shareholders of $18,111 compared to $nil in 2003. In 2003, the estimate for the printing of the annual report was $10,000 which was offset by an over-estimate for 2002 of $10,000 due to a change in the scope of the printing of the 2002 annual report. The estimate for printing of the 2004 annual report is $14,000 and there was an under-estimate for 2003 of $4,000; (vi) costs of maintaining the external share registry of $29,563 compared to $19,048 in 2003. The Company is charged a fee by the external share registry manager which includes costs incurred by the share registry manager based on the number of transactions over the market. During 2004, there was a large increase not only in the number of holders of ordinary shares and options, but also in the number of transactions that occurred on the Australian Stock Exchange and this created the increase in costs for the year; (vii) rent and outgoings of $nil compared to $17,388 which was as a result of the Company closing its office in Western Australia during 2003; (viii) salaries and oncosts of $286,511 compared to $121,490 for 2003. This cost is billed to the Company by AXIS based on either timesheet allocation or in the case of the Directors, pre-determined salaries or Directors fees. During 2004, the level of activity of the Company increased substantially following the increase in market sentiment towards gold companies following the increase in the gold price. The Company commenced a significant exploration programme in August 2003 which resulted in a 400% increase in expenditure on exploration. This together with substantial equity raisings and work on proposed TSX Venture Exchange listing created a higher level of activity by staff of AXIS on behalf of

the Company. A further explanation is set out in the Related Party Section of the Management Discussion and Analysis; and (ix) travel and accommodation of $30,429 compared to $5,296 in 2003. During 2004, representatives of the Company and its stockbrokers travelled interstate and overseas to market the Company to institutions and other potential investors and for other Company business.

3. As noted under proceeds from the sale of non-current assets, during 2003, the Company sold a 10% interest in a pastoral lease which had a book value of $23,500, a motor vehicle which had a book value of $nil and tenement interests which had a book value of $72,866. In 2004, the book value of the assets sold was $nil as they had been previously written off.

4. Borrowing costs incurred during 2004 amounted to $490,441 compared to $803,055 in 2003. During 2003, the Company paid interest of $417,888 on an $8,625,000 loan from Anaconda Nickel Limited. This loan was repaid during the first six months of 2004 and interest paid during that period on that loan was $111,390. During the 2003 year, interest of $312,716 was paid on loans provided by a Director related entity compared to $340,455 in 2004. Director related entities of Mr. JI Gutnick have loaned funds to the Company to allow it to continue its operations. Further details are provided in the Related Party Section of the Management Discussion and Analysis.

5. The increase in provision for diminution in the carrying value of investments was $17,181 in 2004 compared to $874,764 in 2003. The Company has historically held an investment in Quantum Resources Limited ("Quantum"). The Company's accounting policy is to value investments at the lower of cost or net realisable value as determined in respect of each security holding. In determining net realisable value, if the security holding is in a listed company, the Company uses the market value as a guide to the net realisable value. During 2004, the market value of the Company's investments were reduced and as a result, a provision for diminution in investment was raised of $17,181. During 2003, as a result of further issues of ordinary shares by Quantum, the Company's interest was diluted to 15.22% at June 30, 2003; and therefore the Company no longer held significant interest in Quantum. Another shareholder held 45.35% of the issued shares of Quantum and the Company believed that given the other party's shareholding, the market price of the Company's investment in Quantum was not a true reflection of the realisable value of its investment in Quantum. In addition, the volume of turnover in the ordinary shares of Quantum for 2003 confirmed that market value was not an appropriate measure. The Company believed that it should provide against the carrying value of the investment down to $nil and therefore expensed $871,894.

Accordingly, the loss from operations decreased from $4,026,922 for the year ended June 30, 2003 to $2,343,332 for the year ended June 30, 2004.

The net loss amounted to $2,343,332 for the year ended June 30, 2004 compared to a net loss of $4,026,922 for the year ended June 30, 2003. The basic loss per share in 2004 was 2.06 cents compared with a basis loss per share of 9.02 cents in the prior year.

Liquidity and Capital Resources

For the fiscal year 2004, net cash used in operating activities was $811,470 primarily consisting of payments in the course of operations of $615,512 and borrowing costs paid of $205,816; net cash used in investing activities was $2,459,561 primarily made up of payments for exploration activities of $2,469,961; and net cash provided by financing activities was $2,368,565 made up of proceeds from the issue of shares and options of $11,624,191, proceeds from borrowings of $10,432,965 and repayments of borrowings of $19,688,591.

As of June 30, 2004 the Company had short-term obligations of $1,186,938 consisting mainly of accounts payable and accrued expenses.

The Company has $39,798 in cash assets at June 30, 2004 and have entered into a $5 million Equity Line of Credit Agreement with Cornell Capital Partners LP ("Cornell Capital"). Under the Agreement, Cornell Capital commits to purchase up to $5 million of our ordinary shares over a period of 36 months. Each advance is at our discretion, up to $75,000 per advance. The number of ordinary shares to be issued to Cornell Capital is calculated each time we request an advance by calculating the lowest daily volume weighted average price of the ordinary shares for the five consecutive trading day period beginning on the first trading day after we deliver an advance request to Cornell Capital and multiplying that amount by 97% and then dividing by the value of the advance request. We have agreed to pay Cornell Capital's legal and due diligence expenses amounting to $45,000 and an implementation and activation fee of $75,000 each, such fee to be paid by an issue of ordinary shares at the Company's discretion. Cornell Capital will receive cash compensation equal to 5% of the gross proceeds of all advances.

Contractual Obligations

Contractual Obligations	Payments Due by Period				
	Total	**Less than 1 year**	**1 – 3 Years**	**4 -5 Years**	**After 5 years**
Long term debt	4,879,244	-	4,879,244	-	-
Capital lease obligations	-	-	-	-	-
Operating leases (i)	1,958,100	1,958,100			
Purchase obligations (ii)	386,210	-	386,210	-	-
Other long term obligations	-	-	-	-	-
Total contractual obligations	7,223,554	1,958,100	5,265,454		

(i) The terms and conditions under which the Company has title to its various mining tenements oblige it to meet tenement rentals and minimum levels of exploration expenditure as gazetted by the Department of Minerals and Energy of Western Australia, as well as local government rates and taxes.

The after five years component represents commitments of up to sixteen years in respect of mining licences which are granted for a period of twenty one years, but in common with prospecting licences and exploration licences may be relinquished or sold by the Company before the expiry of the full term of the Licence – thus removing the commitment.

The overall expenditure requirement tends to be limited in the normal course of the Company's tenement portfolio management through expenditure exemption approvals and expenditure reductions through relinquishment of parts of the whole of tenements deemed non prospective.

(ii) The Company is required to spend $450,000 on exploration expenditure under the Foley Well Farmin by July 2005 to earn its 70% interest. At June 30, 2004, the Company has spent $63,790 and has a remaining commitment of $386,210.

The Company can withdraw from the Foley Well Farmin as it has already met its minimum expenditure requirement. If it withdraws, the Company has no further expenditure obligations.

Contingent Liabilities

Cash deposits have been provided to the Department of Business, Industry and Resource Development of Northern Territory for the purpose of guaranteeing the Company's performance in accordance with Northern Territory mining laws.

The performance relates to the requirement that the Company adheres to the terms and conditions of its exploration licences, which inter alia may require site restoration. However, the Directors do not anticipate the Department of Business, Industry and Resource Development of Northern Territory will exercise these guarantees as the Company adheres to all terms and conditions of its licences.

	2004 $	2003 $
The following deposits have been provided to the Department of Business, Industry and Resource Development	5,000	5,000

Quarterly Information

Under Australian law and generally accepted accounting principles, the Company is not required to prepare and report quarterly financial information.

Related Party and Other Disclosures

We are one of five affiliated companies of which four are Australian public companies listed on Australian Stock Exchange. Each of the companies has some common Directors, officers and shareholders. In addition, each of the companies owns equity in and is substantially dependent upon AXIS for its senior management and certain mining and exploration staff. The Company owns 9.09% of the outstanding shares of AXIS. A number of arrangements and transactions have been entered into from time to time between such companies. It has been the intention of the affiliated companies and respective Boards of Directors that each of such arrangements or transactions should accommodate the respective interest of the relevant affiliated companies in a manner which is fair to all parties and equitable to the shareholders of each. Currently, there are no material arrangements or planned transactions between the Company and any of the other affiliated companies other than AXIS and arm's-length joint ventures with Regis Resources N.L. and Quantum Resources Limited.

AXIS is paid by each company for the costs incurred by it in carrying out the administration function for each such company. Pursuant to the Service Agreement between AXIS and the Company, AXIS performs functions such as payroll, maintaining employee records required by law and by usual accounting procedures, providing insurance, legal, human resources, company secretarial, land management, certain exploration and mining support, financial, accounting advice and services. AXIS procures items of equipment necessary in the conduct of the business of the Company. AXIS also provides for the Company various services, including but not limited to the making available of office supplies, office facilities and any other services as may be required from time to time by the Company as and when requested by the Company.

The Company is required to reimburse AXIS for any direct costs incurred by AXIS for the Company. The direct costs are those costs specifically identifiable to the Company's operations and time spent by AXIS staff managing the affairs of the Company in accordance with either pre-determined costs or based on allocation of time per timesheets. In addition, the Company is required to pay a proportion of AXIS's overhead cost, which is charged as a management fee by AXIS at the rate of $10,000 per month in respect of 2004 and $13,750 per month in respect of 2003, plus a service fee of not more than 15% of the direct and overhead costs. AXIS has not charged the 15% service fee to us. Amounts invoiced by AXIS are required to be paid by us. We are also not permitted to obtain from sources other than AXIS, and we are not permitted to perform or provide ourselves, the services contemplated by the Service Agreement, unless we first request AXIS to provide the service and AXIS fails to provide the service within one month.

The Service Agreement may be terminated by AXIS or us upon 60 days prior notice. If the Service Agreement is terminated by AXIS, we would be required to independently provide, or to seek an alternative source of providing, the services currently provided by AXIS. There can be no assurance that we could independently provide or find a third party to provide these services on a cost-effective basis or that any transition from receiving services under the Service Agreement will not have a material adverse effect on us. Our inability to provide such services or to find a third party to provide such services may have a material adverse effect on our operations.

In accordance with the Service Agreement, AXIS provides the Company with the services of our Managing Director, General Manager Corporate and Company Secretary, certain geological, accounting and clerical employees, as well as office facilities, equipment, administrative and clerical services. At June 30, 2001, the Company owed AXIS $162,782. During fiscal 2002, AXIS billed the Company $732,440 for direct costs and $220,000 as a management fee and $43,127 in interest on the unpaid loan account and we received $200,260 from AXIS being monies for the subscription for shares and options pursuant to a pro-rata rights issue by the Company. At June 30, 2002, the Company owed AXIS $938,327. During fiscal 2003, AXIS billed the Company $344,919 for direct costs, $165,000 as a management fee we received $184,205 from AXIS and $72,451 in interest on the unpaid loan account and we paid AXIS $993,386 and received a credit for the insurance refund of $250,211. At June 30, 2003, the Company owed AXIS $461,305. During fiscal 2004, AXIS billed the Company $808,213 for direct costs and $120,000 as a management fee and $38,596 in interest on the unpaid loan account, we received payments of $223,951 and paid AXIS $1,515,699. At June 30, 2004, the Company owed AXIS $136,566. AXIS charged interest at rates between 9.60% and 10.10% for fiscal 2002, 9.60% and 10.10% for fiscal 2003 and 10.10% and 10.60% for fiscal 2004.

Chevas Pty Ltd ("Chevas"), a company associated with our Chairman and Managing Director, Joseph Gutnick, has provided loan funds to enable the Company to continue its operations. At June 30, 2001, the Company had a liability to Chevas of $4,535,575. During the 2002 fiscal year, Chevas loaned a further $766,316, charged $412,023 in interest to the Company on the loan account and we repaid Chevas $2,367,799. At June 30 2002, the Company owed Chevas $3,346,115. During the 2003 fiscal year, Chevas loaned a further $1,709,278, charged $312,716 in interest to the Company on the loan account and we repaid Chevas $660,000. At June 30 2003, the Company owed Chevas $4,708,109. During the 2004 fiscal year, Chevas loaned a further $3,733,495, charged $159,470 in interest to the Company on the loan account and we repaid Chevas $8,400,000. Chevas assigned its loan to Wilzed during the year and this amounted to $201,076. At June 30 2004, the Company did not owe Chevas any amounts. Chevas charged interest to us on outstanding balances of the loan account at the ANZ Banking Group Limited reference rate for overdrafts over $100,000 plus 1%. In accordance with this formula, the actual interest rate charged during the 2003 fiscal year was 8.60% and during the 2004 fiscal year was 8.60% to 9.10%. Chevas' loan to the Company was unsecured.

Wilzed Pty Ltd ("Wilzed"), a company associated with our Chairman and Managing Director, Joseph Gutnick, has provided loan funds to enable the Company to continue its operations. During the 2004 fiscal year, Wilzed took an assignment of an amount of $201,076 owing by the Company to Chevas, loaned a further $401,016, charged $4,462 in interest to the Company on the loan account and the Company repaid Wilzed $53,951. At June 30, 2004, the Company owed Wilzed $552,603. Wilzed charged interest to the Company on outstanding balances of the loan account at the ANZ Banking Group Limited reference rate for overdrafts over $100,000 plus 1%. In accordance with this formula, the actual interest rate charged during the 2004 fiscal year was 9.10%. Wilzed's loan is unsecured.

Edensor Gold Pty Ltd ("Edensor Gold") , a company associated with our Chairman and Managing Director, Joseph Gutnick, provided loan funds during fiscal 2004 to enable the Company to continue its operations. During the 2004 fiscal year, Edensor Gold loaned $6,013,732, charged $176,524 in interest to the Company on the loan account and the Company repaid $2,000,180. At June 30, 2004, the Company owed Edensor Gold $4,190,075. Edensor Gold charged interest to us on outstanding balances of the loan account at the ANZ Banking Group Limited reference rate for overdrafts over $100,000 plus 1%. In accordance with this formula, the actual interest rate charged during the 2004 fiscal year was 8.50% to 9.10%.

Edensor Gold also provided geological consulting services to the Company on normal terms and conditions. During the 2003 fiscal year, Edensor Gold charged $149,693 and was paid for geological consulting services. During the 2004 fiscal year, Edensor Gold charged and was paid $125,991 for geological consulting services.

Mr M Solomon was a Non-Executive Director of the Company from March 4, 1999 to September 5, 2002. Mr Solomon is a partner of the law firm Gadens Lawyers who have provided legal services to the Company. At June 30, 2002 an amount of $18,419 was owing to Gadens and between July 1, 2002 and September 4, 2002, Gadens provided legal services to the value of $12,767.

Regis Resources N.L. ("Regis"), formerly Johnson's Well Mining N.L., were our joint venture partner in the Rand Project in the Northern Territory. The Company was the manager of the joint venture. At June 30, 2001, Regis owed the Company its share of exploration expenditure amounting to $356,308. During the 2002 fiscal year, the Company billed Regis $143,795 being Regis' share of exploration expenditure during the year and Regis paid the Company $447,010. At June 30, 2002, Regis owed the Company $53,093. During fiscal 2003, the parties agreed to terminate the joint venture and surrender the tenements. The Company billed Regis $37,641 for its share of exploration expenditure during the year and Regis paid the Company $90,734. At June 30, 2003 no monies were owed by Regis.

Potential Changes in Accounting Policies

Impact of Adopting AASB Equivalent to IASB Standards

The Company has commenced transitioning its accounting policies and financial reporting from current Australian Standards to Australian equivalents of International Financial Reporting Standards ("IFRS"). The Company has allocated internal resources to conduct impact assessments to isolate key areas that will be impacted by the transition to IFRS. As the Company has a 30 June year end, priority has been given to considering the preparation of an opening balance sheet in accordance with AASB equivalents to IFRS as at 1 July 2004. This will form the basis of accounting for Australian equivalents of IFRS in the future, and is required when the Company prepares its first fully IFRS compliant financial report for the year ended 30 June 2006. Set out below are the key areas where accounting policies will change and may have an impact on the financial report of the Company. At this stage the Company has not been able to reliably quantify the impacts on the financial report.

Impairment of Assets

Under the Australian equivalent to IAS 36 Impairment of Assets the recoverable amount of an asset is determined as the higher of net selling price and value in use. This will result in a change in the Company's current accounting policy which determines the recoverable amount of an asset on the basis of discounted cash flows. Under the new policy it is likely that impairment of assets will be recognized sooner and that the amount of write-downs will be greater. Reliable estimation of the future financial effects of this change in accounting policy is impracticable because the conditions under which impairment will be assessed are not yet known.

Income taxes

Under the Australian equivalent to IAS 12 *Income Taxes*, the Company will be required to use a balance sheet liability method which focuses on the tax effects of transactions and other events that affect amounts recognized in either the Statement of Financial Position or a tax-based balance sheet. Previously, the capital gains tax effects of asset revaluations were not recognized. It is not expected that there will be any further material impact as a result of adoption of this standard.

Exploration and Evaluation

The Australian equivalent of the IFRS standard AASB 6 - Exploration for and Evaluation of Mineral Resources was issued in December 2004. This standard is specific to exploration and evaluation assets and mandates the "area of interest" concept. It also requires companies that recognize exploration and evaluation assets to perform impairment tests on those assets when facts and circumstances suggest the carrying amount of the asset may be impaired. The impairment test is assessed at a cash generating unit or group of cash generating units level provided this is no larger than an area of interest.

The Company does not believe there will be any material effect on the Company's financial position as a result of the introduction of AASB 6.

Attachment A – Mineral Interests

	Balance Beginning July 1, 2003	2002/2003 Costs	Balance End June 30, 2003	Current Year Costs	Balance End June 30, 2004
Pinjin (Trouser legs) Farm In					
Salaries & Wages	156,782	7,752	164,534	116,493	281,027
Motor Vehicle & Equipment cost	23,095	157	23,252	8,781	32,034
Field Consumables	11,100	318	11,417	27,157	38,574
Travel & Accommodation, Miscellenous Expenses	54,667	256	54,923	15,455	70,379
Tenement Rents,Fees & Rates	85,540	32,397	117,938	44,887	162,824
Assaying	102,429	4,749	107,178	53,627	160,805
Drilling	561,198	13,631	574,829	612,419	1,187,248
Contractors incl geological & geophysical	110,030	13,152	123,182	106,810	229,992
Establishment Fee	160,764		160,764	-	160,764
Writedown	(61,457)	(21)	(61,478)	-	(61,478)
Total Pinjin (Trouser legs) Farm In	1,204,150	72,391	1,276,540	985,628	2,262,168
Foley Well Farm In					
Salaries & Wages	3,481	1,876	5,358	4,046	9,404
Motor Vehicle & Equipment cost	456	90	546	113	659
Field Consumables	566	141	708	62	769
Travel & Accommodation, Miscellenous Expenses	593	113	706	486	1,192
Tenement Rents,Fees & Rates	19,457	696	20,153	12,606	32,759
Assaying	7,434	18	7,452		7,452
Drilling	-				-
Contractors incl geological & geophysical	5,536	2,318	7,854	3,700	11,554
Establishment Fee	-				-
Writedown	-				-
Total Foley Well Farm In	37,524	5,253	42,777	21,013	63,790

	Balance Beginning July 1, 2003	2002/2003 Costs	Balance End June 30, 2003	Current Year Costs	Balance End June 30, 2004
Edjudina - Pinjin Farm In					
Salaries & Wages	156,214	18,764	174,978	54,250	229,228
Motor Vehicle & Equipment cost	16,418	542	16,960	3,668	20,627
Field Consumables	1,643	1,301	2,943	19,162	22,106
Travel & Accommodation, Miscellenous Expenses	27,387	711	28,099	3,554	31,653
Tenement Rents,Fees & Rates	65,213	35,155	100,368	116,753	217,121
Assaying	57,892	12,843	70,735	89,317	160,052
Drilling	19,972	53,280	73,251	261,673	334,925
Contractors incl geological & geophysical	58,434	52,812	111,246	161,738	272,985
Establishment Fee	15,200		15,200		15,200
Writedown	-	(110,050)	(110,050)		(110,050)
Total Edjudina - Pinjin Farm In	418,373	65,357	483,730	710,116	1,193,846
Mulgabbie Farm in					
Salaries & Wages	17,173	591	17,764		17,764
Motor Vehicle & Equipment cost	2,880		2,880		2,880
Field Consumables	3,176		3,176		3,176
Travel & Accommodation, Miscellenous Expenses	11,474		11,474		11,474
Tenement Rents, Fees & Rates	7,913		7,913		7,913
Assaying	12,478		12,478		12,478
Drilling	90,778		90,778		90,778
Contractors incl geological & geophysical	11,009	3	11,011		11,011
Establishment Fee	57,985		57,985		57,985
Writedown	(115,579)	(97,987)	(213,567)		(213,567)
Total Mulgabbie Farm In	99,286	(97,394)	1,892	-	1,892
Melita Farm Out					
Salaries & Wages	103,386	431	103,817	1,842	105,659
Motor Vehicle & Equipment cost	5,152		5,152		5,152
Field Consumables	348		348		348

	Balance Beginning July 1, 2003	2002/2003 Costs	Balance End June 30, 2003	Current Year Costs	Balance End June 30, 2004
Travel & Accommodation, Miscellenous Expenses	17,505		17,505		17,505
Tenement Rents,Fees & Rates	45,833	(4,595)	41,238	(582)	40,656
Assaying	1,251		1,251		1,251
Drilling	15,116		15,116		15,116
Contractors incl geological & geophysical	33,989	165	34,154	1,600	35,754
Establishment Fee	1,831		1,831		1,831
Writedown	(153,349)	(2,149)	(155,498)	(10,449)	(165,947)
Total Melita Farm Out	71,063	(6,148)	64,914	(7,589)	57,325
Carnage Farm Out					
Salaries & Wages	8,864	63	8,927		8,927
Motor Vehicle & Equipment cost	81		81		81
Field Consumables	-				-
Travel & Accommodation, Miscellenous Expenses	1,239		1,239		1,239
Tenement Rents,Fees & Rates	802		802		802
Assaying	-				-
Drilling	-				-
Contractors incl geological & geophysical	1,296		1,296		1,296
Establishment Fee	-				-
Writedown	(1,061)	(11,284)	(12,345)		(12,345)
Total Carnage Farm Out	11,221	(11,221)	-	-	-
Four Corners Farmout					
Salaries & Wages	43,936	80	44,017	199	44,215
Motor Vehicle & Equipment cost	10,517		10,517		10,517
Field Consumables	(594)		(594)		(594)
Travel & Accommodation, Miscellenous Expenses	8,447		8,447		8,447
Tenement Rents,Fees & Rates	19,409		19,409		19,409
Assaying	22,970		22,970		22,970
Drilling	239,335		239,335		239,335

	Balance Beginning July 1, 2003	2002/2003 Costs	Balance End June 30, 2003	Current Year Costs	Balance End June 30, 2004
Contractors incl geological & geophysical	29,430		29,430		29,430
Establishment Fee	-				-
Writedown	(352,370)		(352,370)		(352,370)
Total Four Corners Farmout	21,079	80	21,160	199	21,359
Braeside Tenement Purchase					
Salaries & Wages	8,401	10	8,412		8,412
Motor Vehicle & Equipment cost	284		284		284
Field Consumables	-				-
Travel & Accommodation, Miscellenous Expenses	17		17		17
Tenement Rents,Fees & Rates	68,635	1,572	70,207	88	70,295
Assaying	561		561		561
Drilling	-				-
Contractors incl geological & geophysical	6,883		6,883		6,883
Establishment Fee	-	(4,091)	(4,091)		(4,091)
Writedown	(16,006)	(66,267)	(82,273)	(88)	(82,361)
Total Braeside Tenement Purchase	68,776	(68,776)	-	-	-
Whiteheads Farmout					
Salaries & Wages	155,457	1,099	156,556	691	157,247
Motor Vehicle & Equipment cost	35,553		35,553		35,553
Field Consumables	15,686		15,686		15,686
Travel & Accommodation, Miscellenous Expenses	77,094	(551)	76,542		76,542
Tenement Rents,Fees & Rates	141,817	10,927	152,743	(8,003)	144,740
Assaying	82,278		82,278		82,278
Drilling	249,570		249,570		249,570
Contractors incl geological & geophysical	141,709	8,302	150,011	2,868	152,879
Establishment Fee	30,889	31,410	62,299		62,299
Writedown	(787,769)		(787,769)	(190,062)	(977,831)
Total Whiteheads Farmout	142,282	51,187	193,469	(194,507)	(1,038)

	Balance Beginning July 1, 2003	2002/2003 Costs	Balance End June 30, 2003	Current Year Costs	Balance End June 30, 2004
Kimberley Metals Farmout					
Salaries & Wages	216		216	331	547
Motor Vehicle & Equipment cost	-				-
Field Consumables	-				-
Travel & Accommodation, Miscellenous Expenses	213		213		213
Tenement Rents,Fees & Rates	1,291	419	1,710	803	2,513
Assaying	-				-
Drilling	-				-
Contractors incl geological & geophysical	58		58		58
Establishment Fee	-				-
Writedown	-				-
Total Kimberley Metals Farmout	1,778	419	2,197	1,134	3,331
Other 100% GNL					
Salaries & Wages	3,791,584	128,893	3,920,477	118,530	4,039,007
Motor Vehicle & Equipment cost	740,422	3,211	743,633	8,833	752,465
Field Consumables	483,025	2,861	485,886	25,430	511,316
Travel & Accommodation, Miscellenous Expenses	2,164,846	3,893	2,168,738	437,354	2,606,093
Tenement Rents,Fees & Rates	6,004,988	133,065	6,138,053	249,825	6,387,878
Assaying	1,511,049	5,995	1,517,045	94,837	1,611,881
Drilling	5,249,205	15,664	5,264,869	322,038	5,586,907
Contractors incl geological & geophysical	3,648,143	135,575	3,783,718	277,121	4,060,839
Establishment Fee	2,354,357	862	2,355,220	-	2,355,220
JV Recoveries	(1,057,270)	985,906	(71,364)	22,727	(48,636)
Writedown	(21,519,909)	(2,837,829)	(24,357,738)	(997,503)	(25,355,241)
Total Other 100% GNL	3,370,441	(1,421,904)	1,948,537	559,193	2,507,730
Total GNL	5,445,972	(1,410,756)	4,035,216	2,075,186	6,110,402

Great Gold Mines N.L.
Statement of Financial Performance for the Year Ended 30 June 2004

	Note	2004 $	2003 $	2002 $
Revenues from ordinary activities				
Revenues from ordinary activities	2	55,575	296,063	285,356
Total revenue		55,575	296,063	285,356
Expenses				
Cost from ordinary activities				
Exploration expenditure provided for or written off		(1,258,300)	(2,058,600)	(332,362)
Administration		(632,985)	(490,200)	(511,781)
Cost of non-current assets sold		-	(96,366)	(89,342)
Borrowing costs	3	(490,441)	(803,055)	(862,897)
Depreciation and amortisation		-	-	(15,532)
Receivables – Other Entity Written off		-	-	(7,230)
Decrease/(increase) in provision for diminution of investments		(17,181)	(874,764)	223,373
Total expenses		(2,398,907)	(4,322,985)	(1,595,771)
Operating loss before income tax		(2,343,332)	(4,026,922)	(1,310,415)
Income tax attributable	4	-	-	-
Net loss		(2,343,332)	(4,026,922)	(1,310,415)
Total changes in equity other than those resulting from transactions with owners as owners		(2,343,332)	(4,026,922)	(1,310,415)
		Cents	**Cents**	**Cents**
Basic earnings (loss) per share	5	(2.06)	(9.02)	(4.15)
Diluted earnings (loss) per share	5	(2.06)	(9.02)	(4.15)

The Statement of Financial Performance is to be read in conjunction with the attached notes to and forming part of the Financial Statements.

Great Gold Mines N.L.
Statement of Financial Position as at 30 June 2004

	Note	2004 $	2003 $
CURRENT ASSETS			
Cash assets	6	39,798	942,264
Receivables	8	68,120	25,038
TOTAL CURRENT ASSETS		107,918	967,302
NON-CURRENT ASSETS			
Exploration	7	6,110,402	4,035,217
Receivables	8	5,000	5,000
Investments accounted for using the equity method	9	-	-
Other financial assets	10	12,976	30,158
Other	11	119,776	-
TOTAL NON-CURRENT ASSETS		6,248,154	4,070,375
TOTAL ASSETS		6,356,072	5,037,677
CURRENT LIABILITIES			
Payables	12	1,186,938	369,283
Interest bearing liabilities	13	-	8,680,790
TOTAL CURRENT LIABILITIES		1,186,938	9,050,073
NON-CURRENT LIABILITIES			
Interest bearing liabilities	13	4,879,244	5,169,414
TOTAL NON-CURRENT LIABILITIES		4,879,244	5,169,414
TOTAL LIABILITIES		6,066,182	14,219,487
NET ASSETS (DEFICIENCY IN NET ASSETS)		289,890	(9,181,810)
EQUITY			
Contributed equity	14	42,182,502	30,367,470
Reserves	15	684,784	4,204,003
Accumulated losses	16	(42,577,396)	(43,753,283)
TOTAL EQUITY (DEFICIENCY IN EQUITY)	17	289,890	(9,181,810)

The Statement of Financial Position is to be read in conjunction with the attached notes to and forming part of the Financial Statements.

Great Gold Mines N.L.
Statement of Cash Flows for the Year Ended 30 June 2004

	Note	2004 $	2003 $	2002 $
CASH FLOWS FROM OPERATING ACTIVITIES				
Payments in the course of operations		(615,512)	(142,367)	(114,624)
Interest received		9,858	907	2,171
Sundry income		-	-	30,589
Borrowing costs paid		(205,816)	(435,642)	(394,434)
NET CASH USED IN OPERATING ACTIVITIES	19	(811,470)	(577,102)	(476,298)
CASH FLOWS FROM INVESTING ACTIVITIES				
Payments for exploration expenditure		(2,469,961)	(493,936)	(559,244)
Recovery from joint venture partner		-	3,249	542,843
Proceeds on disposal of plant		10,400	33,500	17,463
Proceeds from disposal of tenement		-	4,500	61,000
Proceeds on disposal of investments		-	-	4,501
NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES		(2,459,561)	(452,687)	66,563
CASH FLOWS FROM FINANCING ACTIVITIES				
Net proceeds from issue of shares and options		11,624,191	1,015,726	123,566
Proceeds from borrowings		10,432,965	1,755,499	1,116,348
Repayment of borrowings		(19,688,591)	(838,029)	(874,462)
NET CASH PROVIDED BY FINANCING ACTIVITIES		2,368,565	1,933,196	365,452
Net increase (decrease) in cash held		(902,466)	903,407	(44,283)
Cash at the beginning of the financial year		942,264	38,857	83,140
CASH AT THE END OF THE FINANCIAL YEAR	6	39,798	942,264	38,857

The Statement of Cash Flows is to be read in conjunction with the attached notes to and forming part of the Financial Statements.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The significant policies which have been adapted in the preparation of this financial report are:

(i) Basis of Preparation

The financial report is a general purpose financial report and has been prepared in accordance with applicable Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Consensus Views and the Corporations Act 2001. The financial report has been prepared on the historical cost basis and except where stated, does not take into account changing money values or fair valuations of non-current assets. The Company has prepared the financial statements on a going concern basis notwithstanding a working capital deficiency and deficiency in net assets at 30 June 2004. The reasons for this approach are detailed in Note 26. Except where stated, the accounting policies are consistent with those of the previous year.

(ii) The following Accounting Policies have been adopted in preparing and presenting the Financial Report

Revenue Recognition

Interest Income

Interest income is recognised as it accrues.

Assets Sales

The gross proceeds of asset sales are included as revenue of the Company. The profit or loss on disposal of assets is brought to account at the date an unconditional contract of sale is signed.

Net gain or loss on disposal is calculated as the difference between the carrying amount of the asset at the time of disposal and the net proceeds on disposal.

Other Revenue

Revenue recognition policies for other financial assets are described in the relevant Accounting Policy Note.

Borrowing Costs

Borrowing costs include interest and lease finance charges. Borrowing costs are expensed as incurred.

Foreign Currency Translation

Foreign currency transactions are translated to Australian currency at the rates of exchange ruling at the dates of the transactions. Amounts receivable and payable in foreign currencies at balance date are translated at the rates of exchange ruling on that date. Exchange differences relating to amounts payable and receivable in foreign currencies are brought to account as exchange gains or losses in the Statements of Financial Position in the financial year in which the exchange rates change.

Non-current Assets

The carrying amounts of non-current assets, other than exploration expenditure carried forward are reviewed to determine whether they are in excess of their recoverable amounts at balance date. If the carrying amount of a non-current asset exceeds its recoverable amount, the asset is written

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd.)

down to the lower amount. In assessing recoverable amounts of non-current assets the relevant cash flows have not been discounted to their present value.

Classification of Assets and Liabilities

Assets and liabilities are classified as current and non-current. Current assets are cash or other assets that would in the ordinary course of business be consumed or converted into cash within twelve months. Current liabilities are liabilities that would in the ordinary course of business be due and payable within twelve months.

Taxes

Income Tax

Income tax has been brought to account using the liability method of tax effect accounting whereby income tax expense/benefit for the period is calculated on the accounting result after adjusting for items which, as a result of their treatment under income tax legislation, create permanent differences between that result and the taxable result. The tax effect of timing differences which arise from the recognition in the accounts of items of revenue and expenses in periods different from those in which they are assessable or allowable for income tax purposes are represented as "Future income tax benefits" or "Provisions for deferred income tax" at current tax rates.

Future income tax benefits are only carried forward as assets where realisation of the benefits can be regarded as being virtually certain.

The ultimate realisation of these benefits will depend upon:

(a) the ability of the Company to derive future assessable income and capital profits of the nature and of sufficient amount to enable the benefits to be realised;

(b) the ability of the Company to comply with the conditions for deductibility imposed by law; and

(c) an expectation that legislation will not change in a manner which would adversely affect the ability of the Company to realise the benefits.

Good and Services Tax (GST)

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

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

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the Statement of Financial Position.

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

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

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd.)

Employee Share Option Plan

The Company has granted options to certain persons under an employee share option plan. Further information is set out in Note 28. The receivable and the option reserve have not been recognised as the probability that the economic benefits embodied in the asset will eventuate, cannot be reliably determined due to the terms of the Option Plan. These amounts will be recognised when options are exercised. Other than the costs incurred in administering the scheme which are expensed as incurred, the scheme does not result in any expense to the Company.

Joint Venture Operations

The Company's interest in an unincorporated joint venture is brought to account by including its interest in the following amounts in the appropriate categories in the Statement of Financial Position and Statement of Financial Performance:

- each of the individual assets employed in the joint venture;
- liabilities incurred by the Company in relation to the joint venture and the liabilities for which it is jointly and/or severally liable; and
- expenses incurred in relation to the joint venture.

Receivables

Trade receivables are recognised and carried at original invoice amount less a provision for any uncollectible debts. Bad debts are written-off as incurred.

Other Financial Assets

Other Companies

Investments have been valued at the lower of cost and net realisable value as determined in respect of each security holding. Dividend revenue is recognised in the Statement of Financial Performance when received.

Associated Companies

An associated company is one in which the Company has the capacity to exercise significant influence. Investments in associated companies are accounted for using the equity method. Information determined in accordance with the principles of the equity method of accounting is disclosed for the investment in the associated company in Note 27.

Payables

Liabilities are recognised for amounts to be paid in the future for goods or services received, whether or not billed to the Company. The amounts are incurred and paid within the normal payment terms.

Interest-Bearing Liabilities

All loans are measured at the principal amount. Interest is recognised as an expense as it accrues.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd.)

Exploration

Exploration expenditure is capitalised for each separate area of interest where rights to tenure are current and:

(a) such costs are expected to be recovered through successful development and exploitation or by sale; or

(b) where activities in the area of interest have not yet reached a stage which permits reasonable assessment of the existence or otherwise of economically recoverable reserves and active and significant operations in relation to the area are continuing.

Ultimate recoupment of exploration expenditure carried forward is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas.

Each area of interest is reviewed at the end of each accounting period to determine whether costs should continue to be carried forward in respect of that area of interest. Where it is determined that an area of interest has no commercial value and is to be abandoned, the net balance of costs carried forward is written off. As a matter of prudence, where appropriate, a provision is made against the remaining expenditure, to recognise the inherent uncertainty of successful development of current areas of interest.

Restoration Expenditure

No material future restoration liabilities are anticipated in relation to the Company's normal exploration program.

(iii) Comparative Figures

Where necessary comparative figures have been restated to be consistent with current year presentation.

	Note	2004 $	2003 $
2. REVENUE			
From operating activities			
Interest		9,881	906
Insurance refund		-	250,211
Sundry revenue		27,694	400
From outside operating activities			
Gross proceeds from sale of non-current assets		18,000	44,546
		55,575	296,063

	Note	2004 $	2003 $
3. LOSS FROM ORDINARY ACTIVITIES			
The loss from ordinary activities has been determined after charging:			
Borrowing costs			
Related Parties	24	340,455	312,716
Other Entity	24	38,596	72,451
Other		111,390	417,888
		490,441	803,055
Net gain/(loss) on disposal of non-current assets			
Property, plant and equipment		-	16,955
Mineral exploration tenements		18,000	(68,776)
		18,000	(51,821)
Auditors' remuneration			
Audit services		22,900	17,500
Other services		-	-

4. TAXATION

(a) Income tax expense

	2004 $	2003 $
Prima facie income tax benefit calculated at 30% on the loss from ordinary activities	703,000	1,208,077
Decrease in income tax benefit due to:		
Future income tax benefit not recognised	(689,926)	(943,986)
Diminution of investment	(5,154)	(262,429)
Other sundry items	(7,920)	(1,662)
Income tax expense on loss from ordinary activities	-	-

(b) Future income tax benefit not recognised

The future income tax benefit in respect of tax losses of the Company for the year has not been recognised as an asset in the financial statements as the realisation of the benefit is not virtually certain.

Future income tax benefit has been calculated at 30%.

The potential future income tax benefit not recognised is as follows:

	2004 $	2003 $
Revenue losses	42,346,027	41,656,101
Capital losses	251,695	251,695

	Note	2004 $	2003 $
5. EARNINGS PER SHARE			
Weighted average number of ordinary shares on issue used in the calculation of basic earnings (loss) per share		113,540,468	44,650,181
Weighted average number of potential ordinary shares used in the calculation of diluted earnings (loss) per share		113,540,468	44,650,181
		$	$
Operating loss after tax used in calculation of earnings per share		(2,343,332)	(4,026,922)

In accordance with paragraph 12.1 of AASB 1027 "Earnings per Share", there are no potential ordinary shares considered to be dilutive for 2004.

Options that would be included in the determination of diluted earnings per share when applicable are 13,716,713 options at an exercise price of $1.25, 13,569,422 options at an exercise price of 20 cents and 88,710,000 options at an exercise price of 10 cents

Options that would be included in the determination of diluted earnings per share when applicable are 280,000 options issued under the employee share option plan.

		2004	2003
6. CASH ASSETS			
Cash at bank		39,798	942,264
7. EXPLORATION			
Areas in the exploration phase At cost		6,110,402	4,035,217

	Note	2004 $	2003 $
8. RECEIVABLES			
CURRENT			
Non-trade receivables			
Other		68,120	25,038
NON-CURRENT			
Deposits in respect of mineral exploration guarantees		5,000	5,000
9. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD			
Former associated company	27	-	-
10. OTHER FINANCIAL ASSETS			
NON-CURRENT			
Listed shares at cost			
Other Entity		1,773,562	1,773,562
Less provision for diminution in value		(1,760,586)	(1,743,404)
		12,976	30,158
Other		49,504	49,504
Less provision for diminution in value		(49,504)	(49,504)
		-	-
Unlisted			
Other Entity	24	1	1
Less provision for diminution in value		(1)	(1)
		-	-
		12,976	30,158

Great Gold Mines N.L.
Notes to and forming part of the Financial Statements
for the Year Ended 30 June 2004

	Note	2004 $	2003 $
11. OTHER NON-CURRENT ASSETS			
Prepayments		119,776	-
12. PAYABLES			
Trade creditors and accruals		1,186,938	369,283
13. INTEREST BEARING LIABILITIES			
CURRENT			
Unsecured borrowings			
Other		-	8,680,790
NON-CURRENT			
Unsecured borrowings			
Related Party	24	4,742,678	4,708,109
Other Entity	24	136,566	461,305
		4,879,244	5,169,414
14. CONTRIBUTED EQUITY			
Issued and paid up capital 174,309,586 shares (2003: 55,757,586)		42,182,502	30,367,470
Movement in ordinary share capital:			
Balance at the beginning of the financial year		30,367,470	28,681,744
Shares issued:			
43,950,000 pursuant to share placement (2003: 10,860,000)		4,645,000	1,086,000
Less transaction costs		(287,102)	(70,096)
54,000,000 to settle an outstanding liability (2003: 3,300,000)		5,400,000	660,000
Less transaction costs		(62,366)	-
20,102,000 (2003: 1,000) shares issued on the exercise of options		2,010,400	200
500,000 shares issued to settle tenement dispute		110,000	-
Less transaction costs		(900)	-
2003: 160,000 shares issued under joint venture obligation		-	10,000
9,271,122 pursuant to 2002 prospectus		-	-
Less transaction costs		-	(378)
Balance at the end of the financial year		42,182,502	30,367,470

14. CONTRIBUTED EQUITY (Cont'd)

Terms and Conditions of Contribution Equity

Ordinary Shares:
Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders meetings. In the event of winding up of the Company ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any proceeds of liquidation.

Options:
13,716,713 options are on issue at an exercise price of $1.25 which, if exercised, will entitle the option holders to 1 fully paid share in the Company for each option. Options not exercised by 22 September 2010 will lapse.

13,569,422 options are on issue at an exercise price of $0.20 per option which, if exercised, will entitle the optionholders to 1 fully paid share in the company for each option. Options not exercised by 30 April 2012 will lapse.

88,710,000 options are on issue at an exercise price of $0.10 per option which if exercised, will entitle the optionholders to 1 fully paid share in the Company for each option. Options not exercised by 28 February 2013 will lapse.

280,000 employee options are on issue at an exercise price of $1.875 per option. Refer Note 30 for details.

15. RESERVES

	Note	2004 $	2003 $
Capital reserve		-	3,519,219
Option premium		684,784	684,784
		684,784	4,204,003
Nature and purpose of reserve			
Capital			
Share of equity accounted associate's capital reserve			
Movement in capital reserve			
Balance at the beginning of the financial year		3,519,219	3,519,219
Transfer to accumulated losses on discontinuation of equity accounting of former associate		(3,519,219)	-
		-	3,519,219
Nature and purpose of reserve			
Option premium			
Amounts contributed for the future right to acquire shares at a pre-determined price			
Movement in option premium reserve			
Balance at the beginning of the financial year		684,784	15,057,185
Options lapsed		-	(14,372,401)
		684,784	684,784

	Note	2004 $	2003 $
16. ACCUMULATED LOSSES			
Accumulated losses at the beginning of the year		(43,753,283)	(54,098,762)
Transfer from option premium reserve - options lapsed		-	14,372,401
Transfer from reserves on discontinuation of equity accounting of former associate		3,519,219	-
Net loss for the year		(2,343,332)	(4,026,922)
Accumulated losses at the end of the year		(42,577,396)	(43,753,283)
17. TOTAL EQUITY RECONCILIATION			
Total equity at the beginning of the year		(9,181,810)	(6,840,614)
Total changes in equity recognised in Statement of Financial Performance		(2,343,332)	(4,026,922)
Transactions with owners as owners:			
Contributions of equity		11,815,032	1,685,726
Total equity at the end of the year		289,890	(9,181,810)

18. ADDITIONAL FINANCIAL INSTRUMENTS DISCLOSURE

(a) Interest rate risk exposures

The Company's exposure to interest rate risk and the effective weighted average interest rate for classes of financial assets and financial liabilities is set out below:

				Fixed interest maturing in:				
2004	**Note**	**Weighted average interest Rate**	**Floating interest rate $**	**1 year or less $**	**Over 1 to 5 years $**	**More than 5 years $**	**Non-interest Bearing $**	**Total $**
Financial assets								
Cash assets	6	3.30%	39,798	-	-	-	-	39,798
Receivables	8	-	-	-	-	-	73,120	73,120
Other financial assets	9,10	-	-	-	-	-	12,976	12,976
Other	11	-	-	-	-	-	119,776	119,776
Total			39,798	-	-	-	205,872	245,670
Financial liabilities								
Interest bearing liabilities(i)	13	9.14%	4,879,244	-	-	-	-	4,879,244
Payables	12	-	-	-	-	-	1,186,938	1,186,938
Total			4,879,244	-	-	-	1,186,938	6,066,182

18. ADDITIONAL FINANCIAL INSTRUMENTS DISCLOSURE (Cont'd)

2003	Note	Weighted average interest Rate	Floating interest rate $	Fixed interest maturing in: 1 year or less $	Over 1 to 5 years $	More than 5 years $	Non-interest Bearing $	Total $
Financial assets								
Cash assets	6	0.10%	942,264	-	-	-	-	942,264
Receivables	8	-	-	-	-	-	30,038	30,038
Other financial assets	9,10	-	-	-	-	-	30,158	30,158
Total			942,264	-	-	-	60,196	1,002,460
Financial liabilities								
Interest bearing liabilities(i)	13	6.28%	13,850,204	-	-	-	-	13,850,204
Payables	12	-	-	-	-	-	369,283	369,283
Total			13,850,204	-	-	-	369,283	14,219,487

(i) Interest bearing liabilities

Edensor Gold Pty Ltd, a Director Related Entity charges interest at the "Reference Rate" of the ANZ Banking Group Ltd. The actual rate for 2004 was 8.5% to 9.10%. The loan is repayable at seven days notice at any time after 30th September 2005.

Wilzed Pty Ltd, a Director Related Entity, charges interest at the "Reference rate" of the ANZ Banking Group Limited. The actual rate for 2004 was 9.10%. The loan is repayable at seven days notice at any time after 30 September 2005. Refer Note 25.

AXIS Consultants charges interest which is based on the National Australia Bank business base rate plus a margin. The actual rate charged during 2004 was 10.10% to 10.60% (2003: 10.10%). The amount is repayable at seven days notice at any time after 30 September 2005.

Chevas Pty Ltd (Chevas), a Director Related Entity charges interest at the reference rate of the ANZ Banking Group Limited. The actual interest rate for 2003 was 8.60%. During the 2004 year Chevas assigned the loan to Wilzed Pty Ltd.

(b) *Foreign Exchange Risk*

At 30 June 2004 there were no material foreign exchange risks.

(c) *Credit Risk Exposures*

Credit risk represents the loss that would be recognised if counterparties failed to perform as contracted.

The credit risk on financial assets, excluding investments of the Company, which have been recognised on the Statement of Financial Position, is the carrying amount, net of any provision for doubtful debts. The Company is not materially exposed to any individual overseas country or individual customer.

18. ADDITIONAL FINANCIAL INSTRUMENTS DISCLOSURE (Cont'd.)

(d) Net fair values of financial assets and liabilities

Valuation approach

Net fair values of financial assets and liabilities are determined by the Company on the following basis:

Cash, cash equivalents and short-term investments: The carrying amount approximates fair value because of their short-term to maturity.

Receivables and payables: The carrying amount approximates fair value.

Short-term borrowings: The carrying amount approximates fair value because of their short-term to maturity.

Long-term loans receivable: The fair value of long-term loans receivable are estimated using discounted cash flow analysis, based on current incremental lending rates for similar types of lending arrangements.

Long-term borrowings: The fair values of long-term borrowings are estimated using discounted cash flow analysis, based on current incremental borrowing rates for similar types of borrowing arrangements.

Non-current investments/securities: For financial instruments traded in organised financial markets, fair value is the current quoted market bid price for an asset or offer price for a liability, adjusted for transaction costs necessary to realise the asset or settle the liability. For investments where there is no quoted market price, a reasonable estimate of the fair value is determined by reference to the current market value of another instrument which is substantially the same or is calculated based on the expected cash flows or the underlying net asset base of the investment/security.

18. ADDITIONAL FINANCIAL INSTRUMENTS DISCLOSURE (Cont'd.)

The carrying amounts and net fair values of financial assets and liabilities as at the reporting date are as follows:

	Note	2004 Carrying Amount $	2004 Net fair Value $
Recognised financial instruments			
Financial assets			
Cash assets	6	39,798	39,798
Receivables	8	73,120	73,120
Other financial assets:			
Securities in other corporations – listed	10	12,976	12,976
Shares in former associates	9	-	-
Other	11	119,776	119,776
Financial liabilities			
Payables	12	1,186,938	1,186,938
Interest bearing liabilities	13	4,879,244	4,879,244

18. ADDITIONAL FINANCIAL INSTRUMENTS DISCLOSURES (Cont'd.)

	Note	2003 Carrying Amount $	2003 Net fair Value $
Recognised financial instruments			
Financial assets			
Cash assets	6	942,264	942,264
Receivables	8	30,038	30,038
Other financial assets:			
Securities in other corporations – listed	10	30,158	30,158
Shares in former associates	9	-	784,705
Financial liabilities			
Payables	12	369,283	369,283
Interest bearing liabilities	13	13,850,204	13,850,204

19. STATEMENT OF CASH FLOWS

(a) *Reconciliation of loss from ordinary activities after income tax to net cash used in operating activities*

	2004 $	2003 $
Loss from ordinary activities after income tax	(2,343,332)	(4,026,922)
Add non-cash items:		
Loss (Profit) on disposal of non-current assets	(18,000)	51,821
Borrowing costs payable	284,625	367,413
Increase/(decrease) in provision for diminution of investments	17,181	874,764
Depreciation/asset write downs		-
Exploration expenditure written off	1,258,300	2,039,414
Net cash used in operating activities before change in assets and liabilities	(801,226)	(693,510)
Change in assets and liabilities:		
(Increase)/decrease in receivables	(162,858)	42,120
(Decrease)/increase in trade creditors and accruals	152,614	74,288
Net cash used in operating activities	(811,470)	(577,102)

19. STATEMENT OF CASH FLOWS (Cont'd)

(b) Non-cash financing and investing activities

During the year the Company issued shares and options to the value of $5,400,000 to settle an outstanding liability and shares to the value of $110,000 to settle a tenement dispute.

Proceeds from borrowings does not include interest of $111,390 (2003 $417,734) that was capitalised into borrowings for the year.

(c) Reconciliation of cash

For the purpose of the Statement of Cash Flows, cash includes cash on hand and in banks.

(d) Financing facilities

Wilzed Pty Ltd, a Director Related Entity, as detailed in Note 24 continued to provide finance to the Company. Mr JI Gutnick has advised that he believes he should have access to sufficient funds to be in a position to continue to assist the Company meet its commitments.

In May 2004, the Company entered into a $5 million equity line of credit facility with a US Based Investment Fund. The Company may at its discretion issue shares to the Fund at any time over the next 36 months, up to a total of $5 million. The Company may drawdown up to $75,000 in any five day period.

20. COMMITMENTS

(a) Exploration

The Company has to perform minimum exploration work and expend minimum amounts of money on its tenements. The overall expenditure requirement tends to be limited in the normal course of the Company's tenement portfolio management through expenditure exemption approvals and expenditure reductions through relinquishment of parts or the whole of tenements deemed non prospective. Should the Company wish to preserve interests in its current tenements the amount which may be required to be expended is as follows:

	2004 $	2003 $
Not later than one year	1,958,100	2,289,594
Later than one year but not later than five years	7,832,400	9,158,376
Later than five years but not later than twenty one years	31,329,600	36,633,504
	41,120,100	48,081,474

20. COMMITMENTS (Cont'd)

The terms and conditions under which the Company has title to its various mining tenements oblige it to meet tenement rentals and minimum levels of exploration expenditure as gazetted by the Department of Minerals and Energy of Western Australia, as well as Local Government rates and taxes.

The "Later than five years but not later than twenty one years" component represents commitments of up to sixteen years in respect of Mining Licences which are granted for a period of twenty one years, but in common with Prospecting Licences and Exploration Licences may be relinquished or sold by the Company before the expiry of the full term of the Licence.

(b) *Farm-In contracts*

The Company is required to spend certain amounts on exploration expenditure and in certain cases make other cash payments to partners to earn interests under farm-in contracts.

	2004 **$**	**2003** **$**
At balance date the amount which may be required to be expended is as follows:		
Not later than one year	-	-
Later than one year but not later than five years	450,000	400,000
Later than five years	-	1,750,000
	450,000	2,150,000

The Company can withdraw from these commitments following the expenditure of a minimum amount on exploration currently estimated at $nil (2003 $nil).

21. CONTINGENT LIABILITIES

Cash deposits have been provided to the Department of Business, Industry and Resource Development of Northern Territory for the purpose of guaranteeing the Company's performance in accordance with Northern Territory mining laws.

The performance relates to the requirement that the Company adheres to the terms and conditions of its exploration licences, which inter alia may require site restoration. However, the Directors do not anticipate the Department of Business, Industry and Resource Development of Northern Territory will exercise these guarantees as the Company adheres to all terms and conditions of its licences.

21. CONTINGENT LIABILITIES (Cont'd)

	2004 $	2003 $
The following deposits have been provided to the Department of Business, Industry and Resource Development	5,000	5,000

22. SEGMENT INFORMATION

The principal activity of the Company is mineral exploration within Australia.

23. DIRECTORS AND EXECUTIVE DISCLOSURE

The names of the Directors and Specified Executives in office during the year are as follows:-

Directors

J I Gutnick – Chairman and Managing Director
D S Tyrwhitt – Non Executive Director
M Z Gutnick – Non Executive Director

Specified Officers

P J Lee – General Manager Corporate & Company Secretary
C Taylor – Exploration Manager (appointed March 2004)
D Prentice – General Manager Operations (resigned March 2004)

Remuneration	2004 $	2003 $
J I Gutnick		
Primary benefits		
Cash salary	76,000	-
Cash profit sharing and other bonuses	-	-
Non-monetary benefits	3,313	25,674
	79,313	25,674

23. DIRECTORS AND EXECUTIVE DISCLOSURE (Cont'd)

	2004 $	2003 $
Post employment benefits		
Superannuation	13,171	2,879
Prescribed benefits	-	-
Other post employment benefits	-	-
	13,171	2,879
Equity Compensation – value of options	-	29,260
Other compensation benefits	-	-
Total	92,484	57,813

D S Tyrwhitt

	2004 $	2003 $
Primary benefits		
Cash salary/Directors fees	15,000	15,000
Cash profit sharing and other bonuses	-	-
Non-monetary benefits	-	-
	15,000	15,000
Post employment benefits		
Superannuation	1,402	1,350
Prescribed benefits	-	-
Other post employment benefits	-	-
	1,402	1,350
Equity Compensation	-	-
Other compensation benefits	-	-
Total	16,402	16,350

M Z Gutnick

	2004 $	2003 $
Primary benefits		
Cash salary/Directors fees	15,000	-
Cash profit sharing and other bonuses	-	-
Non-monetary benefits		
	15,000	-
Post employment benefits		
Superannuation	1,483	-
Prescribed benefits	-	-
Other post employment benefits	-	-
	1,483	-
Equity Compensation	-	-
Other compensation benefits	-	-
Total	16,483	-

23. DIRECTORS AND EXECUTIVE DISCLOSURE (Cont'd)

	2004 $	2003 $
P L Ehrlich		
Primary benefits		
Cash salary/Directors fees	-	10,000
Cash profit sharing and other bonuses	-	-
Non-monetary benefits		177
	-	10,177
Post employment benefits		
Superannuation	-	1,027
Prescribed benefits	-	-
Other post employment benefits	-	-
	-	1,027
Equity Compensation	-	-
Other compensation benefits	-	-
Total	-	11,204
M N Solomon		
Primary benefits		
Cash salary/Directors fees	-	2,743
Cash profit sharing and other bonuses	-	-
Non-monetary benefits		
	-	2,743
Post employment benefits		
Superannuation	-	247
Prescribed benefits	-	-
Other post employment benefits	-	-
	-	247
Equity Compensation	-	-
Other compensation benefits	-	-
Total	-	2,990
Aggregate for Specified Directors		
Primary benefits		
Cash salary/Directors fees	106,000	27,743
Cash profit sharing and other bonuses	-	-
Non-monetary benefits	3,313	25,851
	109,313	53,594

23. DIRECTORS AND EXECUTIVE DISCLOSURE (Cont'd)

	2004 $	2003 $
Post employment benefits		
Superannuation	16,056	5,503
Prescribed benefits	-	-
Other post employment benefits	-	-
	16,056	5,503
Equity Compensation – value of options	-	29,620
Other compensation benefits	-	-
Total	125,369	88,717
P J Lee		
Primary benefits		
Cash salary	46,001	31,593
Cash profit sharing and other bonuses	-	-
Non-monetary benefits	8,171	6,110
	54,172	37,703
Post employment benefits		
Superannuation	9,481	5,925
Prescribed benefits	-	-
Other post employment benefits	-	-
	9,481	5,925
Equity Compensation – value of options	-	10,241
Other compensation benefits	-	-
Total	63,653	53,869
C D Taylor		
Primary benefits		
Cash salary	43,334	-
Cash profit sharing and other bonuses	-	-
Non-monetary benefits	-	-
	43,334	-
Post employment benefits		
Superannuation	4,290	-
Prescribed benefits	-	-
Other post employment benefits	-	-
	4,290	-
Equity Compensation	-	-
Other compensation benefits	-	-
Total	47,624	-

23. DIRECTORS AND EXECUTIVE DISCLOSURE (Cont'd)

	2004 $	2003 $
D Prentice		
Primary benefits		
Cash salary	24,059	30,897
Cash profit sharing and other bonuses	-	-
Non-monetary benefits	4,306	3,810
	28,365	34,707
Post employment benefits		
Superannuation	2,359	2,781
Prescribed benefits	-	-
Other post employment benefits	-	-
	2,359	2,781
Equity Compensation – value of options	-	5,852
Other compensation benefits	-	-
Total	30,724	43,340
Aggregate for Specified Executives		
Primary benefits		
Cash salary	113,394	62,490
Cash profit sharing and other bonuses	-	-
Non-monetary benefits	12,477	9,920
	125,871	72,410
Post employment benefits		
Superannuation	16,130	8,706
Prescribed benefits	-	-
Other post employment benefits	-	-
	16,130	8,706
Equity Compensation – value of options	-	16,093
Other compensation benefits	-	-
Total	142,001	97,209
Aggregated for Specified Directors and Executives		
Primary benefits		
Cash salary/Directors fees	219,394	90,233
Cash profit sharing and other bonuses	-	-
Non-monetary benefits	15,790	35,771

	235,184	126,004

23. DIRECTORS AND EXECUTIVE DISCLOSURE (Cont'd)

	2004 $	2003 $
Post employment benefits		
Superannuation	32,186	14,209
Prescribed benefits	-	-
Other post employment benefits	-	-
	32,186	14,209
Equity Compensation – value of options	-	45,713
Other compensation benefits	-	-
Total	267,370	185,926

The specified Directors and specified Officers of the Company are paid by AXIS Consultants Pty Ltd in the form of either salaries and/or directors fees. In respect to Mr J I Gutnick, Dr D S Tyrwhitt and Mr M Z Gutnick, the salary and/or directors fees are billed to the Company by AXIS Consultants based on pre-agreed amounts.

In respect to the specified Executives, they are also paid by AXIS Consultants Pty Ltd and billed to the Company based on time spent by the specified Executive on the Company's affairs.

The Remuneration Committee is responsible for determining and reviewing compensation arrangements for the Directors, Managing Director and senior management. The Remuneration Committee assesses the nature and amount of emoluments of such officers on a periodic basis by reference to relevant market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of high quality Board and executive team. Such officers are given the opportunity to receive their emolument in a variety of forms including cash and fringe benefits. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue cost.

Equity Holdings and Transactions

J I Gutnick

	Ordinary Shares Number	Options 22/9/2010 Number	Options 30/4/2012 Number	Options 28/2/2013 Number	Options 24/3/2010 Number
At start of reporting period	19,209,626	11,369,301	8,513,995	-	200,000
Granted as Remuneration	-	-	-	-	-
Received on exercise of options or rights	54,000,000	-	-	-	-
Exercised	-	-	-	-	-
Resulting from other changes	3,150,840	-	-	34,000,000	-

At close of reporting period	76,360,466	11,369,301	8,513,995	34,000,000	200,000
Vested at reporting date	-	-	-	-	-

23. DIRECTORS AND EXECUTIVE DISCLOSURE (Cont'd)

	Ordinary Shares Number	Options 22/9/2010 Number	Options 30/4/2012 Number	Options 28/2/2013 Number	Options 24/3/2010 Number
Vested and exercisable at reporting date	-	11,369,301	8,513,995	34,000,000	-
Vested and unexercisable at reporting date	-	-	-	-	200,000
Held nominally at reporting date	-	-	-	-	-
D S Tyrwhitt					
At start of reporting period	-	-	-	-	-
Granted as Remuneration	-	-	-	-	-
Received on exercise of options or rights	-	-	-	-	-
Exercised	-	-	-	-	-
Resulting from other changes	-	-	-	-	-
At close of reporting period	-	-	-	-	-
Vested at reporting date	-	-	-	-	-
Vested and exercisable at reporting date	-	-	-	-	-
Vested and unexercisable at reporting date	-	-	-	-	-
Held nominally at reporting date	-	-	-	-	-
M Z Gutnick					
At start of reporting period	20,549,941	11,369,301	8,513,995	-	200,000
Granted as Remuneration	-	-	-	-	-
Received on exercise of options or rights	54,000,000	-	-	-	-
Exercised	-	-	-	-	-
Resulting from other changes	1,804,925	-	-	34,000,000	-
At close of reporting period	76,354,866	11,369,301	8,513,995	34,000,000	200,000
Vested at reporting date	-	-	-	-	-
Vested and exercisable at reporting date	-	11,369,301	8,513,995	34,000,000	-
Vested and unexercisable at reporting date	-	-	-	-	200,000

Held nominally at reporting date	-	-	-	-	-

23. DIRECTORS AND EXECUTIVE DISCLOSURE (Cont'd)

	Ordinary Shares Number	Options 22/9/2010 Number	Options 30/4/2012 Number	Options 28/2/2013 Number	Options 24/3/2010 Number
P J Lee					
At start of reporting period	-	-	-	-	70,000
Granted as Remuneration	-	-	-	-	-
Received on exercise of options or rights	-	-	-	-	-
Exercised	-	-	-	-	-
Resulting from other changes	-	-	-	-	-
At close of reporting period	-	-	-	-	70,000
	-	-	-	-	
Vested at reporting date	-	-	-	-	-
Vested and exercisable at reporting date	-	-	-	-	-
Vested and unexercisable at reporting date	-	-	-	-	70,000
Held nominally at reporting date	-	-	-	-	-
C D Taylor					
At start of reporting period	-	-	-	-	-
Granted as Remuneration	-	-	-	-	-
Received on exercise of options or rights	-	-	-	-	-
Exercised	-	-	-	-	-
Resulting from other changes	-	-	-	-	-
At close of reporting period	-	-	-	-	-
Vested at reporting date	-	-	-	-	-
Vested and exercisable at reporting date	-	-	-	-	-
Vested and unexercisable at reporting date	-	-	-	-	-
Held nominally at reporting date	-	-	-	-	-
D Prentice					
At start of reporting period	400	200	-	-	40,000
Granted as Remuneration	-	-	-	-	-
Received on exercise of options or rights	-	-	-	-	-
Exercised	-	-	-	-	-
Resulting from other changes	-	-	-	-	(40,000)
At close of reporting period	400	200	-	-	-

23. DIRECTORS AND EXECUTIVE DISCLOSURE (Cont'd)

	Ordinary Shares Number	Options 22/9/2010 Number	Options 30/4/2012 Number	Options 28/2/2013 Number	Options 24/3/2010 Number
Vested at reporting date	-	-	-	-	-
Vested and exercisable at reporting date	-	-	-	-	-
Vested and unexercisable at reporting date	-	-	-	-	-
Held nominally at reporting date	-	-	-	-	-

Equity instruments for each disclosing party include equity instruments held by director related parties. Messrs J I Gutnick and M Z Gutnick are related and accordingly are director related parties of each other. The equity instruments disclosed by Messrs J I Gutnick and M Z Gutnick are primarily the same equity instruments.

24. RELATED PARTY AND OTHER INFORMATION

	Note	2004 $	2003 $
Director's transactions with the Company			
(i) Transactions with Director Related Entities of J.I. Gutnick are as follows:			
Edensor Gold Pty Ltd (current account). This company provides geological consulting services to the Company on normal terms and conditions.			
During the year			
Fee charged/(received) by the Company for geological services		(125,991)	(149,693)
Amount (received) paid		125,991	149,693
Chevas Pty Ltd ("Chevas"). Chevas provided loan funds to the Company.			
At year end			
Borrowings – unsecured (non-current liability)	13	-	4,708,109
During the year			
Amounts advanced		3,733,495	1,709,278
Amounts repaid		(8,400,000)	(660,000)
Amount assigned to Wilzed Pty Ltd		(201,076)	-
Borrowing costs paid or due and payable	3	159,470	312,716
The actual interest rate for 2004 charged by Chevas was 8.60% to 9.10% (2003 8.60%). During the year Chevas assigned the loan to Wilzed Pty Ltd.			
Wilzed Pty Ltd ("Wilzed") Wilzed took assignment of loans due by the Company to Chevas			
At year end			
Borrowings – unsecured (non current liability)	13	552,603	-
During the year			
Amounts assigned from Chevas Pty Ltd		201,076	-
Amounts advanced		401,016	-
Amounts repaid		(53,951)	-

Borrowing costs paid or due and payable		4,462	-

24. RELATED PARTY AND OTHER INFORMATION (Cont'd)

	Note	2004 $	2003 $
Edensor Gold Pty Ltd ("Edensor")			
Edensor provided loan funds to the Company			
At year end			
Borrowings – unsecured (non current liability)	13	4,190,075	-
During the year			
Amounts advanced		6,013,732	-
Amounts repaid		(2,000,180)	-
Borrowing costs paid or due and payable		176,523	-

Edensor Gold Pty Ltd, charges interest at the "Reference Rate" of the ANZ Banking Group Limited. The actual rate for 2004 was 8.5% to 9.10%.

Edensor Nominees Pty Ltd

Edensor Nominees Pty Ltd is a shareholder in the Company

During the year, pursuant to shareholder approval at a meeting held on 5 September 2003, the Company issued 54 million ordinary shares at an issue price of 10 cents and 54 million options, with an exercise price of 10 cents and a latest exercise date of 28 February 2013 (at no additional consideration), to Edensor Nominees Pty Ltd as part repayment of an amount of $5.4 million owing to Chevas.

(ii) Transactions with Gadens Lawyers of which Mr M. Solomon, a former Director, is a partner. This firm renders legal advice to the Company in the normal course of business.

	2004 $	2003 $
Transactions during the period		
Legal services provided	-	12,767
Amount paid	-	-
At year end		
Payables (current liability)	-	31,186

24. RELATED PARTY AND OTHER INFORMATION (Cont'd)

	Note	2004 $	2003 $
(iii) Certain of the Directors of the Company are also Directors of the following entities ("Other Entities").			
Regis Resources N.L. ("Regis") AXIS Consultants Pty Ltd ("AXIS")			
Regis was the partner in the former Rand joint venture. The Company managed the joint venture, incurred all costs and billed Regis for its share.			
Transactions with Regis are as follows:			
Geological expenditure		(59,888)	37,641
Amount repaid		59,888	(90,734)
At year end – accounts receivable	8	-	-
AXIS provides management and geological services to the Company.			
Details of transactions with AXIS are as follows:			
At year end			
Interest bearing liabilities	13	136,566	461,305
During the year			
Fees for management services		557,746	165,000
Fees for geological services		370,467	344,919
Payments received from AXIS		223,951	184,205
Borrowing costs payable	3	38,596	72,451
Payments to AXIS		(1,515,699)	(993,386)
Insurance refund received by AXIS		-	(250,211)
Interest on the monthly outstanding balances was charged at a margin above the business base rate charged by the Company's bankers.			
(iv) The Company holds the following ownership interests and is one of a number of public companies that hold the issued shares in AXIS.		%	%

Quantum Resources Limited – ordinary shares	14.99	15.22
AXIS - ordinary shares	9.09	9.09

25. ULTIMATE PARENT ENTITY

After consideration of AASB 1024 and the Corporations Act 2001, the Directors do not believe there is a Parent Entity.

26. ECONOMIC DEPENDENCY

The Company has incurred a loss of $2,343,332 in the year. The Financial Report has been prepared on the basis of going concern which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business. The Directors believe this basis to be appropriate. The Company has entered into a $5 million equity line of credit facility with a US Based Investment Fund. The Company may, at its discretion, issue shares to the Fund at any time over the next 36 months, up to a total of $5 million. The Company may drawdown up to $75,000 in any five day period. A commission of five percent will be payable by the Company at the time of issue. At a shareholders meeting held on 26 August, shareholders gave approval to the Directors to place up to 50 million shares and options to raise funds for the Company's activities.

Companies associated with Mr Gutnick have indicated that it is not their current intention to call up the loans prior to 30 September 2005. In addition, the Company has no reason to doubt that normal credit and borrowing facilities will not continue to be provided by creditors and lenders and the Company will continue to be able to comply with these credit terms and there are no material contingent liabilities which could have an effect on the Company's financial position.

27. INVESTMENT IN FORMER ASSOCIATED COMPANY

	2004 $	2003 $
Share of post-acquisition accumulated losses and reserves attributable to former associate – Quantum Resources Limited		
Accumulated losses		
Share of associate's accumulated losses at the beginning of the financial year	-	-
Share of net loss of associate	-	-
Share of associate's accumulated losses at the end of the financial year	-	-
Capital reserve		
Share of former associate's capital reserve	-	3,519,219
Movements in equity carrying amount of investments		
Carrying amount of investments in former associate at the beginning of the financial year	871,894	871,894
Share of associate's net loss	-	-
Carrying amount of investments in former associates at the end of the financial year	871,894	871,894
Less provision for diminution in value	(871,894)	(871,894)
	-	-

The former associated Company, Quantum (incorporated in Australia) principal activities are mineral exploration. Its balance date is 30 June. The Company holds 14.99% of the ordinary capital (2003 – 15.22%). Quantum has not paid or declared dividends in the 2004 or 2003 financial years. No equity accounting adjustment has been recorded in the Statement of Financial Performance for the year ended 30 June 2004 as the Company no longer has significant influence over the associate.

28. EMPLOYEE SHARE OPTION PLAN

On 24 March 2000 the Company granted unlisted options over 1,140,000 unissued ordinary shares at an issue price of 17.4 cents under the employee share option plan.

28. EMPLOYEE SHARE OPTION PLAN (Cont'd)

(i) The options are exercisable from 25 March 2003 until the earlier of their expiry date on 24 March 2010 or the termination of the participants employment

(ii) The options may only be exercised if the price on the ASX of the ordinary shares in the Company has increased by a factor of 20%, after adjustments for rights issues, bonus issues and dividends, from the date that the options were acquired.

(iii) The exercise price for the options will be equal to the weighted average market price of the ordinary shares on the five business days prior to and including the date of acquisition, less the issue price.

The employee share option plan was previously known as the executive option plan.

28. EMPLOYEE SHARE OPTION PLAN (Cont'd)

	2004 Number	2003 Number
Unissued ordinary shares of the Company under option	280,000	330,000
Exercise price	$1.875	$1.875
The market value of the shares under these options at 30 June was	$0.19	$0.12

Interest free loans were made available to participants who subscribed for options. The option loans are repayable if the participant disposes of any ordinary shares acquired as a result of the exercise of the options or on the termination of the participants employment, however in these circumstances the Company will buy back the options and use the proceeds to repay the loan.

Number of options repurchased by the Company	50,000	80,000
Value of options repurchased by the Company.	$50,430	$71,370
Interest free option loans provided.	$243,600	$294,030

The Company may at the discretion of the Board, make loans to participants to fund the exercise price of the options. These loans are likely to be interest free and repayable with "after tax" dividends or on the earlier of the disposal of the ordinary shares or the termination of the executive's employment

On 9 April 2002, shareholders approved a consolidation of the ordinary shares of the Company on the basis that every five ordinary shares on issue became one ordinary share. In accordance with ASX listing rules and the terms and conditions of the issue of the options, the options were consolidated on the same basis as the ordinary shares and the exercise price was reconstructed in inverse proportion.

29. NUMBER OF EMPLOYEES

The Company is managed by AXIS Consultants Pty Ltd ("AXIS") pursuant to a Service Agreement dated 25 November 1988. Accordingly, the Company has no employees. At 30 June 2004, AXIS had 10 employees who manage a number of public companies including the Company.

30. AFTER BALANCE DATE EVENTS

Since 30 June 2004, the Company has issued 811,688 shares to the US Based Investment Fund (refer note 26) being the implementation and activation fee under the facility. It also placed 8 million ordinary shares and 4 million options expiring 28 February 2013 raising $1,120,000 and issued 160,000 ordinary shares and 80,000 options expiring 28 February 2013 as commission on the placement.

On 26 August 2004, shareholders in general meeting (i) authorised the Directors to issue up to 50 million ordinary shares and options expiring 28 February 2013, at an issue price that is at least 80% of the average market price calculated over the last 5 days on which sales of securities were recorded before the date on which the issue is made, to raise funds for the Company's activities; (ii) ratified the issue of several placements of shares over the last 12 months; and (iii) agreed to change the name of the Company to Great Gold Mines N.L.

31. IMPACT OF ADOPTING AASB EQUIVALENT TO IASB STANDARDS

The Company has commenced transitioning its accounting policies and financial reporting from current Australian Standards to Australian equivalents of International Financial Reporting Standards ("IFRS"). The Company has allocated internal resources to conduct impact assessments to isolate key areas that will be impacted by the transition to IFRS. As the Company has a 30 June year end, priority has been given to considering the preparation of an opening balance sheet in accordance with AASB equivalents to IFRS as at 1 July 2004. This will form the basis of accounting for Australian equivalents of IFRS in the future, and is required when the Company prepares its first fully IFRS compliant financial report for the year ended 30 June 2006. Set out below are the key areas where accounting policies will change and may have an impact on the financial report of the Company. At this stage the Company has not been able to reliably quantify the impacts on the financial report.

Classification of Financial Instruments
Under AASB 139 *Financial Instruments: Recognition and Measurement*, financial instruments will be required to be classified into one of five categories which will, in turn, determine the accounting treatment of the item. The classifications are loans and receivables – measured at amortised cost, held to maturity – measured at amortised cost, held for trading – measured at fair value with fair value changes charged to net profit or loss, available for sale – measured at fair value with fair value changes taken to equity and non-trading liabilities – measured at amortised cost. This will result in a change in the current accounting policy that does not classify financial instruments. Current measurement is at amortised cost, with certain derivative financial instruments not recognized on balance sheet. The future financial effect of this change in accounting policy is not yet known as the classification and measurement process has not yet been fully completed.

Impairment of Assets
Under the Australian equivalent to IAS 36 Impairment of Assets the recoverable amount of an asset is determined as the higher of net selling price and value in use. This will result in a change in the Company's current accounting policy which determines the recoverable amount of an asset on the basis of discounted cash flows. Under the new policy it is likely that impairment of assets will be recognized sooner and that the amount of write-downs will be greater. Reliable estimation of the future financial effects of this change in accounting policy is impracticable because the conditions under which impairment will be assessed are not yet known.

31. IMPACT OF ADOPTING AASB EQUIVALENT TO IASB STANDARDS

Shares Based Payments
Under AASB 2 *Share Based Payments*, the Company will be required to determine the fair value of options issued to employees as remuneration and recognize an expense in the Statement of Financial Performance. This standard is not limited to options and also extends to other forms of equity based remuneration. It applies to all share-based payments issued after 7 November 2002 which have not vested as at 1 January 2005. Reliable estimation of the future financial effects of this change in accounting policy is impracticable as the details of future equity based remuneration plans are unknown.

Income taxes
Under the Australian equivalent to IAS 12 *Income Taxes*, the Company will be required to use a balance sheet liability method which focuses on the tax effects of transactions and other events that affect amounts recognized in either the Statement of Financial Position or a tax-based balance sheet. Previously, the capital gains tax effects of asset revaluations were not recognized. It is not expected that there will be any further material impact as a result of adoption of this standard.

Extractive Industries
The Company's operations are in the mining and exploration industry. At the current time, the draft IFRS on Extractive Industries is not due for release until the fourth quarter of 2004. Accordingly, the impact of changes from the existing AASB 1022 Accounting for the Extractive Industries are not yet determinable.

Great Gold Mines N.L.

Directors' Declaration

In the opinion of the Directors of Great Gold Mines N.L.

(a) The accompanying financial statements and notes are in accordance with the Corporations Act 2001, comply with accounting standards and give a true and fair view of the financial position of the Company as at 30 June 2004 and of its performance, as represented by the results of its operations and its cash flows for the year ended on that date: and

(b) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable for the reasons set out in note 26.

Signed in accordance with a Resolution of the Board of Directors at Melbourne this 29th day of September 2004.

J.I. Gutnick

J.I. Gutnick

A Member Firm of PKF International

PKF

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INDEPENDENT AUDIT REPORT TO MEMBERS OF GREAT GOLD MINES N.L.

Scope

The Financial Report and Directors' Responsibility

The financial report comprises the statement of financial position as at June 30, 2003 and 2004, statement of financial performance for the years ended June 30, 2002, 2003 and 2004, statement of cash flows for the years ended June 30, 2002, 2003 and 2004, accompanying notes to the financial statements, and the directors' declaration for Great Gold Mines N.L. (the company), for the year ended 30 June 2004.

The directors of the company are responsible for the preparation and true and fair presentation of the financial report in accordance with the Corporations Act 2001. This includes responsibility for the maintenance of adequate accounting records and internal controls that are designed to prevent and detect fraud and error, and for the accounting policies and accounting estimates inherent in the financial report.

Audit Approach

We conducted an independent audit in order to express an opinion to the members of the company. Our audit was conducted in accordance with Australian Auditing Standards in order to provide reasonable assurance as to whether the financial report is free of material misstatement. The nature of an audit is influenced by factors such as the use of professional judgement, selective testing, the inherent limitations of internal control, and the availability of persuasive rather than conclusive evidence. Therefore, an audit cannot guarantee that all material misstatements have been detected.

We performed procedures to assess whether in all material respects the financial report presents fairly, in accordance with the Corporations Act 2001, including compliance with Accounting Standards and other mandatory financial reporting requirements in Australia, a view which is consistent with our understanding of the company's financial position, and of its performance as represented by the results of its operations and cash flows.

We formed our audit opinion on the basis of these procedures, which included:

- examining, on a test basis, information to provide evidence supporting the amounts and disclosures in the financial report, and

- assessing the appropriateness of the accounting policies and disclosures used and the reasonableness of significant accounting estimates made by the directors.

While we considered the effectiveness of management's internal controls over financial reporting when determining the nature and extent of our procedures, our audit was not designed to provide assurance on internal controls.

Independence

In conducting our audit, we followed applicable independence requirements of Australian professional ethical pronouncements and the Corporations Act 2001.

Audit Opinion

In our opinion, the financial report of Great Gold Mines N.L. is in accordance with:

(a) the Corporations Act 2001, including:

(i) giving a true and fair view of the company's financial position as at 30 June 2003 and 2004 and of its performance for the years ended June 30, 2002, 2003 and 2004; and

(ii) complying with Accounting Standards in Australia and the Corporations Regulations 2001; and

(b) other mandatory financial reporting requirements in Australia.

PKF

PKF
Chartered Accountants
A Victorian Partnership

Michael Phillips

M J Phillips
Partner

29 September 2004
Melbourne

Great Gold Mines N.L.

Reconciliation of Australian GAAP to Canadian GAAP for the year ended June 30, 2004

1. Issue of Ordinary Shares and Options

Canadian GAAP requires disclosure of the full details of issue of shares and options during the current and prior year whereas Australian GAAP requires brief information.

Supplementary Information

Ordinary Shares

		Number	Amount A$
Balance at the beginning of the year July 01, 2002		41,436,586	28,681,744
Ordinary shares from share placement	(a)	10,860,000	1,086,000
Ordinary shares to settle an outstanding liability	(b)	3,300,000	660,000
Ordinary shares on exercise of options expiring April 30, 2012	(c)	1,000	200
Ordinary shares under joint venture obligation	(d)	160,000	10,000
Share issue costs	(e)	-	(70,474)
Balance as at June 30, 2003		55,757,586	30,367,470
Ordinary shares from share placement	(a)	41,450,000	4,145,000
Ordinary shares from share placement	(f)	2,500,000	500,000
Ordinary shares to settle an outstanding liability	(b)	54,000,000	5,400,000
Ordinary shares on exercise of share options expiring April 30, 2012	(c)	2,000	400
Ordinary shares on exercise of share options expiring February 28, 2013	(g)	20,100,000	2,010,000
Ordinary shares to settle tenement dispute	(h)	500,000	110,000
Share issue costs	(e)	-	(350,368)
Balance as at June 30, 2004		174,309,586	42,182,502

(a) During the year ended June 30, 2004 the Company issued 41,450,000 (2003: 10,860,000) ordinary shares on a private placement basis at $0.10 (2003: $0.10). The total proceeds were $4,145,000 (2003: $1,086,000). In addition, one option was issued for each ordinary share issued at no issue price and an exercise price of $0.10, which, if exercised, will entitle the holder to one fully paid ordinary share in the Company. Options not exercised before February 28, 2013 will lapse.

(b) On August 5, 2002 3,300,000 ordinary shares were issued at a price of A$0.20 per share raising $660,000 and 3,300,000 options, at no additional issue price, and a exercise price of $0.20 which if exercised will entitle the holder to one (1) fully paid ordinary shares in the Company were issued. Options not exercised before April 30, 2012 will lapse. On October 10, 2003, 54,000,000 ordinary shares were issued at a price of A$0.10 per share and 54,000,000 options, at no additional issue price, and an exercise price of A$0.10 which if exercised will entitle the holder to one (1) fully paid ordinary share in the Company when issued. Options not exercised before February 28, 2013 will lapse.

(c) During the year ended June 30, 2004, 2,000 (2003: 1,000) options expiring April 30, 2012 at exercise price of $0.20 were exercised. Total proceeds were $400 (2003: $200).

(d) On the September 12, 2002 the Company issued 160,000 ordinary shares under an exploration joint venture obligation with an agreed value of $10,000.

(e) During the year ended June 30, 2004, the Company incurred share issue costs of $350,368 (2003: $70,474) in respect to the share issues set out in the above table.

(f) On December 5, 2003 the Company completed a private placement of 2,500,000 ordinary shares at a price of $0.20 together with 2,500,000 options, at no additional issue price, and an exercise price of A$0.10 which if exercised will entitle the holder to one (1) fully paid ordinary share in the Company. Options not exercised before February 28, 2013 will lapse. Total proceeds were $500,000.

(g) During the year ended June 30, 2004, 20,100,000 options expiring February 28, 2013 at exercise price of $0.10 were exercised. Total proceeds were $2,010,000

(h) On February 13, 2004 the Company issued 500,000 ordinary shares to settle tenement dispute with a total value of $110,000

	Number	Exercise price
Options expiring April 1, 2003		
Balance at the end of the year June 30, 2002	11,497,921	$3.75
Options lapsed April 1, 2003	(11,497,921)	$3.75
Balance as at end of the year June 30, 2003	-	
Options expiring September 22, 2010		
Balance at the end of the year June 30, 2002, 2003 and 2004	13,716,713	1.25
Options expiring April 30, 2012		
Balance at the end of the year June 30, 2002	10,272,422	$0.20
Options issued August 2002	3,300,000	$0.20
Options exercised	(1,000)	$0.20
Balance at the end of the year June 30, 2003	13,571,422	$0.20
Options exercised	(2,000)	$0.20
Balance as at end of the year June 30, 2004	13,569,422	$0.20
Options Expiring February 28, 2013		
Balance as at end of the year June 30, 2002	-	
Options Issued 2003	10,860,000	$0.10
Balance as at end of the year June 30, 2003	10,860,000	$0.10
Options issued 2004	97,950,000	$0.10
Options exercised 2004	(20,100,000)	$0.10
Balance as at the end of the year June 30, 2004	88,710,000	$0.10
Employee share options expiring March 24, 2010		
Balance as at end of the year June 30, 2002	410,000	$1.8750
Number of options repurchased by the Company	(80,000)	$1.8750
Balance as at end of the year June 30, 2003	330,000	$1.8750
Number of options repurchased by the Company	(50,000)	$1.8750
Balance as at end of the year June 30, 2004	280,000	$1.8750

Refer to note 28 of the financial statements at June 30, 2004 for more details

2. Statement of Financial Performance

	2004 $	2003 $	2002 $
Operating loss before income tax in accordance with Australian GAAP	(2,343,332)	(4,026,922)	(1,310,415)
add			
Financing cost (i)	(16,556,400)	(593,340)	-
Operating loss before income tax in accordance with Canadian GAAP	(18,899,732)	(4,620,262)	(1,310,415)

(i) On August 5, 2002 3,300,000 ordinary shares were issued at a price of A$0.20 per share raising $660,000 and 3,300,000 options, at no additional issue price, and a exercise price of $0.20 which if exercised will entitle the holder to one (1) fully paid ordinary shares in the Company were issued. Options not exercised before April 30, 2012 will lapse.

Under Australian GAAP a valuation is not required to be placed on the options issued at no additional price. Under Canadian GAAP, a valuation is required to be placed on the options. The Issuer has valued the 3,300,000 options using the Black Scholes valuation method using the following criteria:

- Ordinary share price of A$0.18
- Option strike price of A$0.20
- Maturity of 9.8 years
- Risk free interest rate of 5.59%
- Volatility factor of 204%

and arrived at a valuation of A$0.1798 cents per option.

On October 10, 2003, 54,000,000 ordinary shares were issued at a price of A$0.10 per share and 54,000,000 options, at no additional issue price, and an exercise price of A$0.10 which if exercised will entitle the holder to one (1) fully paid ordinary share in the Company when issued. Options not exercised before February 28, 2013 will lapse.

The Issuer has valued the 54,000,000 options using the Black Scholes valuation method using the following criteria:

- Ordinary share price of A$0.31
- Option strike price of A$0.10
- Maturity of 9.4 years
- Risk free interest rate of 5.63%
- Volatility factor of 145%

and arrived at a valuation of A$0.3066 cents per option.

3. Statement of Financial Position

Reserves	**2003** **$**
Option premium reserve calculated in accordance with Australian GAAP at July 1, 2002	15,057,185
Options lapsed	(14,372,401)
Valuation of 3,300,000 options issued to settle outstanding liability	593,340
Balance June 30, 2003 calculated in accordance with Canadian GAAP	1,278,124
Valuation of 54,000,000 options issued to settle outstanding liability	16,556,400
Balance June 30, 2004 calculated in accordance with Canadian GAAP	17,834,524
Accumulated Losses	
Accumulated losses in accordance with Australian GAAP at July 1, 2002	(54,098,762)
Transfer from option premium reserve – options lapsed	14,372,401
Net loss for the year calculated in accordance with Canadian GAAP	(4,620,262)
Accumulated losses June 30, 2003 calculated in accordance with Canadian GAAP	(44,346,623)
Transfer from reserves on discontinuation of equity accounting of former associate	3,519,219
Net loss for the year calculated in accordance with Canadian GAAP	(18,899,732)
Accumulated losses June 30, 2004 calculated in accordance with Canadian GAAP	(59,727,136)

4. Statement of Cash Flows

		2004 $	2003 $
(a)	*Reconciliation of loss from ordinary activities after income tax to net cash used in operating activities*		
	Loss from ordinary activities after income tax calculated in accordance with Canadian GAAP	(18,899,732)	(4,620,262)
	Add non-cash items:		
	Loss (Profit) on disposal of non-current assets	(18,000)	51,821
	Borrowing costs payable	284,625	367,413
	Valuation of options	16,556,400	593,340
	Increase/(decrease) in provision for diminution of investments	17,181	874,764
	Depreciation/asset write downs		-
	Exploration expenditure written off	1,258,300	2,039,414
	Net cash used in operating activities before change in assets and liabilities	(801,226)	(693,510)
	Change in assets and liabilities:		
	(Increase)/decrease in receivables	(162,858)	42,120
	(Decrease)/increase in trade creditors and accruals	152,614	74,288
	Net cash used in operating activities	(811,470)	(577,102)

Dividends and income tax paid

No dividends or income tax has been paid during the year.

5. Exploration Expenditure

Canadian GAAP requires disclosure of detailed information in respect to each exploration project. Under Australian GAAP, the information to be disclosed is only the aggregate of all exploration expenditure.

Supplementary Information

GNL Exploration

Mineral Interests	Balance Beginning 2002/2003	2002/2003 Costs	Balance End 2002/2003	Current Year Costs	Balance End 2003/2004
Pinjin (Trouser legs) Farm In					
Salaries & Wages	156,782	7,752	164,534	116,493	281,027
Motor Vehicle & Equipment cost	23,095	157	23,252	8,781	32,034
Field Consumables	11,100	318	11,417	27,157	38,574
Travel & Accommodation, Miscellenous Expenses	54,667	256	54,923	15,455	70,379
Tenement Rents,Fees & Rates	85,540	32,397	117,938	44,887	162,824
Assaying	102,429	4,749	107,178	53,627	160,805
Drilling	561,198	13,631	574,829	612,419	1,187,248
Contractors incl geological & geophysical	110,030	13,152	123,182	106,810	229,992
Establishment Fee	160,764		160,764	-	160,764
Writedown	(61,457)	(21)	(61,478)	-	(61,478)
Total Pinjin (Trouser legs) Farm In	1,204,150	72,391	1,276,540	985,628	2,262,168
Foley Well Farm In					
Salaries & Wages	3,481	1,876	5,358	4,046	9,404
Motor Vehicle & Equipment cost	456	90	546	113	659
Field Consumables	566	141	708	62	769
Travel & Accommodation, Miscellenous Expenses	593	113	706	486	1,192
Tenement Rents,Fees & Rates	19,457	696	20,153	12,606	32,759
Assaying	7,434	18	7,452		7,452
Drilling	-				-
Contractors incl geological & geophysical	5,536	2,318	7,854	3,700	11,554
Establishment Fee	-				-
Writedown	-				-
Total Foley Well Farm In	37,524	5,253	42,777	21,013	63,790

GNL Exploration

Mineral Interests	Balance Beginning 2002/2003	2002/2003 Costs	Balance End 2002/2003	Current Year Costs	Balance End 2003/2004
Edjudina - Pinjin Farm In					
Salaries & Wages	156,214	18,764	174,978	54,250	229,228
Motor Vehicle & Equipment cost	16,418	542	16,960	3,668	20,627
Field Consumables	1,643	1,301	2,943	19,162	22,106
Travel & Accommodation, Miscellenous Expenses	27,387	711	28,099	3,554	31,653
Tenement Rents,Fees & Rates	65,213	35,155	100,368	116,753	217,121
Assaying	57,892	12,843	70,735	89,317	160,052
Drilling	19,972	53,280	73,251	261,673	334,925
Contractors incl geological & geophysical	58,434	52,812	111,246	161,738	272,985
Establishment Fee	15,200		15,200		15,200
Writedown	-	(110,050)	(110,050)		(110,050)
Total Edjudina - Pinjin Farm In	418,373	65,357	483,730	710,116	1,193,846
Mulgabbie Farm in					
Salaries & Wages	17,173	591	17,764		17,764
Motor Vehicle & Equipment cost	2,880		2,880		2,880
Field Consumables	3,176		3,176		3,176
Travel & Accommodation, Miscellenous Expenses	11,474		11,474		11,474
Tenement Rents,Fees & Rates	7,913		7,913		7,913
Assaying	12,478		12,478		12,478
Drilling	90,778		90,778		90,778
Contractors incl geological & geophysical	11,009	3	11,011		11,011
Establishment Fee	57,985		57,985		57,985
Writedown	(115,579)	(97,987)	(213,567)		(213,567)
Total Mulgabbie Farm In	99,286	(97,394)	1,892	-	1,892

GNL Exploration

Mineral Interests	Balance Beginning 2002/2003	2002/2003 Costs	Balance End 2002/2003	Current Year Costs	Balance End 2003/2004
Melita Farm Out					
Salaries & Wages	103,386	431	103,817	1,842	105,659
Motor Vehicle & Equipment cost	5,152		5,152		5,152
Field Consumables	348		348		348
Travel & Accommodation, Miscellenous Expenses	17,505		17,505		17,505
Tenement Rents,Fees & Rates	45,833	(4,595)	41,238	(582)	40,656
Assaying	1,251		1,251		1,251
Drilling	15,116		15,116		15,116
Contractors incl geological & geophysical	33,989	165	34,154	1,600	35,754
Establishment Fee	1,831		1,831		1,831
Writedown	(153,349)	(2,149)	(155,498)	(10,449)	(165,947)
Total Melita Farm Out	71,063	(6,148)	64,914	(7,589)	57,325
Carnage Farm Out					
Salaries & Wages	8,864	63	8,927		8,927
Motor Vehicle & Equipment cost	81		81		81
Field Consumables	-				-
Travel & Accommodation, Miscellenous Expenses	1,239		1,239		1,239
Tenement Rents, Fees & Rates	802		802		802
Assaying	-				-
Drilling	-				-
Contractors incl geological & geophysical	1,296		1,296		1,296
Establishment Fee	-				-
Writedown	(1,061)	(11,284)	(12,345)		(12,345)
Total Carnage Farm Out	11,221	(11,221)	-	-	-

GNL Exploration

Mineral Interests	Balance Beginning 2002/2003	2002/2003 Costs	Balance End 2002/2003	Current Year Costs	Balance End 2003/2004
Four Corners Farmout					
Salaries & Wages	43,936	80	44,017	199	44,215
Motor Vehicle & Equipment cost	10,517		10,517		10,517
Field Consumables	(594)		(594)		(594)
Travel & Accommodation, Miscellenous Expenses	8,447		8,447		8,447
Tenement Rents,Fees & Rates	19,409		19,409		19,409
Assaying	22,970		22,970		22,970
Drilling	239,335		239,335		239,335
Contractors incl geological & geophysical	29,430		29,430		29,430
Establishment Fee	-				-
Writedown	(352,370)		(352,370)		(352,370)
Total Four Corners Farmout	21,079	80	21,160	199	21,359
Braeside Tenement Purchase					
Salaries & Wages	8,401	10	8,412		8,412
Motor Vehicle & Equipment cost	284		284		284
Field Consumables	-				-
Travel & Accommodation, Miscellenous Expenses	17		17		17
Tenement Rents,Fees & Rates	68,635	1,572	70,207	88	70,295
Assaying	561		561		561
Drilling	-				-
Contractors incl geological & geophysical	6,883		6,883		6,883
Establishment Fee	-	(4,091)	(4,091)		(4,091)
Writedown	(16,006)	(66,267)	(82,273)	(88)	(82,361)
Total Braeside Tenement Purchase	68,776	(68,776)	-	-	-

GNL Exploration

Mineral Interests	Balance Beginning 2002/2003	2002/2003 Costs	Balance End 2002/2003	Current Year Costs	Balance End 2003/2004
Whiteheads Farmout					
Salaries & Wages	155,457	1,099	156,556	691	157,247
Motor Vehicle & Equipment cost	35,553		35,553		35,553
Field Consumables	15,686		15,686		15,686
Travel & Accommodation, Miscellenous Expenses	77,094	(551)	76,542		76,542
Tenement Rents,Fees & Rates	141,817	10,927	152,743	(8,003)	144,740
Assaying	82,278		82,278		82,278
Drilling	249,570		249,570		249,570
Contractors incl geological & geophysical	141,709	8,302	150,011	2,868	152,879
Establishment Fee	30,889	31,410	62,299		62,299
Writedown	(787,769)		(787,769)	(190,062)	(977,831)
Total Whiteheads Farmout	142,282	51,187	193,469	(194,507)	(1,038)
Kimberley Metals Farmout					
Salaries & Wages	216		216	331	547
Motor Vehicle & Equipment cost	-				-
Field Consumables	-				-
Travel & Accommodation, Miscellenous Expenses	213		213		213
Tenement Rents,Fees & Rates	1,291	419	1,710	803	2,513
Assaying	-				-
Drilling	-				-
Contractors incl geological & geophysical	58		58		58
Establishment Fee	-				-
Writedown	-				-
Total Kimberley Metals Farmout	1,778	419	2,197	1,134	3,331

GNL Exploration

Mineral Interests	Balance Beginning 2002/2003	2002/2003 Costs	Balance End 2002/2003	Current Year Costs	Balance End 2003/2004
Other 100% GNL					
Salaries & Wages	3,791,584	128,893	3,920,477	118,530	4,039,007
Motor Vehicle & Equipment cost	740,422	3,211	743,633	8,833	752,465
Field Consumables	483,025	2,861	485,886	25,430	511,316
Travel & Accommodation, Miscellenous Expenses	2,164,846	3,893	2,168,738	437,354	2,606,093
Tenement Rents,Fees & Rates	6,004,988	133,065	6,138,053	249,825	6,387,878
Assaying	1,511,049	5,995	1,517,045	94,837	1,611,881
Drilling	5,249,205	15,664	5,264,869	322,038	5,586,907
Contractors incl geological & geophysical	3,648,143	135,575	3,783,718	277,121	4,060,839
Establishment Fee	2,354,357	862	2,355,220	-	2,355,220
JV Recoveries	(1,057,270)	985,906	(71,364)	22,727	(48,636)
Writedown	(21,519,909)	(2,837,829)	(24,357,738)	(997,503)	(25,355,241)
Total Other 100% GNL	3,370,441	(1,421,904)	1,948,537	559,193	2,507,730
Total GNL	5,445,972	(1,410,756)	4,035,216	2,075,186	6,110,402

Reconciliation	Exploration per GL	6,159,038
	Less jv recoveries	(48,636)
	Aud reported	6,110,402

(1)

Management Discussion and Analysis for the interim period ended December 31, 2004

Results of Operations

Six months ended December 31, 2004 versus six months ended December 31, 2003

Revenue has decreased from $30,919 for the six months ended December 31, 2003 to $21,035 for the six months ended December 31, 2004. The decrease was a net result of:

1. In 2004, the Company received sundry revenue of $4,545 being non-refundable deposits on the purchase of tenement interests by external parties which subsequently were not settled by the third parties compared to an amount of $22,727 from the sale of non-current assets in 2003.

2. In 2004, the Company received interest income of $2,986 on cash in the bank compared to an amount of $8,192 in 2003. During 2004, the Company raised $4,169,539 (2003 $9,140,808) from the placement of ordinary shares and options and this amount was in bank accounts until utilized to pay creditors and loans and accordingly generated interest income. The balance of the interest income received for 2004 of $13,504 is primarily on an advance made to Axis Consultants Pty Ltd ("AXIS")

Total costs and expenses have decreased from $1,504,559 for the six months ended December 31, 2003 to $712,263 for the six months ended December 31, 2004. The decrease was a net result of:

1. In 2004, the Company exploration expenditure written off or provided for was a credit of $34,112 compared to a $856,519 writeoff in 2003. The credit is primarily due to refund of rents paid in previous years on tenements relinquished in the six months. The Company policy is not to accrue for the rent refunds as the timing of the refund from the government body is unpredictable. The Company's accounting policy on exploration expenditure is set out in note 1 (ii) to the June 2004 financial statements. In 2003, the Company wrote off or provided for $342,029 in respect of exploration on tenement interests outside of the SLTZ that the Company had either granted external parties rights to explore and earn interests (farm-outs) or sold its tenement interests, and (ii) wrote off $433,913 in respect to tenements that it surrendered as it did not believe those tenements could justify further exploration work or be sold.

2. In 2004, administration expenditure amounted to $522,760 compared to $334,343 in 2003. The major components for 2004 were (i) the management fee charged by AXIS of $60,000 which reduced from $120,000 charged by AXIS in 2003 as AXIS had advised of a reduction in its cost. AXIS provides management and geological services to the company; (ii) Australian Stock Exchange listing and quotation fees and Australian Securities and Investments Commission fees of $23,864 compared to $8,584 in 2003. These costs are a mixture of fixed fees based on the number of securities on issue at June 30 each year and subsequent fees for the quotation of ordinary shares and/or options quoted during the year. The 2004 additional amount represents the cost of quotation of new shares and options on Australian Stock Exchange and listing cost $6,524 of previously non listed options; (iii) audit fees of $14,023 compared to $8,750 in 2003. The 2004 amount represents the annual fee for 2004/2005 of $24,000 and an under accrual of $2,023 in respect of the 2003/2004 year as the actual fee was not agreed with the auditors until late in 2004. The annual fee for 2003/2004 was $22,900; (iv) contractors and

consultants of $132,289 compared to $4,592 in 2003. In 2004, the Company used an external geological firm to prepare a 43.101 report for the proposed TSX Venture Exchange listing, final costs $4,807, $48,654 is the initial fee paid to Haywood Securities Inc. who are acting as our sponsor for the TSX-V dual listing, $ 23,338 paid to Roth Investor Relations, Inc professional services for the roadshow in North America, $55,784 for consultancy services including investor relations in Australia and North America. In 2003 none of these services were required. The 2003 cost was for outsourcing the tenement management function for a period of time when AXIS were not able to provide this service; (v) cost of reporting to shareholders of $16,861 compared to $11,111 in 2003. The increase represents the increase in printing and additional mailing costs; (vi) costs of maintaining the external share registry of $13,634 compared to $20,610 in 2003. The Company is charged a fee by the external share registry manager which includes costs incurred by the share registry manager based on the number of transactions over the market. The reduction in costs is due to the company changing share registry managers ; (vii) salaries and oncosts of $151,730 compared to $112,175 for 2003. This cost is billed to the Company by AXIS based on either timesheet allocation or in the case of the Directors, pre-determined salaries or Directors fees. The equity raisings and work on proposed TSX Venture Exchange listing created a higher level of activity by staff of AXIS on behalf of the Company;(vii) legal fees of $60,073 compared to $(9,305) in 2003. Of this increase $33,928 is attributable to the work on the TSX-V dual listing by Lang Mitchner who act for the Company in Vancouver, $19,801 legal fees from Cassels Brock in Canada who act for Haywood Securities Inc. and $4,297 charged by Schetzer Brott & Appel for general matters. The credit in 2003 was for reversal of accruals advised but not billed; and (viii) travel and accommodation of $37,335 compared to $38,663 in 2003. In both periods, representatives of the Company and its stockbrokers travelled interstate and overseas to market the Company to institutions and other potential investors and for other Company business.

3. Borrowing costs incurred during 2004 amounted to $223,615 compared to $312,176 in 2003. During 2003, the Company paid interest of $108,015 on an $8,625,000 loan from Anaconda Nickel Limited. This loan was repaid during the six months ended December 31, 2003. During 2003, interest of $204,161 was incurred on loans provided by a Director related entity compared to $186,882 in 2004. Director related entities of Mr.JI Gutnick have loaned funds to the Company to allow it to continue its operations. During the financial year 2004, the Company entered into an Equity Line Of Credit Agreement with Cornell Capital Partners LP. Under the Agreement, Cornell Capital commits to purchase up to $5 million of our ordinary shares over a period of 36 months. The associated costs, including the implementation and activation fees and legal costs are being written off over the 36 months, 2003 $3,374 and 2004 $31,791.

4. The movement in the provision for diminution for the carrying value of investments of $1,521 in 2003 reflected the small market value adjustment in investments held. No adjustment was required in 2004. The Company's accounting policy is to value investments at the lower or net realisable value as determined in respect of each security holding. In determining net realisable value, if the security holding is in a listed company, the company uses the market value as a guide to the net realisable value.

Accordingly, the loss from operations decreased from $1,473,640 for the six months ended December 31, 2003 to $691,228 for the six months ended December 31, 2004.

A provision for tax was not required in either 2003 or 2004.

The net loss amounted to $1,473,640 for the six months ended December 31, 2003 compared to a net loss of $691,228 for the six months ended December 31, 2004. The basic loss per share in 2004 was 0.37 cents compared with a basis loss per share of 1.50 cents in 2003.

Great Gold Mines N.L.
Statement of Financial Performance for the Half Year Ended 31 December 2004

	Note	2004 $	2003 $
Revenue			
Revenue from ordinary activities			
Interest income		16,490	8,192
Joint venture partner withdrawal		4,545	22,727
Total revenue		21,035	30,919
Expenses			
Costs from ordinary activities			
Exploration expenditure refunded		64,408	-
Exploration expenditure written off		(30,296)	(856,519)
Administration		(522,760)	(334,343)
Borrowing costs		(223,615)	(312,176)
Increase in provision for diminution of investment		-	(1,521)
Total expenses		(712,263)	(1,504,559)
Operating loss from ordinary activities before income tax		(691,228)	(1,473,640)
Income tax attributable to ordinary activities		-	-
Net loss		(691,228)	(1,473,640)
Total changes in equity other than those resulting from transactions with owners as owners		(691,228)	(1,473,640)
		Cents	Cents
Basic loss per share		(0.37)	(1.50)
Diluted loss per share		(0.37)	(1.50)

The Statement of Financial Performance is to be read in conjunction with the attached notes to and forming part of these Financial Statements

Great Gold Mines N.L.
Statement of Financial Position as at 31 December 2004

	Note	31 December 2004 $	30 June 2004 $
CURRENT ASSETS			
Cash assets		33,658	39,798
Receivables		6,802	68,120
Prepayments		67,525	41,050
TOTAL CURRENT ASSETS		107,985	148,968
NON-CURRENT ASSETS			
Exploration expenditure		6,777,602	6,110,402
Receivables		5,000	5,000
Other financial assets		12,976	12,976
Prepayments		95,460	78,726
TOTAL NON-CURRENT ASSETS		6,891,038	6,207,104
TOTAL ASSETS		6,999,023	6,356,072
CURRENT LIABILITIES			
Payables		824,588	1,186,938
TOTAL CURRENT LIABILITIES		824,588	1,186,938
NON-CURRENT LIABILITIES			
Interest bearing liabilities		2,404,094	4,879,244
TOTAL NON-CURRENT LIABILITIES		2,404,094	4,879,244
TOTAL LIABILITIES		3,228,682	6,066,182
NET ASSETS		3,770,341	289,890
EQUITY			
Contributed equity	2	46,354,181	42,182,502
Reserves		684,784	684,784
Accumulated losses		(43,268,624)	(42,577,396)
TOTAL EQUITY		3,770,341	289,890

The Statement of Financial Position is to be read in conjunction with the attached notes to and forming part of these Financial Statements.

Great Gold Mines N.L.
Statement of Cash Flows for the Half Year Ended 31 December 2004

	2004 $	2003 $
CASH FLOWS FROM OPERATING ACTIVITIES		
Payments in the course of operations	(444,994)	(343,667)
Interest received	15,629	3,026
Borrowing costs paid	-	(187,190)
NET CASH (USED IN) OPERATING ACTIVITIES	(429,365)	(527,831)
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for exploration expenditure	(1,095,281)	(1,041,631)
Proceeds on disposal of plant and equipment	-	11,440
NET CASH (USED IN) INVESTING ACTIVITIES	(1,095,281)	(1,030,191)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of shares	4,261,685	9,552,384
Payment of share issue costs	(92,146)	(411,576)
Proceeds from borrowings	382,000	8,521,487
Repayment of borrowings	(3,033,033)	(17,025,000)
NET CASH PROVIDED BY FINANCING ACTIVITIES	1,518,506	637,295
Net decrease in cash held	(6,140)	(920,727)
Cash at the beginning of the financial period	39,798	942,264
CASH AT THE END OF THE FINANCIAL PERIOD	33,658	21,537

Non cash financing
In the current period a repayment of a receivable amount of $753,400 owing to the Company has been used to directly repay a loan from a Director Related Party.

The Statement of Cash Flows is to be read in conjunction with the attached notes to and forming part of these Financial Statements.

1. BASIS OF PREPARATION OF HALF YEAR FINANCIAL STATEMENTS

The half year Financial Report is a general purpose Financial Report and has been prepared in accordance with Accounting Standard AASB 1029, other applicable Accounting Standards, Urgent Issues Group Consensus Views, other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001. The Financial Report has been prepared on the historical cost basis and except where stated, does not take into account changing money values or current valuations of non-current assets. The Company has prepared the financial statements on a going concern basis notwithstanding a working capital deficiency at 31 December 2004. Except where stated, the accounting policies are consistent with those of the previous year. For the purpose of preparing the half year Financial Report, the half year has been treated as a discrete reporting period. It is recommended that this half year Financial Report should be read in conjunction with the 2004 Annual Report and any public announcements made by Great Gold Mines N.L. during the half year in accordance with continuous disclosure obligations arising under the Corporations Act 2001. Notes of a type normally included in an Annual Financial Report are not included.

2. CONTRIBUTED EQUITY

	31 December 2004 $	30 June 2004 $
Issued and paid up capital 208,414,819 shares (June 2004: 174,309,586)	46,354,181	42,182,502
Movement in ordinary share capital:		
Balance at the beginning of the financial period	42,182,502	30,367,470
Shares issued:		
33,133,545 pursuant to share placement (June 2004: 43,950,000)	4,261,685	4,645,000
Less transaction costs	(255,516)	(287,102)
811,688 shares issued as an implementation and activation fee under equity line of credit agreement	150,000	-
Less transaction costs	(2,460)	
160,000 shares issued as commission on placement	19,200	-
Less transaction costs	(1,230)	-
June 2004: 54,000,000 shares issued to settle an outstanding liability	-	5,400,000
Less transaction costs	-	(62,366)
June 2004: 20,102,000 shares issued on the exercise of options	-	2,010,400
June 2004: 500,000 shares issued to settle tenement dispute	-	110,000
Less transaction costs	-	(900)
Balance at the end of the financial period	46,354,181	42,182,502

2. CONTRIBUTED EQUITY (CONT'D)

Options
During the six months to December 2004, 31,213,545 options were issued at an exercise price of $0.10 per option which if exercised will entitle the optionholder to 1 fully paid ordinary share in the Company for each option exercised. Options not exercised by 28 February 2013 will lapse.

Terms and Conditions of Equity

Ordinary Shares:
Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders meetings. In the event of winding up of the Company ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any proceeds of liquidation.

Options:
13,716,713 options are on issue at an exercise price of $1.25 which, if exercised, will entitle the option holders to 1 fully paid share in the Company for each option. Options not exercised by 22 September 2010 will lapse.

13,569,422 options are on issue at an exercise price of $0.20 per option which, if exercised, will entitle the optionholders to 1 fully paid share in the company for each option. Options not exercised by 30 April 2012 will lapse.

119,923,545 options are on issue at an exercise price of $0.10 per option which if exercised, will entitle the optionholders to 1 fully paid share in the Company for each option. Options not exercised by 28 February 2013 will lapse.

280,000 employee options are on issue at an exercise price of $1.875 per option, which if exercised, will entitle the employee to 1 fully paid share in the Company for each option. Options not exercised by 24 March 2010 will lapse.

3. COMMITMENTS

(a) Tenement exploration commitments
The Company has to perform minimum work and expend minimum amounts of money on its tenements. The overall expenditure requirement tends to be limited in the normal course of the Company's tenement portfolio management through expenditure reductions through relinquishment of parts or the whole of tenements deemed non prospective. Should the Company wish to preserve interests in its current tenements the amount which may be required to be expended is as follows:

	31 December 2004 $	30 June 2004 $
Not later than one year	1,632,180	1,707,664
Later than one year but not later than five years	3,119,840	3,213,704
Later than five years but not later than twenty one years	132,300	162,100
	4,884,320	5,083,468

3. COMMITMENTS (CONT'D)

The terms and conditions under which the Company has title to its various mining tenements oblige it to meet tenement rentals and minimum levels of exploration expenditure as gazetted by the Department of Minerals and Energy of Western Australia as well as Local Government rates and taxes.

The "Later than five years but not later than twenty-one years" component represents commitments starting from five years hence for the following sixteen years in respect of Mining Licences which are granted for a period of twenty one years, but in common with Prospecting Licences and Exploration Licences may be relinquished or sold by the Company before the expiry of the full term of the Licence.

	31 December 2004 $	30 June 2004 $
(b) Farm-In contract commitments		
The Company is required to spend certain amounts on exploration expenditure and in certain cases make other cash payments to partners to earn interests under Farm-In contracts.		
At balance date the amount which may be required to be expended in respect of the abovementioned is as follows:		
Later than one year but not later than five years	450,000	450,000

The Company can withdraw from these commitments following the expenditure of a minimum amount on exploration currently estimated at $nil (June 2004 $nil)

4. CONTINGENT LIABILITIES

There have been no changes since 30 June 2004.

5. SEGMENT INFORMATION

The principal activity of the Company is mineral exploration within Australia.

6. EVENTS SUBSEQUENT TO BALANCE DATE

On 11 January 2005, the Company placed 5,850,000 ordinary shares at a price of 12.5 cents each and 5,850,000 options expiring 28 February 2013 with an exercise price of 10 cents (at no additional consideration), raising $731,250.

On 21 February 2005, the Company placed 7,550,093 ordinary shares at a price of 12.5 cents each and 7,550,093 options expiring 28 February 2013 with an exercise price of 10 cents (at no additional consideration), raising $943,761.

The Company entered into a consulting agreement with EH&P Investments AG, whereby EH&P Investments AG will assist the Company in its fund raising and market awareness activities, primarily in Europe and Canada and issued 2,950,000 ordinary shares to EH&P Investments AG under the terms of the consulting agreement.

7. GOING CONCERN

The Company has incurred a loss of $691,228 in the half year and has a net deficiency of working capital of $716,603. The Financial Report has been prepared on the basis of going concern which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business. The Directors believe this basis to be appropriate. Since 31 December 2004 and as set out in note 6, the Company has raised $1,675,011 from the placement of ordinary shares and options. The Company has entered into a $5 million equity line of credit facility with a US Based Investment Fund. The Company may, as its discretion, issue shares to the Fund at any time over the next 36 months, up to a total of $5 million. The Company may drawdown up to $75,000 in any five day period. A commission of 5 per cent will be payable by the Company at the time of issue. In addition, the Company has no reason to doubt that normal credit and borrowing facilities will not continue to be provided by creditors and lenders and the Company will continue to be able to comply with these credit terms; and there are no material contingent liabilities which could have an effect on the Company's financial position.

8. IMPACT OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

The Australian Accounting Standards Board (AASB) is adopting IFRS for application to reporting periods beginning on or after 1 January 2005. The AASB will issue Australian equivalents to IFRS, and the Urgent Issues Group will issue abstracts corresponding to IASB interpretations originated by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee. The adoption of Australian equivalents to IFRS will be first reflected in the financial statements for the half-year ending 31 December 2005 and the year ending 30 June 2006.

Entities complying with Australian equivalents to IFRS for the first time will be required to restate their comparative financial statements to amounts reflecting the application of IFRS to that comparative period. Most adjustments required on transition to IFRS will be made, retrospectively, against opening retained earnings as at 1 July 2004.

The Company has reviewed the transition to Australian equivalents to IFRS. The project is run by the Company Secretary who reports to the Managing Director and the board of directors. To date the Company has analysed most of the Australian equivalents to IFRS and has identified a number of accounting policy changes that will be required.

The changes identified to date that will be required to the Company's existing accounting policies include the following:

1. Impairment of Assets – The recoverable amount of non-current assets will be assessed as the higher of net selling price and value in use, on a discounted basis. The Company currently assesses recoverable amounts of non-current assets based on undiscounted future net cash flows. The Company's non-current assets (other than exploration and evaluation assets) are not material and therefore, the Company does not believe the impairment of assets test will have a material effect on the Company's financial position.

8. IMPACT OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS) (CONT'D)

2. Exploration and Evaluation – The Australian equivalent of the IFRS standard AASB 6 - Exploration for and Evaluation of Mineral Resources was issued in December 2004. This standard is specific to exploration and evaluation assets and mandates the "area of interest" concept. It also requires companies that recognize exploration and evaluation assets to perform impairment tests on those assets when facts and circumstances suggest the carrying amount of the asset may be impaired. The impairment test is assessed at a cash generating unit or group of cash generating units level provided this is no larger than an area of interest.

   The Company does not believe there will be any material effect on the Company's financial position as a result of the introduction of AASB 6.

3. Income Tax – Under the Australian equivalent to IAS 12 Income Taxes, deferred tax balances are determined using the balance sheet method which calculates temporary differences based on the carrying amounts of an entity's assets and liabilities in the statement of financial position and their associated tax bases. In addition, current and deferred taxes attributable to amounts recognized directly in equity are also recognized directly in equity.

   This will result in a change to the current accounting policy, under which deferred tax balances are determined using the income statement method, items are only tax-effected if they are included in the determination of pre-tax accounting profit or loss and/or taxable income or loss and current and deferred taxes cannot be recognized directly in equity. Under IFRS deferred tax assets will be recognized for the carry forward of unused tax losses to the extent that future taxable profit is probable rather than virtually certain.

The above should not be regarded as a complete list of changes in accounting policies that will result from the transition to Australian equivalents to IFRS, as not all standards have been analysed as yet, and some decisions have not yet been made where choices of accounting policies are available. For these reasons it is not yet possible to quantify the impact of the transition to Australian equivalents to IFRS on the Company's financial position and reported results.

Great Gold Mines N.L.
Directors' Declaration

In the opinion of the Directors of Great Gold Mines N.L.:

(a) The accompanying financial statements and notes are in accordance with the Corporations Act 2001, including:

 (i) giving a true and fair view of the financial position of the Company as at 31 December 2004 and of its performance, as represented by the results of its operations and its cash flows for the half year ended on that date: and

 (ii) complying with Accounting Standards and the Corporations Regulations 2001.

(b) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable for the reasons set out in note 7.

Signed in accordance with a Resolution of the Directors at Melbourne this 10th day of March 2005.

J.I. Gutnick

J.I. Gutnick
Director

A Member Firm of PKF International

PKF

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& Business Advisers

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INDEPENDENT REVIEW REPORT TO MEMBERS OF GREAT GOLD MINES N.L.

Scope

We have reviewed the financial report of Great Gold Mines N.L. for the half-year ended 31 December 2004 as set out in pages 129 to 137. The disclosing entity's directors are responsible for the financial report. We have performed an independent review of the financial report in order to state whether, on the basis of the procedures described, anything has come to our attention that would indicate that the financial report is not presented fairly in accordance with Accounting Standard AASB 1029: Interim Financial Reporting and other mandatory professional reporting requirements in Australia and statutory requirements, so as to present a view which is consistent with our understanding of the entity's financial position, and performance as represented by the results of its operations and its cash flows, and in order for the disclosing entity to lodge the financial report with the Australian Securities and Investments Commission.

Our review has been conducted in accordance with Australian Auditing Standards applicable to review engagements. A review is limited primarily to inquiries of the disclosing entity's personnel and analytical procedures applied to the financial data. These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

Independence

In conducting our review, we followed the applicable independence requirements of Australian professional ethical pronouncements and the Corporations Act 2001. The auditor's independence declaration given to the directors would be in the same terms if it had been given at the time the review report was made.

Statement

Based on our review, which is not an audit, we have not become aware of any matters that makes us believe that the half-year financial report of Great Gold Mines N.L. is not in accordance with:

(a) the Corporations Act 2001, including:

(i) giving a true and fair view of the entity's financial position as at 31 December 2004 and its performance for the half-year ended on that date; and

(ii) complying with Accounting Standard AASB 1029: Interim Financial Reporting and the Corporations Regulations 2001; and

(b) other mandatory professional reporting requirements in Australia.

PKF
Chartered Accountants

10 March 2005
Melbourne

A Victorian Partnership

M.L. Port
Partner

A Member Firm of PKF International

PKF

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INDEPENDENCE DECLARATION

**TO: THE DIRECTORS
GREAT GOLD MINES N.L.**

As lead engagement partner for the review of Great Gold Mines N.L. for the half year ended 31 December 2004, I declare that, to the best of my knowledge and belief, there have been:

(a) no contraventions of the auditor independence requirements of the Corporations Act in relation to the review; and

(b) no contraventions of any applicable code of professional conduct in relation to the review.

PKF

PKF
Chartered Accountants

10 March 2005
Melbourne

A Victorian Partnership

M.L. Port
Partner

Issue of Ordinary Shares & Options
Canadian GAAP requires disclosure of the full details of issue of shares and options during the current and prior year whereas Australian GAAP requires brief information.

Supplementary Information		Number	A$
Balance at the beginning of the six months July, 01 2004		174,309,586	42,182,502
Ordinary shares for share placement	(a)	33,133,545	4,261,685
Ordinary shares as an implementation and activation fee under equity line of credit agreement	(b)	811,688	150,000
Ordinary shares commission on share placement	(c)	160,000	19,200
Share issue costs	(d)		-259,206
Balance for the six months ending December 31, 2004		208,414,819	46,354,181

During the six months ended December 31, 2004 the company issued:

(a.) July 15, 2004 - 8,000,000 ordinary shares on a private placement basis at A$0.14. Total proceeds were $1,120,000. In addition, one option was issued for every two ordinary shares at no additional consideration and an exercise price of A$0.10, which, if exercised, will entitle the holder to one(1) fully paid ordinary share in the Company. Options not exercised before 28 February 2013 will lapse.

December 2, 2004 - 12,515,059 ordinary shares on a private placement basis at A$0.125. Total proceeds were $1,564,374.54. In addition, one option was issued for each ordinary share at no additional consideration and an exercise price A$0.10, which, if exercised, will entitle the holder to one(1) fully paid ordinary share in the Company. Options not exercised before 28 February 2013 will lapse.

December 6, 2004 - 10,000,000 ordinary shares on a private placement basis at A$0.125. Total proceeds were A$1,250,000. In addition, one option was issued for each ordinary share at no additional consideration and an exercise price A$0.10, which, if exercised, will entitle the holder to one(1) fully paid ordinary share in the Company. Options not exercised before 28 February 2013 will lapse.

December 20, 2004 - 2,618,486 ordinary shares on a private placement basis at A$0.125. Total proceeds were A$327,310.75. In addition, one option was issued for each ordinary share at no additional consideration and an exercise price $0.10, which, if exercised, will entitle the holder to one(1) fully paid ordinary share in the Company. Options not exercised before 28 February 2013 will lapse.

(b.) July 15, 2004 - 357,143 ordinary shares were issued for A$75,000 being the implementation fee under the equity line of credit agreement with Cornell Capital Partners LP.

July 23, 2004 - 454,545 ordinary shares were issued for A$75,000 being the activation fee under the equity line of credit agreement with Cornell Capital Partners LP.

(c.) September 7, 2004 - 160,000 ordinary shares were issued for A$19,200 as commission for the private placement on July 15, 2004

(d.) During the six months ended December 31, 2004 - the Company incurred share issue costs of A$259,206 in respect of share placements and issue of shares to settle obligations under the equity line of credit facility and share placement commission

Options issued	Number	Exercise price
Options Expiring 22 September 2010		
Balance as at end of the year 30 June 2004	13,716,713	A$1.25
Balance as at end of the six months 31 December 2004	13,716,713	A$1.25
Options Expiring 30 April 2012		
Balance at the end of the year 30 June 2004	13,569,422	A$0.20
Balance as at end of the six months 31 December 2004	13,569,422	A$0.20
Options Expiring 28 February 2013		
Balance as at end of the year 30 June 2004	88,710,000	A$0.10
Options issued for the six months	31,213,545	A$0.10
Balance as at end of the six months 31 December 2004	119,923,545	A$0.10
Employee Share options expiring 24 March 2010		
Balance as at end of the year 30 June 2004	280,000	A$1.875
Balance as at end of the six months 31 December 2004	280,000	A$1.875

Statement of Financial Performance

	Six Months Ended December 31, 2004 $	Six Months Ended December 31, 2003 $
Operating loss before income tax in accordance with Australian GAAP	(691,228)	(1,473,640)
add		
Financing cost (i)	-	(16,556,400)
Operating loss before income tax in accordance with Canadian GAAP	(691,228)	(18,030,040)

(i) On October 10, 2003, 54,000,000 ordinary shares were issued at a price of A$0.10 per share and 54,000,000 options, at no additional issue price, and an exercise price of A$0.10 which if exercised will entitle the holder to one (1) fully paid ordinary share in the Company when issued. Options not exercised before February 28, 2013 will lapse.

The Issuer has valued the 54,000,000 options using the Black Scholes valuation method using the following criteria:

- Ordinary share price of A$0.31
- Option strike price of A$0.10
- Maturity of 9.4 years
- Risk free interest rate of 5.63%
- Volatility factor of 145%

and arrived at a valuation of A$0.3066 cents per option.

Statement of Financial Position

Reserves	2003 $
Balance June 30, 2003 calculated in accordance with Canadian GAAP	1,278,124
Valuation of 54,000,000 options issued to settle outstanding liability	16,556,400
Balance December 31, 2003 and 2004 calculated in accordance with Canadian GAAP	17,834,524
Accumulated Losses	
Accumulated losses June 30, 2003 calculated in accordance with Canadian GAAP	(44,346,623)
Transfer from reserves on discontinuation of equity accounting of former associate	3,519,219
Net loss for the half year ended December 31, 2003 calculated in accordance with Canadian GAAP	(18,030,040)
Accumulated losses December 31, 2003 calculated in accordance with Canadian GAAP	(58,857,444)
Net loss for the half year ended June 30, 2004 (no differences with Canadian GAAP)	(869,692)
Accumulated losses June 30, 2004 calculated in accordance with Canadian GAAP	(59,727,136)
Net loss for the half year ended December 31, 2004 (no differences with Canadian GAAP)	(691,228)
Accumulated losses December 31, 2004 calculated in accordance with Canadian GAAP	(60,418,364)

Great Gold Mines N.L.
Reconciliation of Australian GAAP to Canadian GAAP
for the six months ended December 31, 2004

	GNL Exploration				
Mineral Interests	Balance June 30th 2003	Transactions during the year	Balance June 30th 2004	Transactions during the period	Balance December 31st 2004
Pinjin (Trouser legs) Farm In					
Salaries & Wages	164,534	116,493	281,027	53,967	334,994
Motor Vehicle & Equipment cost	23,252	8,781	32,034	145	32,179
Field Consumables	11,417	27,157	38,574	4,282	42,856
Travel & Accommodation, Miscellaneous Expenses	54,923	15,455	70,379	4,276	74,655
Tenement Rents, Fees & Rates	117,938	44,887	162,824	24,712	187,536
Assaying	107,178	53,627	160,805	36,216	197,021
Drilling	574,829	612,419	1,187,248	0	1,187,248
Contractors incl geological & geophysical	123,182	106,810	229,992	17,844	247,836
Establishment Fee	160,764	0	160,764	0	160,764
Writedown	(61,478)	0	(61,478)	(268)	(61,746)
Total Pinjin (Trouser legs) Farm In	1,276,540	985,628	2,262,168	141,174	2,403,342
Foley Well Farm In					
Salaries & Wages	5,358	4,046	9,404	622	10,026
Motor Vehicle & Equipment cost	546	113	659	0	659
Field Consumables	708	62	769	67	836
Travel & Accommodation, Miscellaneous Expenses	706	486	1,192	0	1,192
Tenement Rents, Fees & Rates	20,153	12,606	32,759	690	33,449
Assaying	7,452	0	7,452	0	7,452
Drilling	0	0	0	0	0
Contractors incl geological & geophysical	7,854	3,700	11,554	0	11,554
Establishment Fee	0	0	0	0	0
Writedown	0	0	0	0	0
Total Foley Well Farm In	42,777	21,013	63,790	1,379	65,169

GNL Exploration

Mineral Interests	Balance June 30th 2003	Transactions during the year	Balance June 30th 2004	Transactions during the period	Balance December 31st 2004
Edjudina - Pinjin Farm In					
Salaries & Wages	174,978	54,250	229,228	14,766	243,994
Motor Vehicle & Equipment cost	16,960	3,668	20,627	0	20,627
Field Consumables	2,943	19,162	22,106	(129)	21,977
Travel & Accommodation, Miscellaneous Expenses	28,099	3,554	31,653	411	32,064
Tenement Rents, Fees & Rates	100,368	116,753	217,121	41,460	258,581
Assaying	70,735	89,317	160,052	1,769	161,821
Drilling	73,251	261,673	334,925	0	334,925
Contractors incl geological & geophysical	111,246	161,738	272,985	7,706	280,691
Establishment Fee	15,200	0	15,200	0	15,200
Writedown	(110,050)	0	(110,050)	0	(110,050)
Total Edjudina - Pinjin Farm In	483,730	710,116	1,193,846	65,983	1,259,829
Mulgabbie Farm in					
Salaries & Wages	17,764		17,764	286	18,050
Motor Vehicle & Equipment cost	2,880		2,880		2,880
Field Consumables	3,176		3,176		3,176
Travel & Accommodation, Miscellaneous Expenses	11,474		11,474		11,474
Tenement Rents, Fees & Rates	7,913		7,913		7,913
Assaying	12,478		12,478		12,478
Drilling	90,778		90,778		90,778
Contractors incl geological & geophysical	11,011		11,011		11,011
Establishment Fee	57,985		57,985		57,985
Writedown	(213,567)		(213,567)		(213,567)
Total Mulgabbie Farm In	1,892		1,892	286	2,178

GNL Exploration

Mineral Interests	Balance June 30th 2003	Transactions during the year	Balance June 30th 2004	Transactions during the period	Balance December 31st 2004
Melita Farm Out					
Salaries & Wages	103,817	1,842	105,659	721	106,380
Motor Vehicle & Equipment cost	5,152		5,152		5,152
Field Consumables	348		348		348
Travel & Accommodation, Miscellaneous Expenses	17,505		17,505	136	17,641
Tenement Rents, Fees & Rates	41,238	(582)	40,656		40,656
Assaying	1,251		1,251		1,251
Drilling	15,116		15,116		15,116
Contractors incl geological & geophysical	34,154	1,600	35,754		35,754
Establishment Fee	1,831		1,831		1,831
Writedown	(155,498)	(10,449)	(165,947)	(472)	(166,419)
Total Melita Farm Out	64,914	(7,589)	57,325	385	57,710
Carnage Farm Out					
Salaries & Wages	8,927		8,927		8,927
Motor Vehicle & Equipment cost	81		81		81
Field Consumables	0		0		0
Travel & Accommodation, Miscellaneous Expenses	1,239		1,239		1,239
Tenement Rents, Fees & Rates	802		802		802
Assaying	-				-
Drilling	-				-
Contractors incl geological & geophysical	1,296		1,296		1,296
Establishment Fee	-				-
Writedown	(12,345)		(12,345)		(12,345)
Total Carnage Farm Out	-	-	-	-	-

GNL Exploration

Mineral Interests	Balance June 30th 2003	Transactions during the year	Balance June 30th 2004	Transactions during the period	Balance December 31st 2004
Four Corners Farmout					
Salaries & Wages	44,017	199	44,215		44,215
Motor Vehicle & Equipment cost	10,517		10,517		10,517
Field Consumables	(594)		(594)		(594)
Travel & Accommodation, Miscellaneous Expenses	8,447		8,447		8,447
Tenement Rents,Fees & Rates	19,409		19,409		19,409
Assaying	22,970		22,970		22,970
Drilling	239,335		239,335		239,335
Contractors incl geological & geophysical	29,430		29,430		29,430
Establishment Fee	-		-		-
Writedown	(352,370)		(352,370)		(352,370)
Total Four Corners Farmout	21,160	199	21,359	-	21,359
Braeside Tenement Purchase					
Salaries & Wages	8,412		8,412		8,412
Motor Vehicle & Equipment cost	284		284		284
Field Consumables	-		-		-
Travel & Accommodation, Miscellaneous Expenses	17		17		17
Tenement Rents, Fees & Rates	70,207	88	70,295	244	70,539
Assaying	561		561		561
Drilling	-		-		-
Contractors incl geological & geophysical	6,883		6,883		6,883
Establishment Fee	(4,091)		(4,091)		(4,091)
Writedown	(82,273)	(88)	(82,361)	(244)	(82,605)
Total Braeside Tenement Purchase	-	-	-	-	-

GNL Exploration

Mineral Interests	Balance June 30th 2003	Transactions during the year	Balance June 30th 2004	Transactions during the period	Balance December 31st 2004
Whiteheads Farmout					
Salaries & Wages	156,556	69	157,247	1,033	158,280
Motor Vehicle & Equipment cost	35,553		35,553		35,553
Field Consumables	15,686		15,686	227	15,913
Travel & Accommodation, Miscellaneous Expenses	76,542		76,542		76,542
Tenement Rents, Fees & Rates	152,743	(8,003)	144,740	(13)	144,727
Assaying	82,278		82,278		82,278
Drilling	249,570		249,570		249,570
Contractors incl geological & geophysical	150,011	2,868	152,879	582	153,461
Establishment Fee	62,299		62,299		62,299
Writedown	(787,769)	(190,062)	(977,831)	13	(977,818)
Total Whiteheads Farmout	(193,469)	(194,507)	(1,038)	1,842	804
Kimberley Metals Farmout					
Salaries & Wages	216	331	547	2,707	3,254
Motor Vehicle & Equipment cost	-		-		-
Field Consumables	-		-		-
Travel & Accommodation, Miscellaneous Expenses	213		213	28	241
Tenement Rents, Fees & Rates	1,710	803	2,513	35	2,548
Assaying	-		-		-
Drilling	-				-
Contractors incl geological & geophysical	58		58		58
Establishment Fee	-		-		-
Writedown	-		-		-
Total Kimberley Metals Farmout	2,197	1,134	3,331	2,770	6,101

GNL Exploration

Mineral Interests	**Balance June 30th 2003**	**Transactions during the year**	**Balance June 30th 2004**	**Transactions during the period**	**Balance December 31st 2004**
Other 100% GNL					
Salaries & Wages	3,920,477	118,530	4,039,007	83,579	4,122,587
Motor Vehicle & Equipment cost	743,633	8,833	752,465	5,362	757,827
Field Consumables	485,886	25,430	511,316	5,396	516,712
Travel & Accommodation, Miscellaneous Expenses	2,168,738	437,354	2,606,093	8,937	2,615,030
Tenement Rents, Fees & Rates	6,138,053	249,825	6,387,878	110,598	6,498,476
Assaying	1,517,045	94,837	1,611,881	43,939	1,655,820
Drilling	5,264,869	322,038	5,586,907	86,173	5,673,080
Contractors incl geological & geophysical	3,783,718	277,121	4,060,839	69,770	4,130,609
Establishment Fee	2,355,220	-	2,355,220	-	2,355,220
JV Recoveries	(71,364)	22,727	(48,636)	4,545	(44,091)
Writedown	(24,357,738)	(997,503)	(25,355,241)	35,083	(25,320,158)
Total Other 100% GNL	1,948,537	559,193	2,507,730	453,382	2,961,112
Total GNL	4,035,216	2,075,186	6,110,402	667,201	6,777,603

Certificate of the Issuer

Pursuant to a resolution duly passed by its Board of Directors, Great Gold Mines N.L., hereby applies for listing of the above mentioned shares on the TSX Venture Exchange. The foregoing constitutes full, true and plain disclosure of all Material Facts relating to the securities of the Issuer.

Acknowledgement – Personal Information

"Personal Information" means any information about an identifiable individual, and includes the information contained in Section 3.0 of this Application. Applicant hereby acknowledges and agrees that it has obtained the express written consent of each individual to (A) the disclosure of Personal Information by Applicant to TSX (as defined in Exhibit 1) pursuant to this Application; and (B) the collection, use and disclosure of Personal Information by TSX for the purposes described on Exhibit 1 to this Application or as otherwise identified by TSX, from time to time.

Dated at Melbourne

this 20th day of September 2005.

J. I. Gutnick

JOSEPH I. GUTNICK
Chairman and Managing Director

PETER LEE
Company Secretary

EXHIBIT 1: Acknowledgement – Personal Information

TSX Venture Exchange Inc. and its affiliates, authorized agents, subsidiaries and divisions, including the TSX Venture Exchange (collectively referred to as "TSX") collect Personal Information in the Listing Application and in other forms that are submitted by the individual and/or by Applicant and use it for the following purpose:

- to conduct background checks,
- to verify the Personal Information that has been provided about each individual,
- to consider your suitability of the individual to act as an officer, director, insider, promoter, investor relations provider or, as applicable, an employee or consultant, of the Applicant,
- to consider the eligibility of the Applicant to list on the TSX Venture Exchange,
- to detect and prevent fraud,
- to conduct enforcement proceedings, and
- to perform other investigations as required by and to ensure compliance with all applicable rules, policies, rulings and regulations of the TSX Venture Exchange, securities legislation and other legal and regulatory requirements governing the conduct and protection of the public markets in Canada.

As part of this process, TSX also collects additional Personal Information from other sources, including but not limited to, securities regulatory authorities in Canada or elsewhere, investigative, law enforcement or self-regulatory organizations, regulations services providers and each of their subsidiaries, affiliates, regulators and authorized agents, to ensure that the purposes set out above can be accomplished.

The Personal Information TSX collects may also be disclosed to these agencies and organizations or as otherwise permitted or required by law, and they may use it in their own investigations for the purposes described above.

TSX may from time to time use third parties to process information and/or provide other administrative services. In this regard, TSX may share the information with such third party service providers.