

Athena
Resources

ACN 113 758 900

ANNUAL REPORT 2012

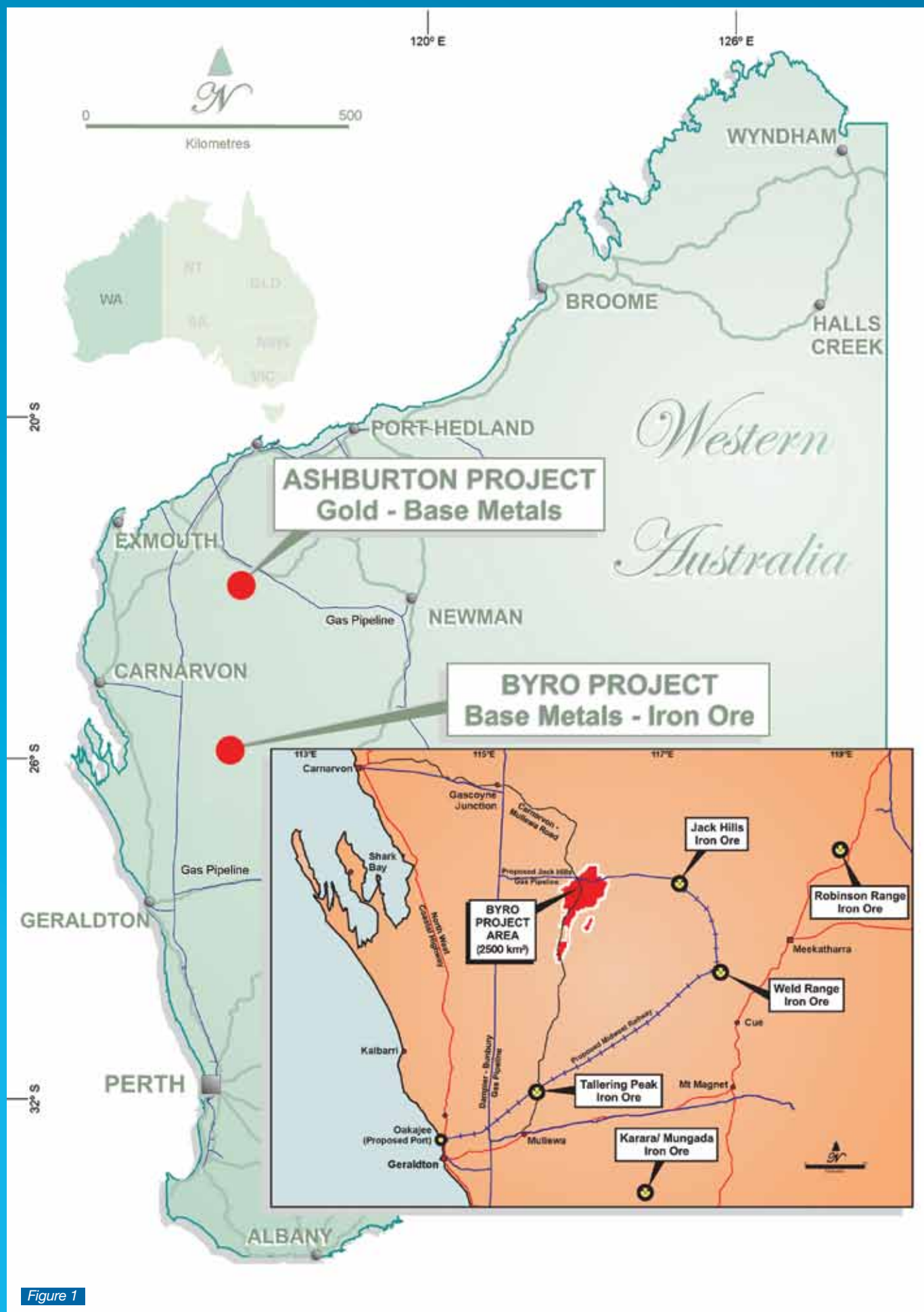


Figure 1

Contents

01	Company Information	2
02	Review of Operations	3
03	Directors' Report	21
04	Corporate Governance Statement	27
05	Auditor's Independence Declaration	36
06	Statement of Comprehensive Income	37
07	Statement of Financial Position	38
08	Statement of Changes In Equity	39
09	Statement of Cash Flows	40
10	Notes to and Forming Part of the Financial Statements	41
11	Directors' Declaration	56
12	Independent Auditor's Report	57
13	Shareholder Details	59
14	Interest In Mining Tenements	60



ABN	69 113 758 900
Directors	D A Webster (Chairman) E W Edwards (Managing Director) R P Kandiah (Non Executive Director)
Secretaries	E W Edwards P J Newcomb
Registered Office	24 Colin Street, West Perth, Western Australia, 6005 Telephone: +61 8 9222 5888 Facsimile: +61 8 9222 5810 Email: ahn@athenaresources.com.au
Postal Address	PO Box 1970, West Perth, Western Australia, 6872
Share Registry	Computershare Investor Services Pty Ltd Level 2, Reserve Bank Building 45 St Georges Terrace Perth, WESTERN AUSTRALIA 6000 Telephone: +61 8 9323 2000 Facsimile: +61 8 9323 2033
Auditor	HLB Mann Judd Level 4, 130 Stirling Street Perth, WESTERN AUSTRALIA 6000 Telephone: +61 8 9227 7500 Facsimile: +61 8 9227 7533
Bankers	Westpac Banking Corporation 116 James Street Perth, WESTERN AUSTRALIA 6000
Securities Exchange Listing	Athena Resources Limited shares are listed on the Australian Securities Exchange (Home Exchange – Perth) ASX Code: Shares AHN
Website	www.athenaresources.com.au

Review of Operations

Athena Resources has two key projects Byro and Ashburton which are described below.

THE BYRO IRON PROJECT



LOCATION AND ACCESS

The Byro Iron project is strategically located in the maturing Midwest Iron province which includes a substantial mining sector (*Figure 1*). The project is centered 320km from Oakajee. Development of the Byro Iron project is expanding the overall resource in the Midwest region along with its neighbors at the Gindalbie and Ansteel's Karara Iron Ore project, Sinosteel's Weld Range project, the proposed Jack Hills Expansion Project, Padbury's Robinson Range project, and Mt Gibson's Tallering Peak project amongst many others. Access to the growing iron ore province is inevitable with the development of Oakajee deep water bulk shipping port north of Geraldton.

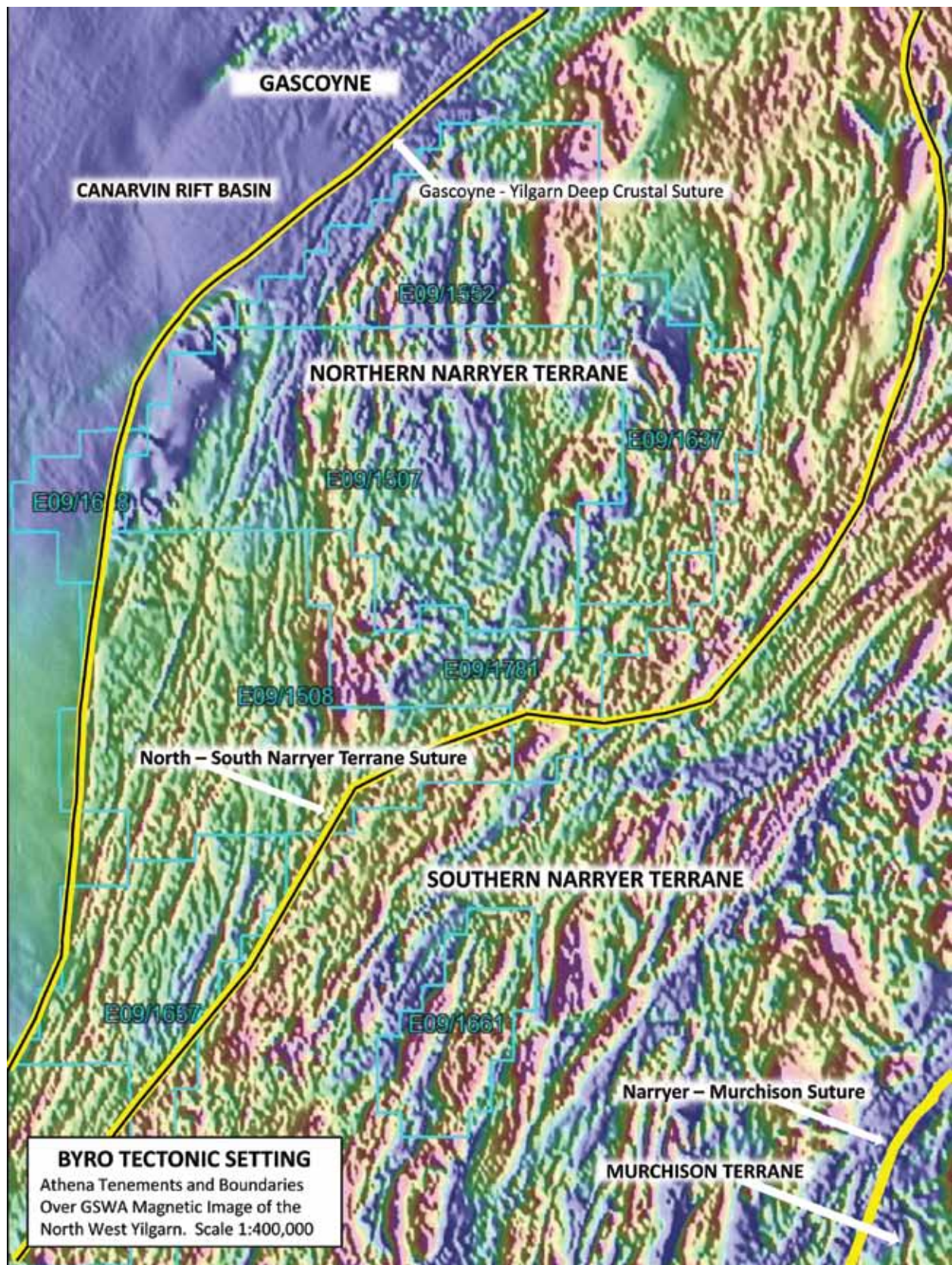


Figure 2

TENURE

Athena's Byro Project covers approximately 2,500 square kilometres and consists of nine exploration licences. Athena has a 100% interest in the project. The Company has applied and received authorisation to explore for iron ore on Exploration Licences E09/1507, E09/1552, E09/1637 and E09/1781.

GEOLOGY AND MINERALISATION

Athena's Byro Project is located along the north-western margin of the Yilgarn Craton, within an Archaean Gneiss Belt which trends north-northeast for approximately 200km (*Figure 2*). The geology is predominately quartzo-feldspathic gneisses and migmatites with amphibolites, quartzites, BIF's, felsic volcanics and layered mafic-ultramafic intrusions. Regional folding and thrusting has resulted in a steep dominant westerly dip and north-northeast strike, although locally this varies from north to east. The high grade magnetite iron ore at Byro has been characterised with super low impurities during development of thick migmatite layers in the upper amphibolite metamorphic terrain.

Outcropping sequences of mafic to ultramafic lithologies suggest a series of prospective intrusions, the extent of which has been refined with gravity and detailed magnetic surveys where alluvial cover persists (*Figure 3*).

Past exploration in the region indicates the presence of anomalous copper-nickel-PGE and chromite mineralisation. Two altered, layered mafic-ultramafic bodies are found at Taccabba Well and Imagi Well where iron-rich chromite occurrences have been discovered. At the Byro East Project, copper gossans exist where nearby historic drilling intersected copper and nickel mineralisation. Further drilling has advanced the understanding of this intrusive body as being a highly prospective fertile system.

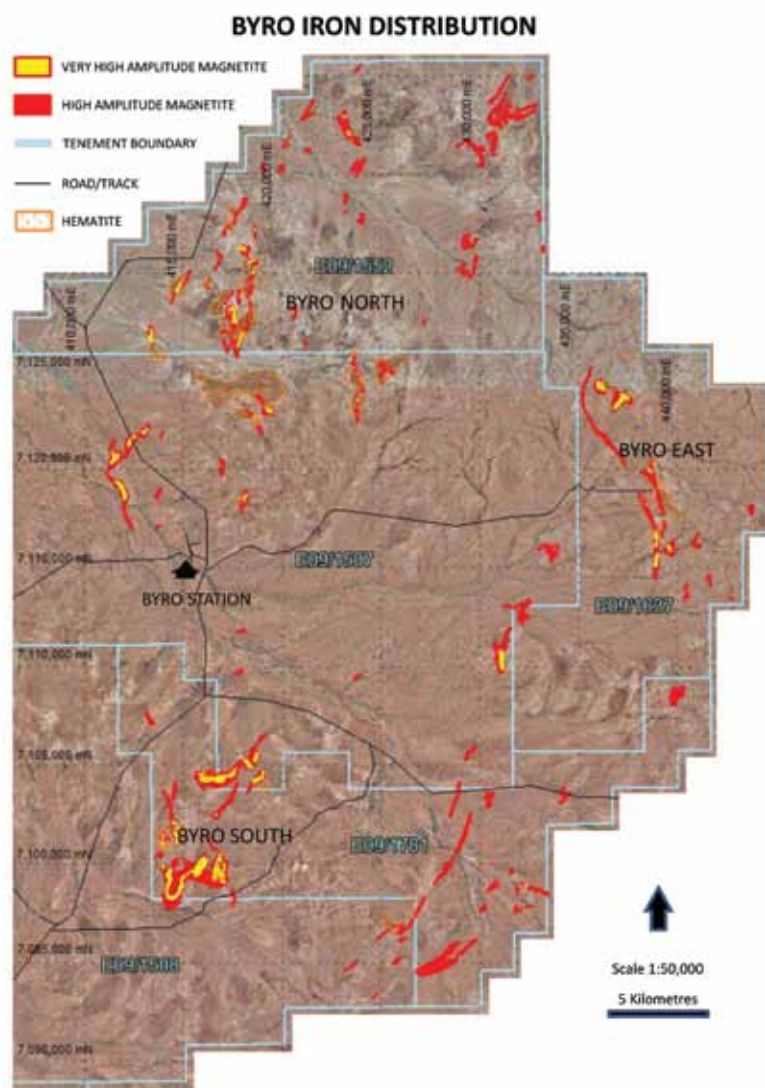


Figure 3

BYRO IRON EXPLORATION AND RESOURCE DEVELOPMENT

FE1 Project; Maiden Inferred Resource and Pre-Feasibility Study

In 2011 a 2,893 metre drilling program was designed and completed as an infill program to test the Fe1 prospect to inferred resource status, and comprised of 17 Reverse Circulation drill holes (RC) and 1 PQ Diamond core hole. Drilling at FE1 now totals 28 RC holes and 1 PQ/NQ diamond core hole, Table 1. This brings the total drilling at FE1 to date to 4378m.

Table 1 Athena FE1 Infill Drilling Results

Hole_ID	mfrom	mTo	Intersection
AHRC0030	90	100	10m @ 26.7% Fe from 90m
AHRC0030a	96	100	4m @ 24.67% Fe from 96m
AHRC0030a	132	138	6m @ 18.67% Fe from 132m
AHRC0030a	156	204	48m @ 23.25% Fe from 156m
AHRC0031	8	12	4m @ 12.48% Fe from 8m
AHRC0032	36	50	14m @ 28.83% Fe from 36m
AHRC0033	54	70	16m @ 27.64% Fe from 54 m
AHRC0034	112	186	70m @ 29.77% Fe from 112m
AHRC0035	134	138	4m @ 28.92% Fe from 134m
AHRC0035	156	160	4m @ 21.41% Fe from 156m
AHRC0037	82	84	2m @ 29.08% Fe from 82m
AHRC0037	90	124	34m @ 31.73% Fe from 90m
AHRC0038	122	126	4m @ 14.94% Fe from 122m
AHRC0038	144	163	19m @ 30.18% Fe from 144m
AHRC0039	100	106	6m @ 13.34% Fe from 100m
AHRC0039	110	122	12m @ 15.13% Fe from 110m
AHRC0040	110	216	106m @ 22.73% Fe from 110m
AHRC0041	134	150	16m @ 30.41% Fe from 134m
AHRC0041	156	168	12m @ 22.5% Fe from 156m
AHRC0042	108	110	2m @ 24.35% Fe from 108m
AHRC0043	94	112	18m @32.34% Fe from 94
AHRC0043	130	146	16m @ 24.79%Fe from 130
AHRC0044	152	156	4m @ 22.53% Fe from 152m
AHRC0044	162	174	12m @ Fe 26.94% from 162m

Infill drill intersections supported the FE1 Ore Model which now covers an area of over 164,000m². The shape of the ore body remained predictable throughout the infill program with consistent dip and strike characteristics. The system is truncated to the south but remains open and plunging to the north (*Figure 4*).

Average grain size is coarse, up to 1.5mm. The estimated average true thickness of ore at 60m determined from cross section last season was supported by drilling and cross section interpretation this season.

Ore intersected in PQ diameter drill hole AHDH0002, (84m magnetite from 72m down hole) was sent directly to China for testing as well as being tested in Australia to determine the crushing and ball mill indices as part of the beneficiation and metallurgical test work that formed part of the scoping study.

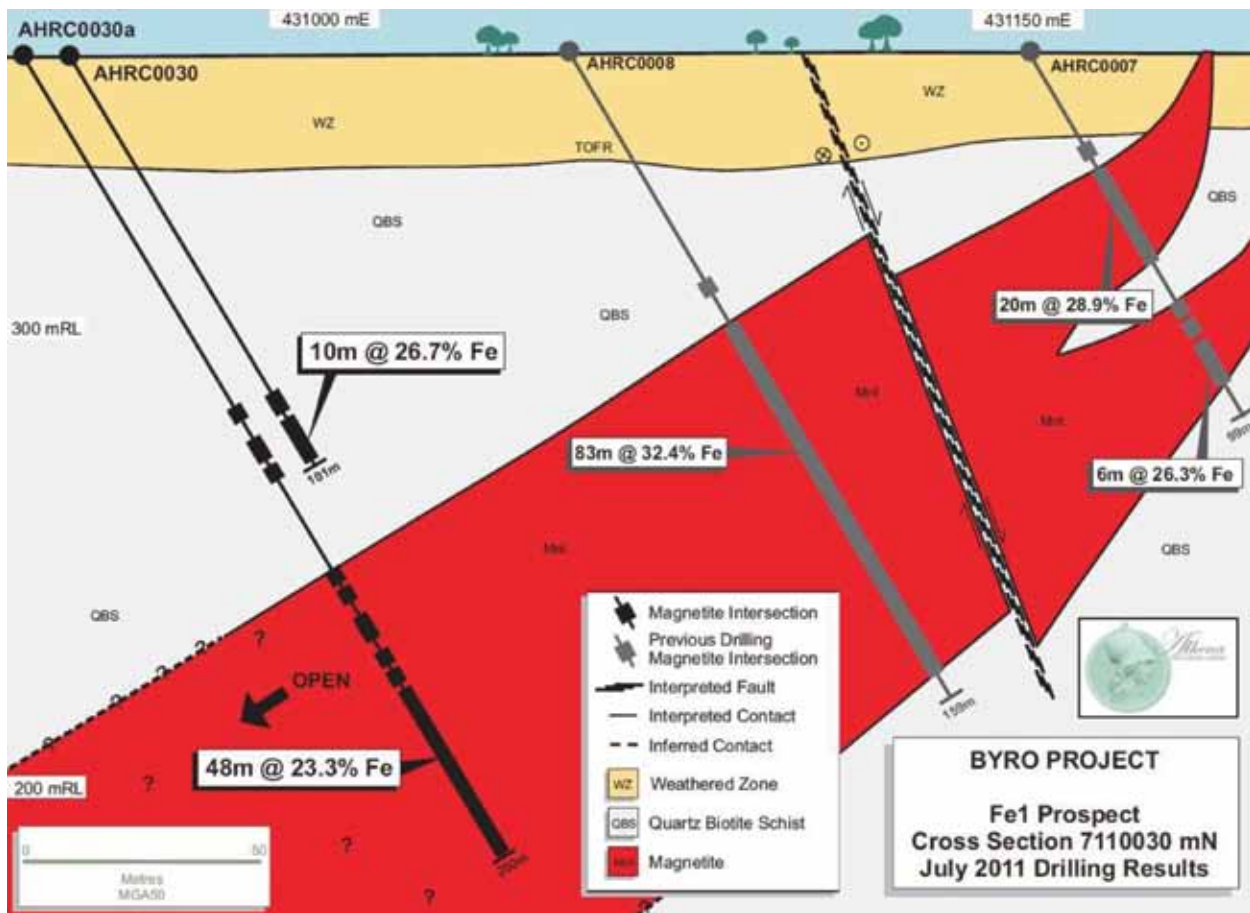


Figure 4

PRELIMINARY JORC RESOURCE FOR BYRO FE1 MAGNETITE DEPOSIT

In November 2011 Athena released the preliminary results of a maiden, Inferred Mineral Resource for its Byro Iron Project. The resource was prepared by AMC Consultants Pty Ltd totalling 22.8Mt at 25.6%Fe at the Fe1 Ore Body as a result of drilling to date.

Table 2. Whole Rock Inferred Mineral Resource Estimate

Oxstate	Mt	Fe%	SiO ₂ %	Al ₂ O ₃ %	P%	S%	LOI%	Density
Fresh	22.7	25.7	49.2	5.3	0.050	0.072	-0.08	3.5
Oxide	0.1	22.1	53.5	6.7	0.045	0.090	0.27	2.8
Total	22.8	25.6	49.2	5.3	0.050	0.072	-0.08	3.5

Table 3. Concentrate Inferred Mineral Resource Estimate

Oxstate	Mt	Fe%	SiO ₂ %	Al ₂ O ₃ %	P%	S%	LOI%	Density	DTR%
Fresh	18.1	70.7	1.2	0.32	0.003	0.014	-3.25	3.5	35.1
Total	18.1	70.7	1.2	0.32	0.003	0.014	-3.25	3.5	35.1

Note:

- No cut off was used in this report,
- Due to the effects of rounding totals may not be able to be recreated from the data above
- The estimated Concentrate Mineral Resource is wholly contained within the whole mineral rock resource, and they are not cumulative, The inferred resource is classified in accordance with the JORC Code1
- The resource is inferred to a depth of 150m while the ore body is open and untested at depth. There is scope to improve to resource with further drilling.

METALLURGICAL TESTWORK COMPLETED ON THE BYRO FE1 ORE BODY

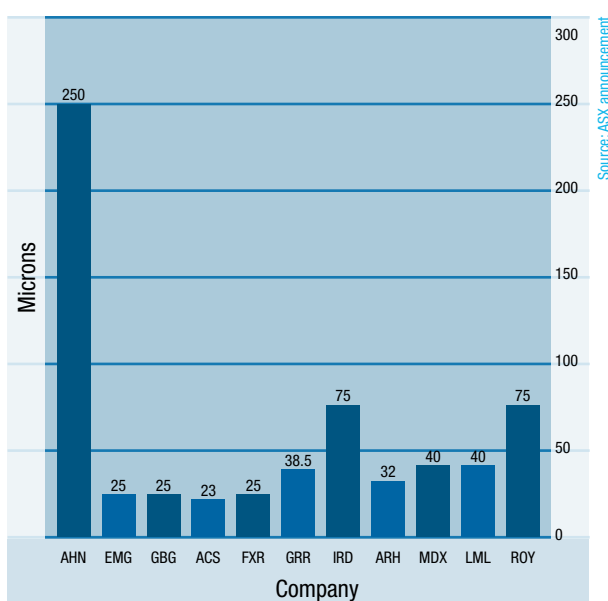
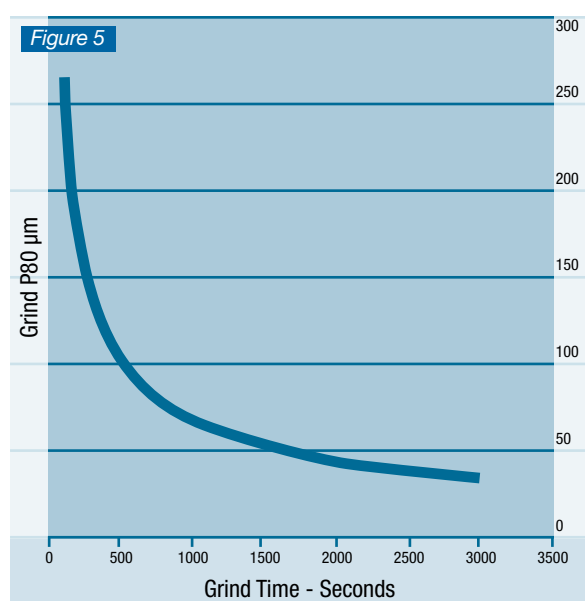
During the year Athena received a report from ALS Ammtec who were engaged by Athena in April 2011 to undertake beneficiation testing on samples from the Byro magnetite deposit to provide supporting results to the test work conducted at Changsha Research Institute of Mining and Metallurgy ("CRIMM").

A total of sixteen PQ drill core samples (approximately 80kg) and a composite RC Chips sample (approximately 12kg) were delivered to ALS Ammtec in May 2011. The "CRIMM" test work was completed in July 2011 and the ALS Ammtec work was completed in August. The main points of the results are reported in Table 4.

Table 4. Wet Low Intensity Magnetic Separation Results

Grind Size	Magnetite Concentrate	Fe Grade in Concentrate	Fe Recovery	Mass Recovery
P80 250µm	94.8% Fe ₃ O ₄	68.6% Fe	94.10%	49.40%
P80 150µm	97.9% Fe ₃ O ₄	70.8% Fe	93.70%	47.40%
P80 125µm	98.5% Fe ₃ O ₄	71.3% Fe	93.10%	46.50%

These results were achieved from an iron head grade of 35.5% Fe.



Grind Establishment Test Work

From the Particle Size Distributions of the grind establishment test work a reference chart was produced indicating the potential for capital and power cost savings from the coarser grind size (Figure 5).

Major Results from Beneficiation Testwork

- Unconfined Compressive Strength (UCS) recorded values of 139.9 and 153.7 Mpa and recorded a strength classification of strong.
- Bond Impact Crushing Work Index (CWi) recorded average value of 15.5 kWh/t with a maximum value of 21.5 kWh/t and a minimum value of 8.2 kWh/t.
- Apparent Relative Density recorded values of 3.52, 3.53 and 3.56 g/cc.
- Bond Ball Mill Work Index recorded a value of 16.5 kWh/t from a test aperture of 106 micron.
- Bond Rod Mill Work Index recorded a value of 8.3 kWh/t.
- Bond Abrasion Index recorded a value of 3.894
- Head assays were reported as;

Sample	Fe %	SiO ₂ %	Al ₂ O ₃ %	TiO ₂ %	MnO %	CAO %	P %	S %
Core	35.4	45.1	0.59	0.057	0.15	1.75	0.035	0.017
RC Chip	35.5	44.5	1.08	0.074	0.14	1.55	0.050	0.041

- An asbestiform analysis indicated the absence of asbestos or fibrous hazard.

These results confirm a relatively simple processing circuit is required for treatment of Byro magnetite ore.

The proposed processing circuit is likely to consist of the following:

- Conventional three stage crushing;
- Primary grinding and coarse classification;
- Wet low intensity magnetic separation at coarse grind;
- Secondary grinding and classification at P80 of 125 micron;
- Rougher wet low intensity magnetic separation;
- Cleaner wet low intensity separation;
- Concentrate thickening and filtration.

PROCESS PLANT PREFEASIBILITY

Following on from the excellent metallurgical results in the CRIMM and ALS Ammtec reports on samples taken from Fe1, an operating cost and capital cost estimate was conducted for a 5 million tonnes per annum (tpa) magnetite plant at Athena's Fe1 iron ore deposit at Byro. The study by GR Engineering Services Limited (GRES) was commissioned by Athena in August 2011.

The 5M tpa throughput for a resultant 2.5M tpa saleable concentrate product was chosen as the plant is planned to be in operation well before completion of the Oakajee port and rail mid-2017. Athena plans to transport concentrate to Geraldton by road and rail transport with an assumed tonnage limitation of 2.5M tpa.

It is expected that the plant will operate at this capacity until it is upgraded or duplicated when the Oakajee rail and port project is complete.

Process

The design capacity of the process plant is 5M tpa. Target feed to crushing is 800 tph while grinding feed rate is 625 tph.

Run of Mine (ROM) ore is initially crushed through a gyratory crusher, prior to being fed to a two stage fine crushing plant. The crushed ore will undergo grinding by two stage ball milling. The primary grinding duty will be performed by a single ball mill operating in closed circuit with a scalping screen with apertures of 6mm. The scalping screen undersize will be classified by stackers to produce an intermediate ground product of P80 500 micron which will report to primary (cobbers) stage of wet LIMS separators. At this point approximately 40% of the mass will be rejected as non-magnetic product to final tailings thickener.

The oversize from the primary stackers will report to the secondary grinding. The secondary grinding duty will be performed by a single ball mill operating in close circuit with secondary stackers with apertures of 250 micron. The magnetic product from the primary (cobbers) wet LIMS will report to the secondary stackers. Oversize from the secondary stackers will return to secondary ball mill.

The final undersize product from the secondary stackers will have a P80 of 125 micron. This undersize product will report, in series, to rougher wet LIMS and cleaner wet LIMS. The cleaner wet LIMS will produce a final magnetic product of 67.5% Fe, which reports to concentrate thickening prior to final concentrate filtration. The relative coarseness of the concentrate should produce a filter cake with less than 7% (w/w) moisture. The non-magnetics from both rougher and cleaner wet LIMS will report to final tailings thickener, prior to being pumped to Tailing Storage Facility.

The final concentrate filter cake will report to one of three storage bins prior to loading into road trucks for transportation.

The PFS produces 2.5M tpa of high grade magnetite concentrate, low in content of deleterious elements. Concentrate specifications are as follows:-

TYPICAL CONCENTRATE SPECIFICATIONS

Fe	67.5%
SiO ₂	4.0%
Al ₂ O ₃	0.3%
S	0.02%
P	0.01%
Average P80 Size	125 micron
Filter cake moisture content	< 7%

Capital Costs

The GRES prefeasibility study (PFS) was conducted to an overall accuracy of +/- 30%, and is presented in Australian dollars (A\$) and is based upon pricing obtained during the second quarter of 2011.

The capital cost of the process plant is \$136 million, while the capital cost of a 300 person construction and permanent camp is \$24 million.

The capital cost for the process plant includes the following:-

- Site administration facility
- Process plant, from ROM feed to crusher, grinding and classification, three stages of wet LIMS, through to concentrate handling and loading into road trucks
- Construction of Tailings Storage Facility (TSF) capable of holding 1 year's tailing discharge, including pumps and pipeline to discharge tailings to TSF and pumps and pipeline to return tailings water to process dam
- Borefield pumping to supplement process water.

Power supply and site assay laboratory are to be provided under contract by third parties and are included in the operating costs.

Operating Costs

The operating cost of the process plant is \$8.46 per tonne milled. The summary of operating costs is detailed in the following:

Byro Magnetite Project	Total Cost		% Fixed	Fixed		Variable	
	A\$/yr	A\$/t		A\$/yr	A\$/t	A\$/yr	A\$/t
Operating Consumables	9,437,175	1.89	0%	-	-	9,437,175	1.89
Maintenance Materials	4,235,585	0.85	31%	1,296,633	0.26	2,938,952	0.59
Labour	9,816,900	1.96	100%	9,816,900	1.96	-	-
Power	14,855,599	2.97	25%	3,657,051	0.73	11,198,548	2.24
General & Administration	3,975,624	0.80	100%	3,975,624	0.80	-	-
TOTAL	42,320,883	\$8.46		18,746,208	\$3.75	\$23,574,675	\$4.71

The coarse nature of the magnetite at Fe1 allows for a high degree of liberation of the magnetite at a relative coarse grind size P80 of 125 micron. This contributes to a significant reduction in power required for grinding and results in substantial operating cost savings.

The calculated annual production of concentrate is 2.5M tpa (dry tonnes). The total process operating cost is \$16.92 per tonne of concentrate produced.

Conclusions on the Processing Plant Prefeasibility

The processing plant prefeasibility demonstrates that due to the nature of the magnetite ore at Byro a processing plant can be built for a modest capital cost to produce a high value concentrate at a very competitive cost per tonne. Investigations are also underway to identify the most cost effective logistics solution.



Byro South now includes three separate ore bodies; the main Byro South ore body, Whitmarsh Find ore body and Whistle Jack ore body (*Figures 6 and 7*). Drilling during this period was accomplished in two campaigns. The first campaign was completed in May-June with assays returned July-August and the second campaign in November-December returning our more recent assay results. Drilling in both campaigns totalled 3,716m.

The 3,030m of drilling comprised 2280.5m of Reverse Circulation drilling, (RC), 300.8m as diamond tails to push some of the RC holes which failed to reach depth in the May-June campaign. Total drilling also included 448.6m PQ - NQ diamond drilling of which 270m is intended for geotechnical / metallurgical testing. Targeting was based on high definition aeromagnetic signatures and surface outcrop mapping and sampling (Figure 8).

Magnetic susceptibility was recorded for all holes drilled throughout the ore body. Average readings recorded were in the order of 850×10^{-3} with peaks up to 2000×10^{-3} (SI Units). The high magnetic susceptibility, coarse grain size up to 1.5mm, and now X-ray Fluorescence (XRF) assay from surface sampling and feed assay from drilling show the ore is of similar high grade common to Byro Iron.

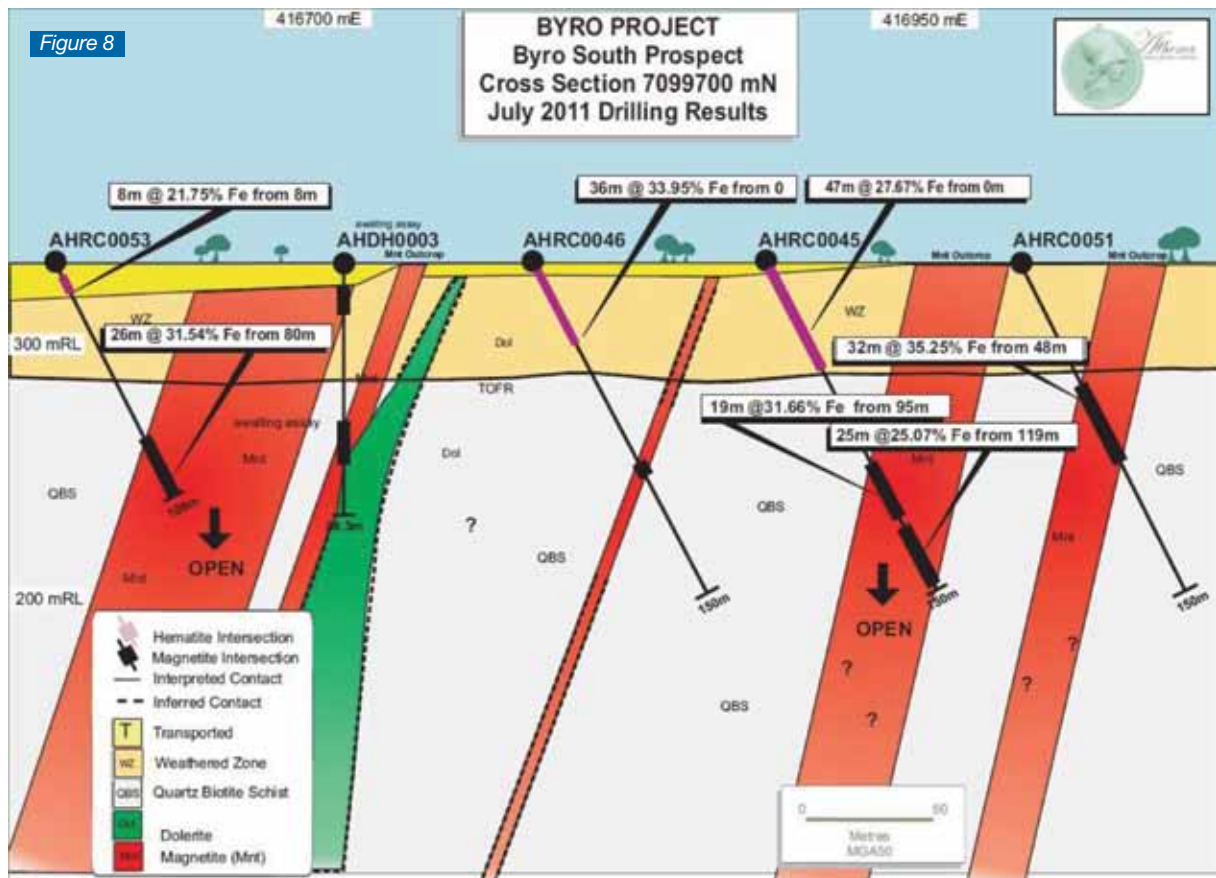
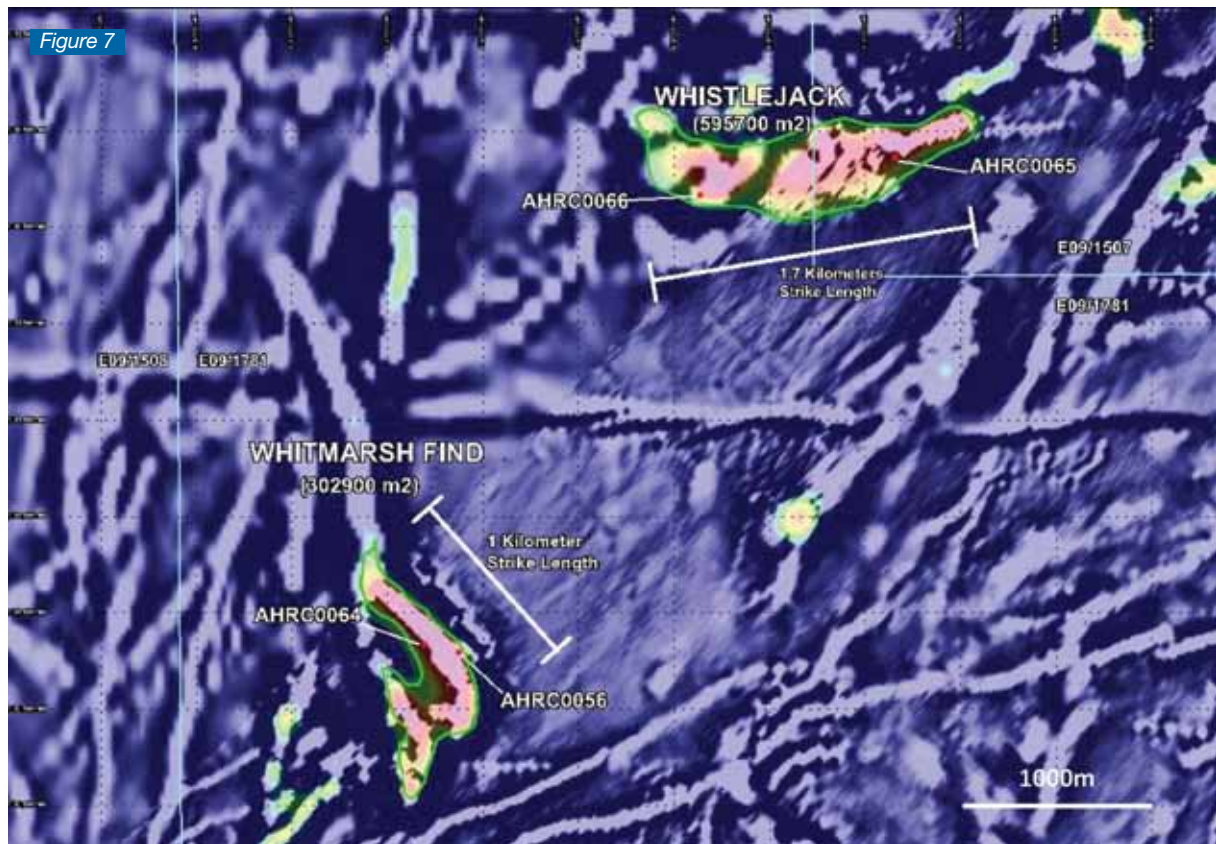


Table 5. Byro South Ore Body Magnetite Intersections from Assay

Byro South					
Hole ID	Easting	Northings	Hole Depth (m)	Intersection	From
AHRC0045	416881	7099644	150	18m @ 32.34% Fe	95
and AHRC0045	416881	7099644	150	7m @ 27.82% Fe	119
and AHRC0045	416881	7099644	150	11m @ 36.72% Fe	133
AHRC0053D	416591	7099691	106	8m @ 21.75% Fe	8m
and AHRC0053D	416591	7099691	106	33.3m @ 33.42% Fe	80m
and AHRC0053D	416591	7099691	106	39.4m @ 30.35% Fe	125m
AHRC0054D	416535	7099352	108	8m @ 21.6% Fe	16m
and AHRC0054D	416535	7099352	108	44.9m @ 33.64% Fe	90m
and AHRC0054D	416535	7099352	108	11.07m @ 29.66% Fe	162m
AHRC0057	416950	7099426	150	8m @ 28.6% Fe	74m
and AHRC0057	416950	7099426	150	6m @ 25.6% Fe	84m
AHRC0058	416953	7099201	154	32m @ 21.8% Fe	0m
and AHRC0058	416953	7099201	154	86m @ 28.39% Fe	56m
AHRC0059	417021	7099216	160	60m @ 21.07% Fe	0m
AHRC0060	416978	7099528	100	28m @ 24.36% Fe	36m
and AHRC0060	416978	7099528	100	10m @ 31.27% Fe	70m
AHRC0061	417032	7099953	150	46m @ 27.83% Fe	32m
AHRC0062	416635	7099275	136	9m @ 30.4% Fe	72m
and AHRC0062	416635	7099275	136	8m @ 22.34% Fe	91m
AHRC0062	416635	7099275	136	8m @ 18.32% Fe	101m
AHRC0063D	416573	7099593	156.6	23.5m @ 22.44% Fe	8m
and AHRC0063D	416573	7099593	156.6	8m @ 21.22% Fe	41m
and AHRC0063D	416573	7099593	156.6	36m @ 38.64% Fe	86m
and AHRC0063D	416573	7099593	156.6	16.5m @ 30.02% Fe	131m
AHDH0005	416753	7100269	178	22.5m @ 26.36% Fe	29.9m
and AHDH0005	416753	7100269	178	18m @ 31.7% Fe	116m

Davis Tube work, (DTR), was also completed on the magnetite intersection in Hole AHRC0045. Results below in Table 6

The Magnetite ore at Byro South appears within upper amphibolite facies gneissic rock in the form of a migmatite. The ore is matrix to massive localized in seams that range in thicknesses from 10m up to 50m width, dipping steeply to the west and strike dominantly north. Drilling has confirmed the high amplitude aeromagnetic anomalies are a direct result of the magnetite. The eastern boundary of the unit is well delineated by the laplucian magnetic imagery and aeromagnetic data. Further drill testing will be carried out to complete testing of the western margin of the ore body at depth. The quality of the ore is supported by coarse grain size, high magnetic intensity and recent and high grade results from assay.

Table 6. DTR Results from Byro South

From	To	µm	Mass	Fe Feed	Fe Conc	SiO ₂	Al ₂ O ₃	TiO ₂	P XRF	S XRF	LOI
95	99	~75	21.59	29.00	70.39	1.01	0.41	0.38	0.003	0.458	-2.92
101	111	~75	29.18	35.23	68.28	3.62	0.77	0.24	0.006	0.212	-3.1
111	114	~75	36.78	32.94	69.21	2.93	0.67	0.18	0.005	0.076	-3.21
119	121	~75	30.10	28.13	68.87	2.96	0.74	0.1	0.005	0.236	-3.25
122	126	~75	34.67	35.20	69.63	2.35	0.85	0.16	0.004	0.077	-3.32
133	143	~75	42.01	37.60	70.08	1.68	0.69	0.08	0.005	0.217	-3.21
143	144	~75	48.24	41.94	69.56	2.42	0.87	0.07	0.003	0.028	-3.28

Mass recoveries were up to 48% and magnetite (Fe_3O_4) ranged from 95% to 100% using a 75 μm grind. The DTR work completed on this hole was the first for Byro South Ore Body. Continued metallurgical work is ongoing to investigate the optimum grind, and crush and ball mill indices for processing. The next phase of drilling at the Byro South ore body should generate enough information to proceed to a JORC Compliant inferred resource.

THE WHITMARSH FIND ORE BODY

During the 2011 May-June and November-December campaigns at Byro South, 2 Reverse Circulation holes, AHRC0056 and AHRC0064 were completed for 286m at the Whitmarsh Find ore body. Drilling followed up high definition aeromagnetic anomalies, surface outcrop mapping and positive rock chip sampling assays previously reported from surface sampling, (best result MBRC260 43.28% Fe).

RC Drill Hole AHRC0056 intersected 24m of continuous magnetite from 52m and AHRC0064 intersected a total of 52m of magnetite from 44m and 88m down hole in two massive bands. Results from down hole magnetic susceptibility recorded average readings of 865×10^{-3} , ranging up to 1290×10^{-3} (SI Units). Fresh rock from the drill sample displays coarse grain size of up to 1.5mm. Results from X-ray Fluorescence (XRF) assay are listed below, and confirm the ore conforms to the high quality of Byro Iron to date.

Table 7 Whitmarsh Find Drill Hole Location and Assays

Whitmarsh Find					
Hole ID	Easting	Northings	Hole Depth (m)	Intersection	From
AHRC0056	414853	7101751	150	24m @ 20.41% Fe	0m
and AHRC0056	414853	7101751	150	24m @ 32.76% Fe	52m
AHRC0064	416591	7099691	136	26m @ 23.6% Fe	44m
and AHRC0064	416591	7099691	136	26m @ 33.82% Fe	88m

The magnetite ore at the Byro Whitmarsh Find ore body appears within upper amphibolite facies gneissic rock in the form of a migmatite. The ore is matrix to massive, localized in seams that range in thicknesses from 24m to 26m width, dipping steeply to the southwest and strike dominantly northwest. Drilling has confirmed the high amplitude aeromagnetic anomalies are a direct result of the magnetite. The full extent of the body is yet to be delineated by drilling; however, the geophysical aeromagnetic anomaly indicates a near surface area of $\sim 300,000\text{m}^2$, within a 1 kilometre strike length.

This successful drilling at the Whitmarsh Find has completed a first pass testing of the new ore body to 150m depth which when correlated with the magnetic anomaly demonstrates a characteristic of an open dipping ore horizon to depth.

The Whistle Jack Ore Body

During the 2011 November-December campaign at Byro South, 2 Reverse Circulation holes were completed for 400m at the Whistle Jack ore body. This was the first time this body had been drilled. Holes AHRC0065 and AHRC0066 followed up on high definition aeromagnetic anomalies, surface outcrop mapping and positive rock chip sampling assays previously reported from surface sampling, (best result MBRC272 42.31% Fe). Drill hole AHRC0065 was ended in ore intersecting 68m of ore. The hole was terminated due to time constraints and will be continued at a later date.

Table 8 Whistle Jack Drill Hole Location and Assays

Whistle Jack					
Hole ID	Easting	Northings	Hole Depth (m)	Intersection	From
AHRC0065	416535	7099352	200	68m @ 36.46% Fe	132m
AHRC0066	416950	7099426	200	22m @ 36.32% Fe	86m

The magnetite ore at the Byro Whistle Jack ore body appears within upper amphibolite facies gneissic rock in the form of a migmatite. The ore is matrix to massive, localized in seams that range in thicknesses of 22m to greater than 68m width, the body dips steeply to the south and strikes dominantly east to west.

Drilling has confirmed the high amplitude aeromagnetic anomalies are a direct result of the magnetite. The full extent of the body is yet to be delineated by drilling; however, the geophysical aeromagnetic anomaly indicates a near surface area of $\sim 600,000\text{m}^2$, within a 1.7 kilometres anomalous strike length.

This successful round of first pass testing of the new Whistle Jack ore body demonstrates continued high grade ore, determined by magnetic susceptibility (magsus), surface sampling and now assay from drill sample. Results are similar to

the high quality magnetite found within the migmatites at the Byro Iron Project. A direct comparison of the quality of the Whitmarsh Find and Whistle Jack magnetite ore can again be made through grain size and magnetic susceptibility, assay and low impurities to the quality of Athena's Maiden Inferred Resource at the FE1.

BYRO NORTH

Field reconnaissance and outcrop sampling

Within the Byro North Project there are more than five separate high amplitude magnetic anomalies of significant size that have been sampled. Ethnographic Site Avoidance Surveys have been completed resulting in the ground associated with the anomalies being cleared of any ethnographic significance. Proposals of Work are under consideration at the Department of Mines. Drilling will proceed in the five areas once funding and all approvals are complete. Drilling is based on work completed to date covering high definition aeromagnetic anomalies, surface outcrop mapping and positive rock chip sampling assays from surface sampling.

During the December quarter of 2011 surface sampling of a continuous magnetic and nonmagnetic outcrop was completed, Table 9 below. The sampling program focused on outcrop at locations directly associated with anomalously high magnetic responses. The purpose of this was to map high quality magnetite source rock and gain insight into the weathering and oxide state of the associated hematite and martite oxides

Table 9. Sample Locations and Assay Results

ID	Easting	Northing	Fe %	SiO ₂ %	Al ₂ O ₃ %	TiO ₂ %	P %	S %	LOI %
MBCR286	418497	7129958	42.10	37.94	0.59	0.03	0.019	0.062	0.81
MBCR287	418491	7129815	41.10	37.76	0.37	0.02	0.031	0.028	0.48
MBCR288	418405	7129330	35.34	45.58	0.89	0.06	0.038	0.010	0.43
MBCR289	418368	7128919	32.60	49.19	0.81	0.04	0.043	0.010	0.55
MBCR290	419297	7123994	39.74	38.93	0.71	0.03	0.043	0.040	2.87

All assays XRF202, detection units 0.01 to 0.001, Assays performed by Ultra Trace - Bureau Veritas

The rock chip sampling and field mapping revealed a continuous magnetite seam that extends for 5.8 kilometres with three large associated hematite aprons. Magnetic susceptibility from these samples was measured and showed residual magnetism indicating incomplete oxidation from magnetite to hematite including the presence of martite, later identified in thin section petroscopy. Assays from rock chip sampling show continuous high grade magnetite with low impurities in a migmatite typical of Byro Iron. Along the length of the body are three large associated hematite aprons which have been mapped.

HEMATITE, MARTITE AND MAGNETITE IN BYRO IRON

Petrology and SEM of Fe oxides at Byro

Athena has completed petrological studies and Scanning Electron Microscopy (SEM) to evaluate the Fe content of transported and saprolitic oxide bearing halos around magnetite outcrop at the Byro project. Results show the major constituents are hematite, goethite and minor martite and ilmanite with remnant magnetite. Martite and partly weathered magnetite hold residual magnetism dependent on whole rock oxidation leading to a review of low amplitude magnetism at the Byro Project.

Assay of Oxides

Assay returns from drilling and surface rock samples throughout the project area have confirmed nonmagnetic Fe oxides in the transported regolith as well as nonmagnetic Fe oxides in saprolite directly associated with the migmatitic magnetite. Magnetic susceptibility from these samples shows some residual magnetism indicating incomplete oxidation from magnetite to martite to hematite.

Hematite was intersected in the transported regolith and weathered zone above fresh rock in saprolite at Byro South. At the Whitmarsh Find AHRC0056 a 24m intersection of hematite from surface which assayed at 20.4% Fe and a 24m intersection from 52m in saprolite above fresh rock assayed at 32.8% Fe. Assay results of nonmagnetic and residual magnetite oxides from Byro South Ore Body are listed below in Table 10.

Table 10. Nonmagnetic Fe Assay (Hematite/Martite)

HOLE ID	FR	TO	Intvl	Fe%	SiO ₂ %	Al ₂ O ₃ %	P%	S%	LOI%	MagSus
AHRC0045	0	47	47	27.7	42.77	8.989	0.03	0.03	5.50	2.12*10 ⁻³
AHRC0046	0	36	36	34.0	32.22	10.65	0.04	0.03	7.57	2.63*10 ⁻³
AHRC0047	4	12	8	27.6	34.06	18.33	0.15	0.23	6.15	40.1*10 ⁻³
AHRC0048	2	12	10	41.6	21.15	10.42	0.02	0.16	6.21	74.5*10 ⁻³
AHRC0048a	0	12	12	40.2	27.31	6.216	0.02	0.05	7.05	11.6*10 ⁻³
and	28	58	30	34.5	45.52	2.227	0.02	0.01	2.04	12.4*10 ⁻³
AHRC0049	0	12	12	31.6	20.06	17.36	0.02	0.03	9.10	31.4*10 ⁻³
and	32	40	8	20.7	31.35	24.01	0.04	0.02	12.67	1.67*10 ⁻³
AHRC0050	0	44	44	27.5	37.49	9.348	0.03	0.31	6.53	1.51*10 ⁻³

Sieved fraction analysis followed by Dense Media Separation (DMS) techniques were carried out for Athena by Amdel, Ultratrace Laboratories and were applied to nonmagnetic composites from ADRC0045, Table 10 above, have successfully demonstrated the Fe contained in nonmagnetic oxide may be upgraded to an acceptable ore. There is significant hematite associated with the magnetite outcrops within the Byro tenements and is the subject of ongoing investigation. At this early stage Athena has not determined tonnages with any accuracy. Recoveries, Table 11 below, from oxide material achieved are as expected given that the parent magnetite recoveries are around 35% to 50%.

Table 11 Dense Media Separation Assay Results

DMS Size Fraction	SG	Mass (g)	Mass %	Fe %	SiO ₂ %	Al ₂ O ₃ %	P %	S %	LOI
-3.35 + 2.00mm	>3.70	48.7	58.22	58.1	9.29	2.31	0.04	0.02	3.92
-2.00mm + 500µm	>3.70	65.6	51.79	62.0	5.3	1.97	0.03	0.02	2.92
-500 + 45µm	>3.70	48.2	52.78	63.6	3.5	2.12	0.03	0.02	2.69

Spiral Separation and concentration of Hematite

Athena is currently investigating spiral separation processes that will enable economic onsite processing of the iron oxides around the various high grade magnetite ore bodies throughout the Byro tenements.

BYRO NICKEL-COPPER PGE EXPLORATION

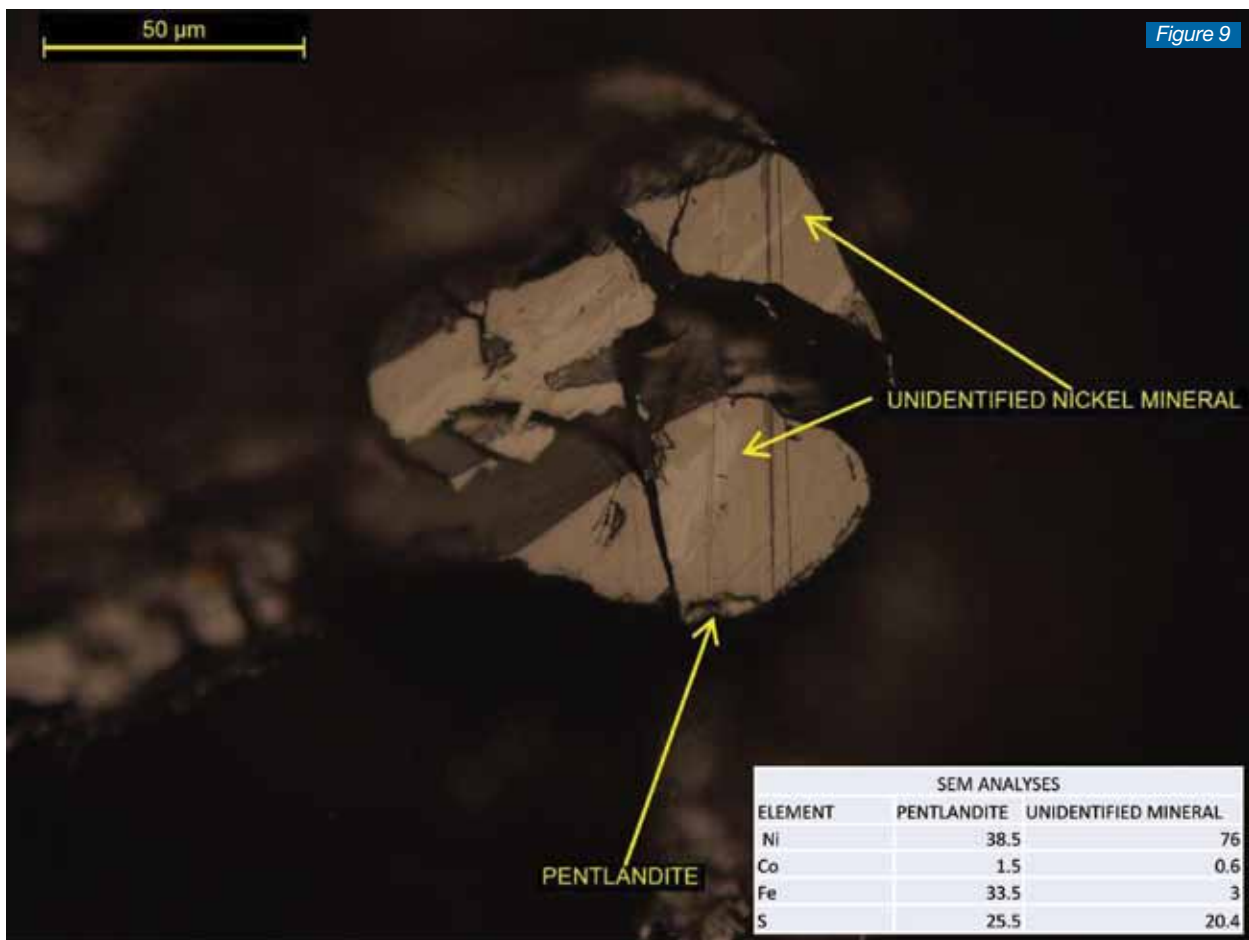
Historic drilling within the Byro East intrusion was limited to RC drilling and previously included only 3 drill holes that tested the geochemistry and mineralisation below 100 meters depth. There had been no diamond drilling. The majority of previous work focused on lateritic accumulation of nickel and testing copper/nickel gossans at the south eastern contact of the intrusion.

Work completed to date from sampling has included full assay, petrological thin section mineralogy and scanning electron microscopy, (SEM) to better understand the relationship between observed nickel and native copper mineralisation.

Byro East Drilling and Assay Results

Diamond drill hole AHDH0001 was drilled in three stages; Reverse Circulation (RC) to 149.7m followed by a diamond tail to 212.4m where water return failed in a void and the hole was temporarily abandoned. The hole was re-entered in May-June 2011 and continued from 212.4m to a depth of 500m. The original planned depth was 400m but, due to persistent disseminated sulphides the hole was continued to 500m. Drilling costs were co-funded by the Western Australian Government – Industry Drilling Program.

All diamond core to date has been logged, cut and assayed. The remaining core is in storage at the Department of Mines and Petroleum core library. Assays have demonstrated variable geochemistry within the intrusion. The boundaries are delineated by sharp variations, indicating some form of zonation. Zones identified showed relative changes of magnesium oxide (MgO), sulphur, chrome, nickel, copper, phosphorous and platinum group elements. Controls leading to variations of geochemistry often appeared associated with large scale structures and associated alteration fluids, but not in all cases. The other variations in chemistry could be explained by pulses or a series of magma flows giving rise to flow mixing during fractional crystallisation. Geochemical assessment is ongoing. Nickel Sulphide and native copper is distributed throughout the body with localised anomalous accumulations.



Byro East Thin Section Petrology and Scanning Electron Microscopy

Thin section analysis conducted by Roger Townend and Associates from diamond core at 151.7m identified several types of serpentine, including lizardite and antigorite (Figure 9). Millerite alteration was observed in pentlandite. The process of Serpentinisation appears to have occurred throughout the Byro East intrusive body which has now been linked to an upgrade in tenor of the accumulations of pentlandite to millerite.

Sulphides present are pentlandite, millerite, chalcopyrite pyrite and traces of chrome spinel. The millerite appears to be a secondary metamorphic occurrence and most likely occurred during serpentinisation of the main body of the Byro East Intrusion. The presence of millerite has significant potential for upgrading the nickel equivalent percentage of nickel in the disseminated accumulations

Further thin section petrology investigated the relationship between the multi element sulphides and the native copper observed in core logging and assay (Figures 10 and 11). It has been demonstrated that the nickel and copper is very close after observing aggregates of nickel and native copper together displaying similar structural history and common complex boundaries. The occurrence of such an aggregate suggests co-nucleation in an environment of low oxygen fugacity. Further work is being carried out to understand this environment and subsequent controls on mineralisation.

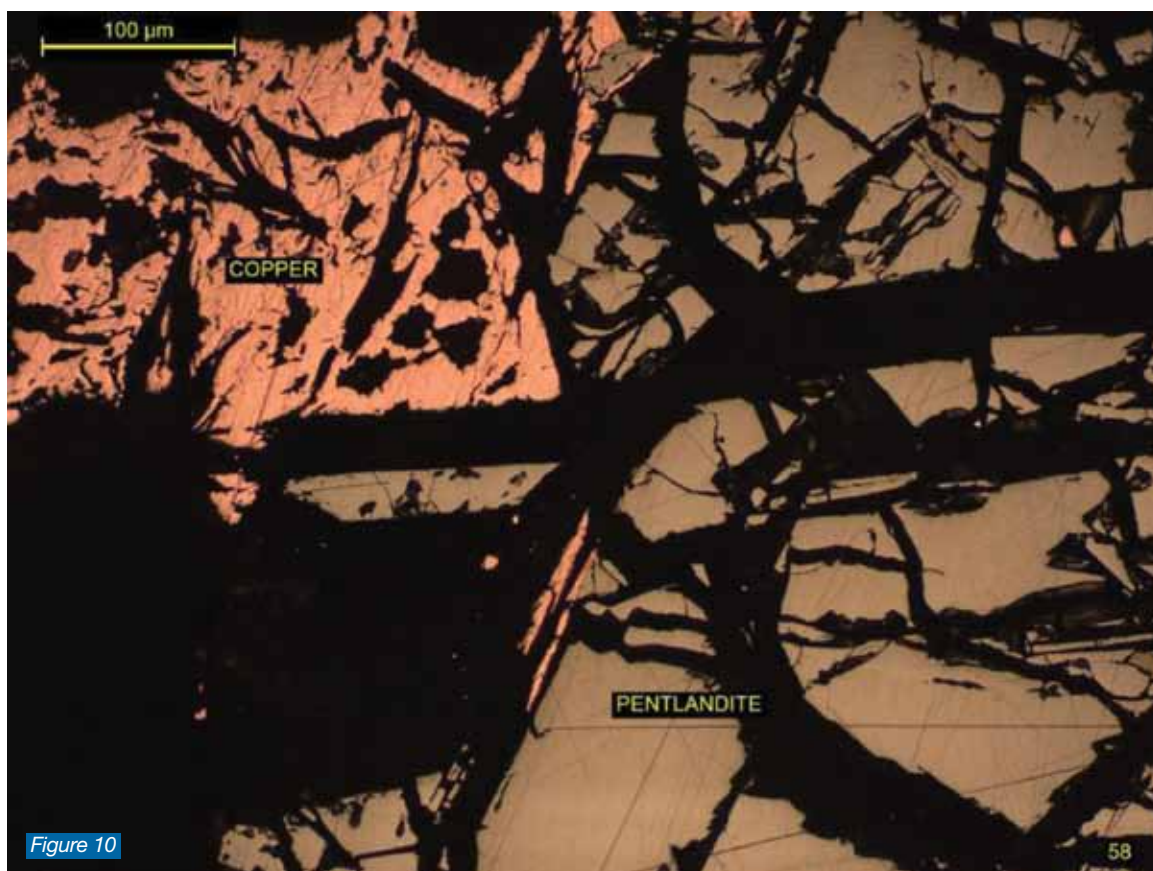


Table 12 Nickel Intersection based on Assay Results

AHDH0001 Results from 0m to 500m (2010-2012)						
Interval	Ni Grade	From	Sub Interval	Interval	Grade	From
4m @	0.53%	16m				
129.7m @	0.26%	20m				
62.7m @	0.29%	149.7m	Including	0.8m @	0.33%	151.4m
				1.73m @	0.31%	157.4m
				4m @	0.31%	208.4m
0.5m @	0.30%	214.4m				
1m @	0.30%	217.5m				
0.5m @	0.32%	227m				
1m @	0.30%	231m	Including	0.3m @	0.33%	231m
22.7m @	0.30%	232.3m	Including	0.5m @	0.64%	254.5m
0.72m @	0.30%	259.8m				
6m @	0.30%	271m	Including	0.2m @	0.46%	276.5m
1.5m @	0.31%	320m	Including	0.5m @	0.35%	321.5m
2.5m @	0.31%	328.5m	Including	0.5m @	0.38%	328.5m
1m @	0.31%	335m				
2.5m @	0.30%	343m				
1m @	0.30%	351.5m				
0.5m @	0.31%	355.5m				
0.5m @	0.34%	370m				
0.5m @	0.30%	372m				
1m @	0.30%	381.5m				
7.5m @	0.30%	424m				
1m @	0.31%	467m				

From 212 meters to 500m the occurrence of grades greater than 0.3%Ni is greater than the first half of the hole. Grades include an interval of 23 meters at 0.301%Ni from 232m, as well as 0.5m @ 0.34%Ni from 370m and 7.5m @ 0.304%Ni from 424m.

Significance of These Results

The Byro East Intrusives is in a tectonic setting of large scale crustal sutures and extensional rifting, broadly comparable to the major Jinchuan, Voisey's Bay and Raglan deposits. Athena has confirmed the coincidence of undifferentiated mafics, mineralised pyroxenite, gabbros and dunite ultramafic rocks intruding through deeply buried high grade metamorphic country rocks common throughout the Byro Tenements. This derivation is indicative of a pyroxenitic intrusive parentage in an extensional environment through deep feeder conduits incorporating potential assimilation of country rock. Ni-Cu and PGE development in conjunction with high MgO of 40% to 45% and an Mg number between 80 and 90 determined by assays demonstrate a fertile system.

The prospective attributes of the Byro East Intrusive include,

- Fertile altered Serpentine Antigorite c/w abundant olivine adcumulate of consistently high MgO (37.3 % < 44.8%).
- Consistent primary Ni sulphide averaging 2736 ppm.
- Anomalous zones of increased sulphur, chrome, nickel, copper and PGE's.
- Upgrade of pentlandite to millerite during serpentinisation.
- Remobilised sulphides into veinlets.
- High tenor nickel sulphide, millerite from SEM analyses, (76% Ni).

Athena's exploration of this intrusive body has been focused on identifying the primary and possible subsequent styles of mineralisation and triggers for their concentration. Athena has also explored for and found variation in geochemistry at depth and identified possible flow pulses. The thin section petrology from diamond core at 152m down hole indicated

the high Ni bearing sulphide as probable millerite from SEM composition of 66% Ni and 1% Co most likely related to serpentinisation processes upgrading the Ni grade. High tenor Ni sulphate has now been confirmed at depth at Byro East and could form an important ore constituent similar to that of the Silver Swan, Wannaway, Cliffs, Honeymoon Well, Yakabindie and Mt Keith (MKD5) ore bodies.

Athena has demonstrated the presence of elevated multi sulphide elements in a finely disseminated fertile ultramafic which demonstrates signs of sulphide concentration and remobilisation. The potential for economic concentrations of nickel and copper are very encouraging. Further drilling and geochemistry is warranted and required to understand the potential of this under explored body.

ASHBURTON PROJECT (Athena Resources E08/1954 - 100% P08/493 - 95%)

The historic June-Audrey, Bilrose and, Camp and Party workings at Kooline are associated with discrete magnetic anomalies. A number of subtle anomalies that have no apparent surface expression are recognisable on the imaged high resolution aero-magnetic data.

Previous work conducted by Athena included;

Lewis Prospect where Athena received positive drill results. The best results were **2 metres at 9.47g/t gold** from 77 metres in drill hole AK09RC12 and **1 metre at 4.73g/t gold** from 52 metres in drill hole AK09RC11. These two holes tested the same mineralised quartz vein array on sections 160 metres apart.

Collins Prospect where Aberfoyle intersected 2 metres at 13.2 g/t gold in RC hole RCST03 at Sunken Treasure and Goldfields intersected 3 metres at 15.6g/t gold in drill hole DKRC06. Other intersections of interest include 5 metres at 2.7 g/t and 2 metres at 3.9 g/t gold.

Athena's exploration and study of the structures, soil sampling and drill testing previously completed at Lewis's Prospect, the Bilrose and Jane Audrey lead workings during field work help with targeting and understanding the E08/1954 tenement and P08/493. Results of sampling this year have been mixed, and have given Athena experience into the distribution and style of mineralisation. Samples taken from a variety of reef and vein arrays within the tenement were compared to previous results from known mineralised D2 structures as seen in P08/616. From this Athena has developed better defined sampling targets within E09/1954.

Athena is also a sponsor in the CSIRO Research into Improved Hydro Geochemical Exploration, being conducted in the Northwest Yulgarn region, covering Ashburton, to add value to under explored areas.

Forward-looking Statements

This document contains forward-looking statements concerning Athena's Projects that, despite being based on Athena's current expectations about future events, are subject to risks and uncertainties outside the control of Athena and its Directors. Forward-looking statements are not based on historical fact, and actual events or results may differ materially from those described in the forward-looking statements as a result of a variety of risks, uncertainties and assumptions.

The potential quality and grade of the untested areas of the Byro and Ashburton projects are conceptual in nature and there has been insufficient exploration to define Mineral Resources at these projects and it is uncertain if further exploration will result in the determination of a Mineral Resource.

Competent Persons Statement

The technical information relating to Athena's exploration projects was compiled by Mr Liam Kelly, an *employee of Athena Resources Limited*. Mr Kelly is a Member of the Australasian Institute of Mining and Metallurgy, and has sufficient relevant experience in the styles of mineralisation and deposit styles under consideration to qualify as a Competent Person as defined in "The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code, 2004 edition)". Mr Kelly consents to this inclusion of the information in this report in the context and format in which it appears.

The information that relates to the Mineral Resource Estimate at Byro Fe1 was compiled by Mr Jonathan Sharp. Mr Sharp is a Member of the Australasian Institute of Mining and Metallurgy, and has sufficient relevant experience in the styles of mineralisation and deposit styles under consideration to qualify as a Competent Person as defined in "The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code, 2004 edition)". Mr Carville consents to this inclusion of the information in this report in the context and format in which it appears.

Your Directors submit their report on the consolidated entity consisting of Athena Resources Limited and its controlled entities ("Athena") for the financial year ended 30 June 2012.

DIRECTORS

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

David Arthur Webster	Chairman	Appointed 9 December 2011
Edmond William Edwards	Managing Director	
Rajakumar Paul Kandiah	Non-Executive Director	Appointed 14 May 2012
Andrew Peter Thomson		Resigned 16 June 2012
Caigen Wang		Resigned 28 November 2011

PARTICULARS OF DIRECTORS AND COMPANY SECRETARIES

David Arthur Webster - Chairman

Experience

Mr Webster's career in Australian agriculture includes developing an extensive run of farming properties in Western Australia and restructuring the Australian wool industry. More recently Mr Webster has been involved in significant Chinese investments in agriculture and associated infrastructure in Australia. He is currently a director of Australian Wool Innovation Limited (AWI) where he is also Chairman of the Finance and Audit Committee and he is a director of the Australian Wool Testing Authority Limited.

Mr Webster's considerable commercial expertise together with many years experience of working with government at the highest level, both in Australia and overseas, is of substantial value to Athena Resources.

Interest in Shares and Options

1,942,626 Fully Paid Shares

Special Responsibilities

Mr D Webster is Chairman of the Audit Committee.

Directorships held in listed entities

In the 3 years immediately before the end of the financial year Mr D Webster did not serve as a director of any listed companies.

Edmond William Edwards - Managing Director and Joint Company Secretary

Qualifications

Mr Edwards is a Chartered Accountant with a Bachelor of Commerce from the University of Western Australia. He is a Fellow of The Australian Institute of Company Directors.

Experience

Mr Edwards has over 35 years experience in the mining industry in Western Australia. He is also non executive director of Taruga Gold Limited. He has previously been Managing Director or Finance director of a number of listed mining and exploration companies having taken many of these companies through the initial public offering, then exploration, feasibility and finally into production. These companies include Scotgold Resources Ltd, Resource Mining Corporation Ltd, Fox Resources Ltd, Aztec Resources Ltd, Acclaim Exploration NL and Matlock Mining NL.

Interest in Shares

14,685,790 Fully Paid Shares

Special Responsibilities

Mr Edwards is responsible for the management of the company and is also a Joint Company Secretary.

03 Directors' Report

Directorships held in listed entities

In the 3 years immediately before the end of the financial year Mr Edwards also served as a director of the following listed companies:

Company Name	Appointed	Resigned
Scotgold Resources Limited	27/01/2009	25/10/2010
Taruga Gold Limited	21/10/2011	

Rajakumar Paul Kandiah - Non Executive Director

Qualification

Mr Kandiah holds a Bachelor of Science from Deakin University and an Masters of Business Administration (Executive) from the Australian Graduate School of Management. He is also a Graduate of the Australian Institute of Company Directors.

Experience

Mr Kandiah is currently a Director of Kokatu Pty Ltd, a management consultancy firm specialising in business development, strategy, supply chain management, sales, marketing and corporate finance in mining and minerals.

With over 20 years experience in the mining industry he has a wealth of commercial knowledge in commodities from iron ore to bauxite, through to diamonds and base metals. He has held a number of senior management positions in Rio Tinto, Alcoa and Orica as well as junior mining companies. He has also been responsible for business critical strategy and business development initiatives in the companies he has worked for.

Raj has been an adjunct faculty member of the Australian Graduate School of Management for two years. He brings to Athena his vast commercial experience and in particular in the sale of commodities including iron ore into China, Japan and Korea.

Interest in Shares and Options

60,000 Fully Paid Shares

500,000 Unlisted Incentive Options exercisable at 20 cents expiring 30 April 2014.

Special Responsibilities

Mr Kandiah is a member of the Audit Committee.

Directorships held in listed entities

In the 3 years immediately before the end of the financial year Mr Kandiah did not serve as a director of any listed companies.

Peter John Newcomb - Joint Company Secretary

Qualification

Mr Newcomb is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Institute of Chartered Accountants in Australia.

Experience

He has over thirty years professional and commercial experience working in a number of industries and locations including London, Scotland, Singapore and Perth. The majority of his experience over the last ten years has been in the Resources industry in Western Australia. Mr Newcomb is an executive director of Taruga Gold Limited and Company Secretary and CFO of several other Public companies in WA.

PRINCIPAL ACTIVITIES

The principal activity of the consolidated entity during the year was mineral exploration in Australia.

OPERATING AND FINANCIAL REVIEW

A review of operations of the Company and its controlled entities during the financial year is contained in the Review of Operations section of this annual report.

	2012 \$	2011 \$
Operating Results		
Consolidated loss after income tax for the financial year	<u>1,712,609</u>	<u>666,892</u>

Financial Position

At 30 June 2012 the Company has cash reserves of \$413,616 and other short term assets readily realisable in cash of \$80,595.

Dividends

No dividends were paid during the year and no recommendation is made as to dividends.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

In the opinion of the Directors, there were no significant changes in the state of affairs of the consolidated entity that occurred during the financial year under review not otherwise disclosed in this report or in the consolidated accounts.

MATTERS SUBSEQUENT TO THE END OF FINANCIAL YEAR

Since the end of the financial year under review and the date of this report, there has not arisen any item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the Company, to significantly affect the operations of the consolidated entity, in subsequent financial years.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS

The Company intends to continue its exploration activities with a view to the commencement of mining operations as soon as possible.

Further information on likely developments in the operations of the consolidated entity and the expected results of operations have not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to the Company.

MEETINGS OF DIRECTORS

The following table sets out the number of meetings of the Company's Directors held during the year ended 30 June 2012, and the number of meetings attended by each Director. These meetings included matters relating to the Remuneration and Nomination Committees of the Company.

	Number eligible to attend	Number attended
Edmond William Edwards	9	9
David Arthur Webster	6	6
Rajakumar Paul Kandiah	3	3
Andrew Peter Thomson	8	8
Caigen Wang	3	3

AUDIT COMMITTEE

The audit committee is comprised of the non-executive directors Mr D Webster and Mr R Kandiah. During the year ended 30 June 2012 Mr Thomson (previous chairman) chaired one meeting and Mr D Webster one meeting of the Audit Committee.

03 Directors' Report

REMUNERATION REPORT (Audited)

This report details the nature and amount of remuneration for each director and executive of Athena Resources Limited.

The following persons acted as directors during or since the end of the financial year:

David Arthur Webster	Chairman	Appointed 9 December 2011
Edmond William Edwards	Managing Director	
Rajakumar Paul Kandiah		Appointed 14 May 2012
Andrew Peter Thomson		Resigned 16 June 2012
Caigen Wang		Resigned 28 November 2011

The information provided in the remuneration report includes remuneration disclosures that are required under Accounting Standards AASB 124 "Related Party Disclosures". These disclosures have been transferred from the financial report and have been audited.

Remuneration policy

The board policy is to remunerate directors at market rates for time, commitment and responsibilities. The board determines payment to the directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of directors' fees that can be paid is subject to approval by shareholders in general meeting, from time to time. Fees for non-executive directors are not linked to the performance of the consolidated entity. However, to align directors' interests with shareholders interests, the directors are encouraged to hold securities in the company.

The company's aim is to remunerate at a level that will attract and retain high-calibre directors and employees. Company officers and directors are remunerated to a level consistent with the size of the company.

All remuneration paid to directors and executives is valued at the cost to the company and expensed.

Performance-based remuneration

The company does not pay any performance-based component of remuneration.

Details of remuneration for year ended 30 June 2012

Directors' Remuneration

No salaries, commissions, bonuses or superannuation were paid or payable to directors during the year. Remuneration was by way of fees paid monthly in respect of invoices issued to the Company by the Directors or Companies associated with the Directors in accordance with agreements between the Company and those entities. Details of the agreements are set out below.

Agreements in respect of cash remuneration of Directors:

Mr. Edwards is the Managing Director responsible for the day-to-day operations of the Company. The Company has an agreement with Tied Investments Pty Ltd to provide the management services of Mr. Edwards to the Company in relation to its corporate activities on normal commercial terms and conditions. An annual fee of \$180,000 excluding GST was paid during the year. Mr. Edwards is a director of Tied Investments Pty Ltd. The Company may terminate the contract by giving three months notice. Tied Investments Pty Ltd may terminate by giving three months notice.

The Directors' are entitled to reimbursement of out-of-pocket expenses incurred whilst on company business.

The total remuneration paid to directors is summarised below:

Director	Associated Company	Fees \$	Total \$
Year ended 30 June 2011			
E W Edwards	Tied Investments Pty Ltd	135,000	135,000
A P Thomson		58,541	58,541
C Wang	Ishine International Resources Ltd	11,458	11,458
D F Thomson	Indigo Exploration Services Pty Ltd	95,000	95,000
		<u>299,999</u>	<u>299,999</u>
Year ended 30 June 2012			
E W Edwards	Tied Investments Pty Ltd	180,000	180,000
A P Thomson	Qiupingdo Pte Ltd	75,000	75,000
C Wang	Multiple Resources	22,500	22,500
D A Webster		24,000	24,000
R P Kandiah	Kokatu Pty Ltd	6,000	6,000
		<u>307,500</u>	<u>307,500</u>

The consolidated entity does not have any full time executive officers, other than directors as detailed above.

There were no performance related payments, superannuation payments or other benefits made during the year.

SHARE OPTIONS

As at the date of this report, there were 1,500,000 options over unissued ordinary shares in the parent entity. Of these options 1,000,000 are unlisted, and are exercisable at \$0.20 on or before 31 March 2014. The remaining 500,000 are unlisted, and are exercisable at \$0.12 on or before 30 September 2012. Option holders do not have any right, by virtue of the option, to participate in any share issue of the company or any related body corporate or in the interest issue of any other registered scheme.

ENVIRONMENTAL ISSUES

The consolidated entity has conducted exploration activities on mineral tenements. The right to conduct these activities is granted subject to environmental conditions and requirements. The consolidated entity aims to ensure a high standard of environmental care is achieved and, as a minimum, to comply with relevant environmental regulations. There have been no known breaches of any of the environmental conditions.

INDEMNIFICATION OF DIRECTORS

During the financial year, the Company has given an indemnity or entered into an agreement to indemnify as follows:

The Company has entered into agreements with Mr E Edwards, Mr D Webster and Mr R Kandiah to indemnify them against any liability incurred by them as an officer of the Company including costs and expenses of successfully defended legal proceedings.

AUDITOR

HLB Mann Judd continues in office in accordance with section 327 of the Corporations Act 2001.

NON-AUDIT SERVICES

No non-audit services were provided by our auditors, HLB Mann Judd, during the year ended 30 June 2012.

AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration as set out on page 30 has been received for the year ended 30 June 2012 and forms part of this directors' report.

PROCEEDINGS ON BEHALF OF COMPANY

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

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

Signed in accordance with a resolution of the directors.

A handwritten signature in blue ink, appearing to be 'E W Edwards', followed by a long horizontal line.

E W Edwards

Managing Director

Dated at Perth this 21 day of September, 2012.

CORPORATE GOVERNANCE

The Board of Directors of Athena Resources Limited is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of Athena Resources Limited on behalf of the shareholders by whom they are elected and to whom they are accountable. This statement reports on Athena Resources Limited's key governance principles and practices.

1. COMPLIANCE WITH BEST PRACTICE RECOMMENDATIONS

The Company, as a listed entity, must comply with the Corporations Act 2001 and the Australian Securities Exchange Limited (ASX) Listing Rules. The ASX Listing Rules require the Company to report on the extent to which it has followed the Corporate Governance Recommendations published by the ASX Corporate Governance Council (ASXCGC). Where a recommendation has not been followed, that fact is disclosed, together with the reasons for the departure.

The table below summaries the Company's compliance with the Corporate Governance Council's Recommendations:

Principle #	ASX Corporate Governance Council Recommendations	Reference	Comply
Principle 1	Lay solid foundations for management and oversight		
1.1	Establish the functions reserved to the board and those delegated to senior executives and disclose those functions.	2(a)	Yes
1.2	Disclose the process for evaluating the performance of senior executives.	2(h), 3(b), Remuneration Report	Yes
1.3	Provide the information indicated in the Guide to reporting on principle 1.	2(a), 2(h), 3(b), Remuneration Report	Yes
Principle 2	Structure the board to add value		
2.1	A majority of the board should be independent directors.	2(e)	Yes
2.2	The chair should be an independent director.	2(c), 2(e)	Yes
2.3	The roles of chair and chief executive officer should not be exercised by the same individual.	2(b), 2(c)	Yes
2.4	The Board should establish a nomination committee.	2(d)	No
2.5	Disclose the process for evaluating the performance of the board, its committees and individual directors.	2(h)	Yes
2.6	Provide the information indicated in the Guide to reporting on principle 2.	2(b), 2(c), 2(d), 2(e), 2(h)	Yes
Principle 3	Promote ethical and responsible decision-making		
3.1	Establish a code of conduct and disclose the code or a summary as to: - the practices necessary to maintain confidence in the company's integrity; - the practices necessary to take into account the company's legal obligations and the reasonable expectations of its stakeholders; and - the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.	4(a)	Yes
3.2	Establish a policy concerning achieving gender diversity and for the Board to establish measurable objectives.	4(c)	No
3.3	Disclose in each Annual Report the measurable objectives for achieving gender diversity		No
3.3	Provide the information indicated in the Guide to reporting on principle 3.	4(a), 4(c)	

Corporate Governance Statement

Principle #	ASX Corporate Governance Council Recommendations	Reference	Comply
Principle 4 Safeguard integrity in financial reporting			
4.1	The Board should establish an audit committee.	3(a)	Yes
4.2	The audit committee should be structured so that it: - consists only of non-executive directors; - consists of a majority of independent directors; - is chaired by an independent chair, who is not chair of the Board; and - has at least three members.	3(a)	No
4.3	The audit committee should have a formal charter	3(a)	Yes
4.4	Provide the information indicated in the Guide to reporting on principle 4.	3(a)	Yes
Principle 5 Make timely and balanced disclosure			
5.1	Establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at senior executive level for that compliance and disclose those policies or a summary of those policies.	5(a), 5(b)	Yes
5.2	Provide the information indicated in the Guide to reporting on principle 5.	5(a), 5(b)	Yes
Principle 6 Respect the rights of shareholders			
6.1	Design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose the policy or a summary of that policy.	5(a), 5(b)	Yes
6.2	Provide the information indicated in the Guide to reporting on principle 6.	5(a), 5(b)	Yes
Principle 7 Recognise and manage risk			
7.1	Establish policies for the oversight and management of material business risks and disclose a summary of those policies.	6(a)	Yes
7.2	The Board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being managed effectively. The Board should disclose that management has reported to it as to the effectiveness of the company's management of its material business risks.	6(a), 6(b), 6(d)	Yes
7.3	The Board should disclose whether it had received assurance from the chief executive officer and the chief financial officer that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	6(c)	Yes
7.4	Provide the information indicated in the Guide to reporting on principle 7.	6(a), 6(b), 6(c), 6(d)	Yes
Principle 8 Remunerate fairly and responsibly			
8.1	The Board should establish a remuneration committee.	3(b)	No
8.2	Clearly distinguish the structure on non-executive directors' remuneration from that of executive directors and senior executives.	3(b), Remuneration Report	No
8.3	Provide the information indicated in the Guide to reporting on principle 8.	3(b),	Yes

2. THE BOARD OF DIRECTORS

2(a) Roles and Responsibilities of the Board

The Board is accountable to the shareholders and investors for the overall performance of the Company and takes responsibility for monitoring the Company's business and affairs and setting its strategic direction, establishing and overseeing the Company's financial position.

The Board is responsible for:

- Appointing, evaluating, rewarding and if necessary the removal of the Chief Executive Officer ("CEO") and senior management;
- Development of corporate objectives and strategy with management and approving plans, new investments, major capital and operating expenditures and major funding activities proposed by management;
- Monitoring actual performance against defined performance expectations and reviewing operating information to understand at all times the state of the health of the Company;
- Overseeing the management of business risks, safety and occupational health, environmental issues and community development;
- Satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the period under review;
- Satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, risk management and internal control process are in place and functioning appropriately;
- Approving and monitoring financial and other reporting;
- Assuring itself that appropriate audit arrangements are in place;
- Ensuring that the Company acts legally and responsibly on all matters and assuring itself that the Company has adopted a Code of Conduct and that the Company practice is consistent with that Code; and other policies; and
- Reporting to and advising shareholders.

Other than as specifically reserved to the Board, responsibility for the day-to-day management of the Company's business activities is delegated to the Chief Executive Officer and Executive Management.

2(b) Board Composition

The Directors determine the composition of the Board employing the following principles:

- the Board, in accordance with the Company's constitution must comprise a minimum of three Directors;
- the roles of the Chairman of the Board and of the Chief Executive Officer should be exercised by different individuals;
- the majority of the Board should comprise Directors who are non-executive;
- the Board should represent a broad range of qualifications, experience and expertise considered of benefit to the Company; and
- the Board must be structured in such a way that it has a proper understanding of, and competency in, the current and emerging issues facing the Company, and can effectively review management's decisions.

The Board is currently comprised of two Non-Executive Directors and an Executive Director. The skills, experience, expertise, qualifications and terms of office of each director in office at the date of the annual report is included in the Directors' Report.

The Company's constitution requires one-third of the Directors (or the next lowest whole number) to retire by rotation at each Annual General Meeting (AGM). The Directors to retire at each AGM are those who have been longest in office since their last election. Where Directors have served for equal periods, they may agree amongst themselves or determine by lot who will retire. A Director must retire in any event at the third AGM since he or she was last elected or re-elected. Retiring Directors may offer themselves for re-election.

A Director appointed as an additional or casual Director by the Board will hold office until the next AGM when they may be re-elected.

The Chief Executive Officer is not subject to retirement by rotation and, along with any Director appointed as an additional or casual Director, is not to be taken into account in determining the number of Directors required to retire by rotation.

2(c) Chairman and Chief Executive Officer

The Chairman is responsible for:

- leadership of the Board;
- the efficient organisation and conduct of the Board's functions;
- the promotion of constructive and respectful relations between Board members and between the Board and management;
- contributing to the briefing of Directors in relation to issues arising at Board meetings;
- facilitating the effective contribution of all Board members; and
- committing the time necessary to effectively discharge the role of the Chairman.

The Chief Executive Officer is responsible for:

- implementing the Company's strategies and policies; and
- the day-to-day management of the Company's business activities

2(d) Nomination Committee

The Company does not comply with ASX Recommendation 2.4. The Company is not of a relevant size to consider formation of a nomination committee to deal with the selection and appointment of new Directors and as such a nomination committee has not been formed.

Nominations of new Directors are considered by the full Board in accordance with the Company's "Selection of New Directors Policy".

2(e) Independent Directors

The Company recognises that independent Directors are important in assuring shareholders that the Board is properly fulfilling its role and is diligent in holding senior management accountable for its performance. The Board assesses each of the directors against specific criteria to decide whether they are in a position to exercise independent judgment.

Directors of Athena Resources Limited are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement.

In making this assessment, the Board considers all relevant facts and circumstances. Relationships that the Board will take into consideration when assessing independence are whether a Director:

- is a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- is employed, or has previously been employed in an executive capacity by the Company or another Company member, and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- has within the last three years been a principal of a material professional advisor or a material consultant to the Company or another Company member, or an employee materially associated with the service provided;
- is a material supplier or customer of the Company or other Company member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer; or
- has a material contractual relationship with the Company or another Company member other than as a Director.

The Board currently includes two independent non-executive Directors.

In accordance with the definition of independence above, and the materiality thresholds set, the following Directors of Athena Resources Limited are considered to be independent:

Name	Position
Mr D Webster	Chairman
Mr R Kandiah	Non Executive Director

The term in office held by each Director in office at the date of this report is as follows:

Name	Term in Office
Mr D Webster	Since 9 December 2011
Mr E Edwards	Since 11 April 2005
Mr R Kandiah	Since 14 May 2012

In recognition of the importance of independent views and the Board's role in supervising the activities of management the Chairman should be a Non-Executive Director.

2(f) Avoidance of conflicts of interest by a Director

In order to ensure that any interests of a Director in a particular matter to be considered by the Board are known by each Director, each Director is required by the Company to disclose any relationships, duties or interests held that may give rise to a potential conflict. Directors are required to adhere strictly to constraints on their participation and voting in relation to any matters in which they may have an interest.

2(g) Board access to information and independent advice

Directors are able to access members of the management team at any time to request relevant information.

There are procedures in place, agreed by the Board, to enable Directors, in furtherance of their duties, to seek independent professional advice at the company's expense.

2(h) Review of Board performance

The performance of the Board is reviewed regularly by the Chairman. The Chairman conducts performance evaluations which involve an assessment of each Board member's performance against specific and measurable qualitative and quantitative performance criteria. The performance criteria against which directors and executives are assessed is aligned with the financial and non-financial objectives of Athena Resources Limited. Directors whose performance is consistently unsatisfactory may be asked to retire.

3. BOARD COMMITTEES

3(a) Audit Committee

The board has established an Audit Committee. Due to the size of the board the Audit Committee comprises the Chairman Mr D Webster and non-executive Director Mr R Kandiah. The role and responsibilities of the Audit Committee are summarised below.

The Audit Committee is responsible for reviewing the integrity of the Company's financial reporting and overseeing the independence of the external auditors. The Board sets aside time to deal with issues and responsibilities usually delegated to the Audit Committee to ensure the integrity of the financial statements of the Company and the independence of the auditor.

The Board reviews the audited annual and half-year financial statements and any reports which accompany published financial statements and recommends their approval to the members. The Board also reviews annually the appointment of the external auditor, their independence and their fees.

The Board is also responsible for establishing policies on risk oversight and management. The Company has not formed a separate Risk Management Committee due to the size and scale of its operations.

External Auditors

The Company's policy is to appoint external auditors who clearly demonstrate quality and independence. The performance of the external auditor is reviewed annually and applications for tender of external audit services are requested as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs. It is HLB Mann Judd's policy to rotate engagement Partners on listed companies at least every five years in accordance with the Corporations Act 2001.

An analysis of fees paid to the external auditors, including a break-down of fees for non-audit services, is provided in the notes to the financial statements in the Annual Report.

There is no indemnity provided by the company to the auditor in respect of any potential liability to third parties.

The external auditor is requested to attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and preparation and content of the audit report.

There were no non-audit services provided by the auditors during the year.

3(b) Remuneration Committee

The role of a Remuneration Committee is to assist the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration levels and incentive policies for employees.

The Board has not established a separate Remuneration Committee due to the size and scale of its operations. This does not comply with Recommendation 8.1 however the Board as a whole takes responsibility for such issues.

The responsibilities include setting policies for senior officers remuneration, setting the terms and conditions for the CEO, reviewing and making recommendations to the Board on the Company's incentive schemes and superannuation arrangements, reviewing the remuneration of both executive and non-executive directors and undertaking reviews of the CEO's performance.

The Company has structured the remuneration of its senior executive, where applicable, such that it comprises a fixed salary, statutory superannuation and participation in the Company's employee share option plan. The Company believes that by remunerating senior executives in this manner it rewards them for performance and aligns their interests with those of shareholders and increases the Company's performance.

Non-executive directors are paid their fees out of the maximum aggregate amount approved by shareholders for non-executive director remuneration. The Company does not adhere to Recommendation 8.2 'Non-executive directors should not receive options or bonus payments'. The Company may, in the future, grant options to non-executive directors. The Board is of the view that options (for both executive and non-executive directors) are a cost effective benefit for small companies such as Athena Resources Limited that seek to conserve cash reserves. They also provide an incentive that ultimately benefits both shareholders and the optionholders, as optionholders will only benefit if the market value of the underlying shares exceeds the option strike price. Ultimately, shareholders will make that determination.

The remuneration received by directors and executives in the current period is contained in the "Remuneration Report" within the Directors' Report of the Annual Report.

4. ETHICAL AND RESPONSIBLE DECISION MAKING

4(a) Code of Ethics and Conduct

The Board endeavours to ensure that the Directors, officers and employees of the Company act with integrity and observe the highest standards of behaviour and business ethics in relation to their corporate activities. The “Code of Conduct” sets out the principles, practices, and standards of personal behaviour the Company expects people to adopt in their daily business activities.

All Directors, officers and employees are required to comply with the Code of Conduct. Senior managers are expected to ensure that employees, contractors, consultants, agents and partners under their supervision are aware of the Company’s expectations as set out in the Code of Conduct.

All Directors, officers and employees are expected to:

- comply with the law;
- act in the best interests of the Company;
- be responsible and accountable for their actions; and
- observe the ethical principles of fairness, honesty and truthfulness, including prompt disclosure of potential conflicts.

4(b) Policy concerning trading in Company securities

The Company’s “Dealings in Company Shares and Options Policy” applies to all Directors, officers and employees. This policy sets out the restrictions on dealing in securities by people who work for, or are associated with the Company and is intended to assist in maintaining market confidence in the integrity of dealings in the Company’s securities. The policy stipulates that the only appropriate time for a Director, officer or employee to deal in the Company’s securities is when they are not in possession of price sensitive information that is not generally available to the market.

As a matter of practice, Company shares may only be dealt with by Directors and officers of the Company under the following guidelines:

- No trading is permitted in the period of 14 days preceding release of each quarterly report, half-yearly report and annual financial report of the Company or for a period of 2 trading days after the release of such report;
- Guidelines are to be considered complementary to and not replace the various sections of the Corporations Act 2001 dealing with insider trading; and
- Prior approval of the Chairman, or in his absence, the approval of two directors is required prior to any trading being undertaken.

4(c) Policy Concerning Gender Diversity

Athena is committed to establishing a policy concerning diversity and disclosure of the policy. The policy will include requirements for the board to establish measurable objectives for achieving gender diversity and for the Board to assess annually the objectives and report in the Annual Report.

As a company with a small market capitalisation, the company has a small board. The company has no established policy in relation to gender diversity at present but is aware of the principle and will be alert for opportunities when board changes are contemplated. Given the size of the company and the limited number of employees, reporting the numbers of employees by gender is not regarded as a meaningful statistic.

5. TIMELY AND BALANCED DISCLOSURE

5(a) Shareholder communication

The Company believes that all shareholders should have equal and timely access to material information about the Company including its financial situation, performance, ownership and governance. The Company's "ASX Disclosure Policy" encourages effective communication with its shareholders by requiring that Company announcements:

- be factual and subject to internal vetting and authorisation before issue;
- be made in a timely manner;
- not omit material information;
- be expressed in a clear and objective manner to allow investors to assess the impact of the information when making investment decisions;
- be in compliance with ASX Listing Rules continuous disclosure requirements; and
- be placed on the Company's website promptly following release.

Shareholders are encouraged to participate in general meetings. Copies of addresses by the Chairman or Chief Executive Officer are disclosed to the market and posted on the Company's website. The Company's external auditor attends the Company's annual general meeting to answer shareholder questions about the conduct of the audit, the preparation and content of the audit report, the accounting policies adopted by the Company and the independence of the auditor in relation to the conduct of the audit.

5(b) Continuous disclosure policy

The Company is committed to ensuring that shareholders and the market are provided with full and timely information and that all stakeholders have equal opportunities to receive externally available information issued by the Company. The Company's "ASX Disclosure Policy" described in 5(a) reinforces the Company's commitment to continuous disclosure and outline management's accountabilities and the processes to be followed for ensuring compliance.

The policy also contains guidelines on information that may be price sensitive. The Company Secretary has been nominated as the person responsible for communications with the ASX. This role includes responsibility for ensuring compliance with the continuous disclosure requirements with the ASX Listing Rules and overseeing and coordinating information disclosure to the ASX.

6. RECOGNISING AND MANAGING RISK

The Board is responsible for ensuring there are adequate policies in relation to risk management, compliance and internal control systems. The Company's policies are designed to ensure strategic, operational, legal, reputation and financial risks are identified, assessed, effectively and efficiently managed and monitored to enable achievement of the Company's business objectives. A written policy in relation to risk oversight and management has been established ("Risk Management and Internal Control Policy"). Considerable importance is placed on maintaining a strong control environment. There is an organisation structure with clearly drawn responsibilities.

6(a) Board oversight of the risk management system

The Board is responsible for approving and overseeing the risk management system. The Board reviews, at least annually, the effectiveness of the implementation of the risk management controls and procedures.

The principle aim of the system of internal control is the management of business risks, with a view to enhancing the value of shareholders' investments and safeguarding assets. Although no system of internal control can provide absolute assurance that the business risks will be fully mitigated, the internal control systems have been designed to meet the Company's specific needs and the risks to which it is exposed.

Annually, the Board is responsible for identifying the risks facing the Company, assessing the risks and ensuring that there are controls for these risks, which are to be designed to ensure that any identified risk is reduced to an acceptable level.

The Board is also responsible for identifying and monitoring areas of significant business risk. Internal control

measures currently adopted by the Board include:

- at least quarterly reporting to the Board in respect of operations and the Company's financial position, with a comparison of actual results against budget; and
- regular reports to the Board by appropriate members of the management team and/or independent advisers, outlining the nature of particular risks and highlighting measures which are either in place or can be adopted to manage or mitigate those risks.

6(b) Risk management roles and responsibilities

The Board is responsible for approving and reviewing the Company's risk management strategy and policy. Executive management is responsible for implementing the Board approved risk management strategy and developing policies, controls, processes and procedures to identify and manage risks in all of the Company's activities.

The Board is responsible for satisfying itself that management has developed and implemented a sound system of risk management and internal control.

6(c) Chief Executive Officer and Chief Financial Officer Certification

The Chief Executive Officer and Chief Financial Officer, or equivalent, provide to the Board written certification that in all material respects:

- The Company's financial statements present a true and fair view of the Company's financial condition and operational results and are in accordance with relevant accounting standards;
- The statement given to the Board on the integrity of the Company's financial statements is founded on a sound system of risk management and internal compliance and controls which implements the policies adopted by the Board; and
- The Company's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.

6(d) Internal review and risk evaluation

Assurance is provided to the Board by executive management on the adequacy and effectiveness of management controls for risk on a regular basis.

7. OTHER INFORMATION

Further information relating to the company's corporate governance practices and policies has been made publicly available on the company's web site at www.athenaresources.com.au

Auditors Independence Declaration



AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Athena Resources Limited for the year ended 30 June 2012, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- a) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b) any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Athena Resources Limited.

A handwritten signature in blue ink, appearing to read 'M R W OHM', is positioned above the printed name and title.

Perth, Western Australia
21 September 2012

M R W OHM
Partner, HLB Mann Judd

HLB Mann Judd (WA Partnership) ABN 22 193 232 714
Level 4, 130 Stirling Street Perth WA 6000. PO Box 8124 Perth BC 6849 Telephone +61 (08) 9227 7500. Fax +61 (08) 9227 7533.
Email: hjb@hlbwa.com.au. Website: <http://www.hlb.com.au>
Liability limited by a scheme approved under Professional Standards Legislation

HLB Mann Judd (WA Partnership) is a member of  International, a worldwide organisation of accounting firms and business advisers.

Statement of Comprehensive Income

for the year ended 30 June 2012

06

	Note	Consolidated Entity	
		2012 \$	2011 \$
Revenue	2	10,260	41,771
Expenses			
Depreciation	7	(13,569)	(18,633)
Employee and Consultant Costs		(425,972)	(441,574)
Exploration Written Off		(1,660,902)	(50,000)
Listing and Share Registry Costs		(38,017)	(41,861)
Office and Communication Costs		(22,611)	(32,942)
Other expenses		(237,092)	(123,653)
LOSS BEFORE INCOME TAX EXPENSE		(2,387,903)	(666,892)
Income tax benefit	4	675,294	-
NET LOSS FOR THE YEAR		(1,712,609)	(666,892)
Other Comprehensive income		-	-
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		(1,712,609)	(666,892)
Basic loss per share (cents per share)	20	(1.52)	(0.79)

These financial statements should be read in conjunction with the accompanying notes.

Statement of Financial Position

as at 30 June 2012

	Note	Consolidated Entity	
		2012 \$	2011 \$
CURRENT ASSETS			
Cash and cash equivalents	5	413,616	705,225
Trade and other receivables	6	80,595	117,474
Total Current Assets		494,211	822,699
NON CURRENT ASSETS			
Plant and equipment	7	31,073	43,897
Mineral exploration and evaluation	8	5,331,186	5,580,238
Total Non Current Assets		5,362,259	5,624,135
TOTAL ASSETS		5,856,470	6,446,834
CURRENT LIABILITIES			
Trade and other payables	9	280,465	443,977
Total Current Liabilities		280,465	443,977
TOTAL LIABILITIES		280,465	443,977
NET ASSETS		5,576,005	6,002,857
EQUITY			
Issued capital	10	10,980,031	9,604,452
Reserves	11	32,500	358,005
Accumulated losses	11	(5,436,526)	(3,959,600)
TOTAL EQUITY		5,576,005	6,002,857

These financial statements should be read in conjunction with the accompanying notes.

Statement of Changes in Equity

for the year ended 30 June 2012

08

Consolidated Entity	Issued Capital \$	Accumulated Losses \$	Share Option Reserve \$	Total \$
Year ended 30 June 2012				
Balance at 1 July 2011	9,604,452	(3,959,600)	358,005	6,002,857
Shares issued (net of issue costs)	454,677	-	-	454,677
Issue of Incentive Options	-	-	12,500	12,500
Exercise of Options	818,580	-	-	818,580
Transfer from Option Reserve	102,322	-	(102,322)	-
Expiry of Options	-	235,683	(235,683)	-
Comprehensive loss for the year	-	(1,712,609)	-	(1,712,609)
Balance at 30 June 2012	<u>10,980,031</u>	<u>(5,436,526)</u>	<u>32,500</u>	<u>5,576,005</u>
Year ended 30 June 2011				
Balance at 1 July 2010	6,038,465	(3,292,708)	338,005	3,083,762
Shares issued (net)	3,565,987	-	-	3,565,987
Issue of Options	-	-	20,000	20,000
Comprehensive loss for the year	-	(666,892)	-	(666,892)
Balance at 30 June 2011	<u>9,604,452</u>	<u>(3,959,600)</u>	<u>358,005</u>	<u>6,002,857</u>

These financial statements should be read in conjunction with the accompanying notes.

Statement of Cash Flows

for the year ended 30 June 2012

	Note	Consolidated Entity	
		2012 \$	2011 \$
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers		(638,937)	(654,813)
Interest received		10,260	41,771
Interest and other finance costs paid		(1,376)	(65)
Research and Development Grant		675,294	-
Net Cash Inflow (Outflow) From Operating Activities	16	45,241	(613,107)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for exploration expenditure		(1,609,360)	(1,701,817)
Payment for purchase of exploration (net)	16	-	(999,500)
Payment for other fixed assets		(745)	(941)
Net Cash (Outflow) From Investing Activities		(1,610,105)	(2,702,258)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares and options		1,294,335	3,399,001
Share and option issue transaction costs		(21,080)	(217,571)
Net Cash Inflow From Financing Activities		1,273,255	3,181,430
Net (decrease) in cash held		(291,609)	(133,935)
Cash and cash equivalents at beginning of the financial year		705,225	839,160
Cash and cash equivalents at the end of this financial year	5	413,616	705,225

These financial statements should be read in conjunction with the accompanying notes.

NOTE 1 – STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

The financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001, Accounting Standards and Interpretations and complies with other requirements of the law.

The financial report has also been prepared on a historical cost basis. The financial report is presented in Australian dollars.

The company is a listed public company, incorporated in Australia and operating in Australia. The entity's principal activities are mineral exploration.

The accounting policies detailed below have been consistently applied to all years presented unless otherwise stated. The financial statements are for the consolidated entity consisting of Athena Resources Limited and its subsidiaries.

Reporting Basis and Conventions

The financial report has been prepared on the basis of accounting principles applicable to a going concern, which assumes the commercial realisation of the future potential of Athena's assets and the discharge of its liabilities in the normal course of business.

The Board considers that Athena is a going concern and recognises that additional funding is required to ensure that it can continue to fund its operations and further develop its mineral exploration and evaluation assets during the twelve month period from the date of this financial report. Such additional funding as occurred during the year ended 30 June 2011 as disclosed in Note 10, can be derived from either one or a combination of the following:

- The placement of securities under the ASX Listing Rule 7.1 or otherwise;
- An excluded offer pursuant to the Corporations Act 2001; or
- The sale of assets.

Accordingly, the Directors believe that subject to prevailing equity market conditions, Athena will obtain sufficient funding to enable it to continue as a going concern and that it is appropriate to adopt that basis of accounting in the preparation of the financial report. Should Athena be unable to obtain sufficient funding as outlined above, there is a material uncertainty that may cast significant doubt whether it will be able to continue as a going concern and therefore, whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should it not continue as a going concern.

Statement of Compliance

The financial report was authorised for issue on 21 September 2012.

The financial report complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial report, comprising the financial statements and notes thereto, complies with International Financial Reporting Standards (IFRS).

Adoption of new and revised standards

Changes in accounting policies on initial application of Accounting Standards

In the year ended 30 June 2012, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to its operations and effective for the current annual reporting period.

It has been determined by the Directors that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on its business and therefore, no change is necessary to accounting policies of the consolidated entity.

The Directors have also reviewed all new Standards and Interpretations that have been issued but are not yet effective for the year ended 30 June 2012. As a result of this review the Directors have determined that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on its business and, therefore, no change necessary to consolidated entity accounting policies.

NOTE 1 – STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**Segment Reporting**

Operating segments are reported in a manner that is consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker has been identified as the Board of Athena Resources Limited.

Accounting Policies**(a) Principles of Consolidation**

A controlled entity is any entity controlled by Athena Resources Limited. Control exists where Athena Resources Limited has the capacity to dominate the decision making in relation to the financial and operating policies of another entity so that the other entity operates with Athena Resources Limited to achieve the objectives of Athena Resources Limited. All controlled entities have a 30 June financial year-end.

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

Where controlled entities have entered or left the consolidated entity during the year, their operating results have been included from the date control was obtained or until the date control ceased.

(b) Income Tax

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

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

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

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

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

(c) Plant and Equipment

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

Plant and equipment

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

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

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

NOTE 1 – STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Depreciation

The depreciable amount of all fixed assets including capitalised lease assets, but excluding computers, is depreciated on a reducing balance commencing from the time the asset is held ready for use. Computers are depreciated on a straight line basis over their useful lives to the consolidated entity commencing from the time the asset is held ready for use.

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

Class of Fixed Asset	Depreciation Rate
Plant and Equipment	15 – 50%

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

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

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

(d) Mineral Exploration and Evaluation Expenditure

Exploration and evaluation expenditure incurred is either written off as incurred or accumulated in respect of each identifiable area of interest. Tenement acquisition costs are initially capitalised. Costs are only carried forward to the extent that they are expected to be recouped through the successful development of the areas, sale of the respective areas of interest or where activities in the area have not yet reached a stage, which permits reasonable assessment of the existence of economically recoverable reserves.

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

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

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

Restoration, rehabilitation and environmental costs necessitated by exploration and evaluation activities are expensed as incurred and treated as exploration and evaluation expenditure.

(e) Impairment of Assets

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

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

(f) Provisions

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

(g) Cash and Cash Equivalents

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

Notes to and forming part of the Financial Statements

NOTE 1 – STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Revenue

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

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

(i) Goods and Services Tax (GST)

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

(j) Issued Capital

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

(k) Comparative Figures

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

(l) Critical accounting estimates and judgements

The application of accounting policies requires the use of judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

(m) Key Estimates – Impairment

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

A total of \$1,660,902 of exploration expenditure was written off during the year as a result of the Directors' assessment.

	Consolidated Entity	
	2012 \$	2011 \$
NOTE 2 - REVENUE		
Revenue from non-operating activities		
Interest received	10,260	41,771
Total revenue	10,260	41,771

NOTE 3 - LOSS FROM ORDINARY ACTIVITIES BEFORE TAX EXPENSE

(a) Expenses

Depreciation of non-current assets:

Plant and equipment

Office furniture and equipment

Motor vehicles

Total depreciation of non-current assets

1,358	3,335
1,372	1,274
10,839	14,024
13,569	18,633

Consolidated Entity

NOTE 4 - INCOME TAX

No income tax is payable by Athena as each entity in the consolidated entity incurred a loss for tax purposes for the year and each has available recoupable income tax losses at balance date. The aggregate of income tax attributable to the financial year differs from the amount calculated on the operating loss. The differences are calculated as follows:

	2012 \$	2011 \$
Loss for the year	(1,712,609)	(666,892)
Income tax calculated at 30%	(513,783)	(200,068)
Tax effect of permanent differences:		
Non-allowable provisions and write-downs	-	-
Non-allowable expenditure	-	-
R&D Tax Offset	675,294	-
Deferred tax asset not recognised	513,783	200,068
Income Tax Attributable To Operating Loss	675,294	-

The directors estimate the unrecognised deferred tax asset attributable to the company and its controlled entities at 30% is as follows:

Revenue Losses	2,466,496	2,453,606
----------------	-----------	-----------

The potential deferred tax asset has not been brought to account in the financial report at 30 June 2012 as the Directors do not believe it is appropriate to regard the realisation of the asset as probable. This asset will only be obtained if:

- The company and its controlled entity derive future assessable income of an amount and type sufficient to enable the benefit from the deductions for the tax losses and the unrecouped exploration expenditure to be realised;
- The company and its controlled entity continue to comply with the conditions for deductibility imposed by tax legislation; and
- No changes in tax legislation adversely affect the company and its controlled entity in realising the benefit from the deductions for the tax losses and unrecouped exploration expenditure.

Franking Credits

No franking credits are available at balance date for the subsequent financial year.

NOTE 5 - CASH AND CASH EQUIVALENTS

	2012 \$	2011 \$
Cash at bank and on hand	413,616	705,225
	413,616	705,225

Notes to and forming part of the Financial Statements

NOTE 6 - TRADE AND OTHER RECEIVABLES

	2012 \$	2011 \$
Current		
GST Receivable	8,756	76,653
Other	71,839	40,821
	<u>80,595</u>	<u>117,474</u>

NOTE 7 - PLANT AND EQUIPMENT

	2012 \$	2011 \$
Plant and equipment		
Cost	171,545	170,800
Provision for depreciation	(140,472)	(126,903)
	<u>31,073</u>	<u>43,897</u>
Movement for the year		
Opening balance	43,897	61,589
Additions	745	941
Depreciation expensed	(13,569)	(18,633)
Closing balance	<u>31,073</u>	<u>43,897</u>

NOTE 8 - MINERAL EXPLORATION AND EVALUATION

	Note		
At cost brought forward – exploration and evaluation phase		5,580,238	2,385,623
Expenditure during the year		1,411,850	1,855,115
Expenditure arising on purchase of Byro Exploration Pty Ltd	16	-	1,389,500
Expenditure written off		(1,660,902)	(50,000)
At cost less impairment		<u>5,331,186</u>	<u>5,580,238</u>
The ultimate recoupment of exploration expenditure carried forward is dependent upon successful development and commercial exploration, or sale of the respective areas			

NOTE 9 - TRADE AND OTHER PAYABLES

Current		
Trade creditors and accruals	147,643	386,903
Due to directors - remuneration	132,822	57,074
	<u>280,465</u>	<u>443,977</u>

Notes to and forming part of the Financial Statements

10

NOTE 10 - ISSUED CAPITAL

2012
\$

2011
\$

(a) Issued capital:

122,519,392 ordinary shares fully paid (2011: 107,000,974 ordinary shares fully paid)	10,980,031	9,604,452
--	------------	-----------

(b) Movements in ordinary share capital of the Company were as follows:

Date	Details	No. Of Shares	Issue Price Cents	Value \$
	Balance June 30 2010	65,600,974		6,038,466
30/11/10	Placement (i)	9,840,000	8.00	787,200
13/01/11	Placement (i)	17,660,000	8.00	1,412,800
25/02/11	Placement (i)	10,900,000	11.00	1,199,000
10/03/11	Placement (ii)	3,000,000	13.00	390,000
	Less: Transaction costs arising on share issues	-		(223,014)
	Balance June 30 2011	107,000,974		9,604,452
	Exercise of Options	10,232,246	8.00	818,580
	Transfer from Option Reserve	-	1.00	102,322
18/11/11	Rights Issue (i)	5,286,172	9.00	475,757
	Less: Transaction costs arising on share issues	-		(21,080)
	Balance June 30 2012	122,519,392		10,980,031

(c) Movement in Options:

Date	Details	No. Of Options	Issue Price Cents	Value \$
13/01/11	Balance June 30 2010	33,800,465		338,005
	Incentive Options Issued (iii)	500,000	4.0	20,000
	Balance June 30 2011	34,300,465		358,005
	Transfer to Accumulated Losses on Expiry of Options	(23,568,219)	1.0	(235,683)
19/04/12	Transfer to Issued Capital on Exercise of Options	(10,232,246)	1.0	(102,322)
27/06/12	Incentive Options Issued (iv)	500,000	2.0	10,000
	Incentive Options Issued (iv)	500,000	0.5	2,500
	Balance June 30 2012	1,500,000		32,500

- (i) Funds raised for working capital purposes
- (ii) Placement of shares as part purchase of Byro Exploration Pty Ltd
- (iii) Issue of Incentive Options. Options exercisable at 12 cents on or before 30 September 2012
- (iv) Issue of Incentive Options. Options exercisable at 20 cents on or before 31 March 2014

(d) Voting and dividend rights

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

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

Notes to and forming part of the Financial Statements

NOTE 11 - RESERVES AND ACCUMULATED LOSSES

	Consolidated Entity	
	2012 \$	2011 \$
Share Option Reserve (a)	32,500	358,005
Accumulated Losses (b)	(5,436,526)	(3,959,600)
(a) Share Option Reserve		
Balance at beginning of the year	358,005	338,005
Transfer to Accumulated Losses on Expiry of Options	(235,683)	-
Transfer to Issued Capital on Exercise of Options	(102,322)	-
Issue of Options (ii)	12,500	20,000
Balance at end of the year	32,500	358,005

(i) Nature and purpose of reserve

The Share Option Reserve contains amounts received on the issue of options over unissued capital of the company.

(ii) The issue of options during the year at no consideration was valued at 2.0 cents (19 April 2012) and 0.5 cents (27 June 2012) per option using the Black-Scholes model with the following assumptions:

- (1) The underlying value of each share in the company was the closing share price of 8.1 cents as at 19 April 2012 and 4.0 cents on 27 June 2012.
- (2) Risk free rate of return – 5.00%;
- (3) A volatility of the share price of 1.04%;
- (4) The Incentive Options issued are exercisable at 20 cents on or before 31 March 2014;
- (5) The appropriate discount factor to be applied to the value of each of the options due to the lack of marketability would be 30%.

(b) Accumulated Losses

Balance at beginning of the year	(3,959,600)	(3,292,708)
Net Loss from ordinary activities	(1,712,609)	(666,892)
Transfer to Accumulated Losses on Expiry of Options	235,683	-
Balance at end of the year	(5,436,526)	(3,959,600)

NOTE 12 - COMMITMENTS FOR EXPENDITURE

(a) Mineral Tenement Leases

In order to maintain current rights of tenure to mining tenements, the consolidated entity will be required to outlay amounts of \$4,938,375 (2011: \$7,429,700) in respect of minimum tenement expenditure requirements and lease rentals.

The obligations are not provided for in the financial report and are payable as follows:

Not later than one year	987,675	1,485,940
Later than 1 year but not later than 2 years	987,675	1,485,940
Later than 2 years but not later than 5 years	2,963,025	4,457,820
	4,938,375	7,429,700

The Company has a number of avenues available to continue the funding of its current exploration program and as and when decisions are made, the Company will disclose this information to shareholders.

The commitments referred to above represent the Company's share of obligations under joint venture agreements without allowing for dilution.

Notes to and forming part of the Financial Statements

10

NOTE 13 - CONTINGENT LIABILITIES

Athena Resources Limited and its controlled entities have no known material contingent liabilities as at 30 June 2012.

NOTE 14 - INVESTMENT IN CONTROLLED ENTITIES

	Class of Shares		Book Value of Athena's Investments	
			2012 \$	2011 \$
Athena Resources Limited - Parent Entity	Ordinary	100%	-	-
Complex Exploration Pty Ltd	Ordinary	100%	100	100
Capricorn Resources Pty Ltd	Ordinary	100%	200	200,000
Byro Exploration Pty Ltd (c)	Ordinary	100%	1,390,000	1,390,000
			<u>1,390,300</u>	<u>1,590,100</u>

- (a) The above controlled entities are incorporated in Australia.
- (b) The book value of Athena Resources Limited's investment in the ordinary shares of controlled entities, is at cost which does not exceed the underlying net assets of the entity.
- (c) Wholly owned subsidiary of Complex Exploration Pty Ltd.

NOTE 15 - SEGMENT INFORMATION

During the year the Group operated principally in one business segment being mineral exploration within Australia.

NOTE 16 - NOTES TO THE STATEMENT OF CASH FLOWS	Note	2012 \$	2011 \$
(a) Reconciliation of loss after income tax to net operating cash flows			
Loss from ordinary activities		(1,712,609)	(666,892)
Depreciation		13,569	18,633
Value of Incentive Options Issued		12,500	20,000
Write off of Mineral Exploration		1,660,902	50,000
Movement in assets and liabilities			
Receivables		(4,253)	20,912
Payables		75,132	(55,760)
Net cash used in operating activities		<u>45,241</u>	<u>(613,107)</u>

NOTE 16 - NOTES TO THE STATEMENT OF CASH FLOWS (Continued)**(b) Purchase of Controlled Entity**

During the prior year 100% of the controlled entity Byro Exploration Pty Ltd was acquired. Details of the transaction are

Consideration			
- Shares Issued	10	-	390,000
- Cash Paid		-	1,000,000
			<u>1,390,000</u>
Fair value of net assets acquired			
- Mineral Exploration and Evaluation	8	-	1,389,500
- Cash		-	500
		-	<u>1,390,000</u>

As the entity acquired did not constitute a business, it is excluded from the scope of AASB 3 Business Combinations, and accordingly been accounted for as an asset acquisition.

NOTE 17 - KEY MANAGEMENT PERSONNEL**(a) Directors**

The names and positions of Directors in office at any time during the financial year are:

David Arthur Webster	Chairman	Appointed 9 December 2011
Edmond William Edwards	Managing Director	
Rajakumar Paul Kandiah	Non Executive Director	Appointed 14 May 2012
Andrew Peter Thomson		Resigned 16 June 2012
Caigen Wang		Resigned 28 November 2011

(b) Remuneration Policies

Remuneration policies are disclosed in the Remuneration Report which is contained in the Directors' Report.

(c) Directors' Remuneration

No salaries, commissions, bonuses or superannuation were paid or payable to directors during the year. Remuneration was by way of fees paid monthly in respect of invoices issued to the Company by the Directors or Companies associated with the Directors in accordance with agreements between the Company and those entities. Details of the agreement are set out below.

Agreement in respect of cash remuneration of Directors:

Mr. Edwards is the Managing Director responsible for the day-to-day operations of the Company. The Company has an agreement with Tied Investments Pty Ltd to provide the management services of Mr. Edwards to the Company in relation to its corporate activities on normal commercial terms and conditions. An annual fee of \$180,000 excluding GST was paid during the year. Mr. Edwards is a director of Tied Investments Pty Ltd. The Company may terminate the contract by giving three months notice. Tied Investments Pty Ltd may terminate by giving three months notice.

Mr David Webster, Mr Rajakumar Kandiah, Mr Andrew Thomson and Mr Caigen Wang are/were Non-Executive Directors. Fees payable to Mr Webster, Mr Kandiah, Mr Thomson and Mr Wang are detailed below.

The Directors' are entitled to reimbursement of out-of-pocket expenses incurred whilst on company business.

Notes to and forming part of the Financial Statements

10

NOTE 17 - KEY MANAGEMENT PERSONNEL (Continued)

The total remuneration paid to Directors is summarised below:

Director	Associated Company	Fees	Total
Year ended 30 June 2011			
E W Edwards	Tied Investments Pty Ltd	135,000	135,000
A P Thomson		58,541	58,541
C Wang	Ishine International Resources Ltd	11,458	11,458
D F Thomson	Indigo Exploration Services Pty Ltd	95,000	95,000
		<u>299,999</u>	<u>299,999</u>

Director	Associated Company	Fees	Total
Year ended 30 June 2012			
E W Edwards	Tied Investments Pty Ltd	180,000	180,000
A P Thomson	Qiupingdo Pte Ltd	75,000	75,000
C Wang	Multiple Resources	22,500	22,500
D A Webster		24,000	24,000
R P Kandiah	Kokatu Pty Ltd	6,000	6,000
		<u>307,500</u>	<u>307,500</u>

d) Aggregate amounts payable to Directors and their personally related entities.

	2012 \$	2011 \$
Current Accounts payable	<u>132,822</u>	<u>57,074</u>

	Balance 1 July 2011	Option Exercise / Expiry	Rights Issue	Purchase Sale on market	Balance on Appointment / Resignation	Balance 30 June 2012
(e) Shareholding						
E W Edwards	9,077,991	4,245,000	932,799	430,000	-	14,685,790
C Wang	1,112,500	-	31,250	(800,000)	(343,750)	-
A P Thomson	3,983,045	596,250	398,304	-	(4,977,599)	-
D A Webster	-	150,000	-	-	1,180,626	1,330,626
R P Kandiah	-	-	-	-	60,000	60,000
	<u>14,173,536</u>	<u>4,991,250</u>	<u>1,362,353</u>	<u>(370,000)</u>	<u>(4,110,723)</u>	<u>16,076,416</u>
(f) Optionholding						
E W Edwards	4,245,000	(4,245,000)	-	-	-	-
A P Thomson	829,110	(829,110)	-	-	-	-
D A Webster	-	(150,000)	-	-	150,000	-
	<u>5,074,110</u>	<u>(150,000)</u>	<u>-</u>	<u>-</u>	<u>150,000</u>	<u>-</u>

Mr Kandiah held 500,000 Incentive Options exercisable at 20 cents expiring on 31 March 2012 on appointment.

Notes to and forming part of the Financial Statements

NOTE 18 - RELATED PARTY INFORMATION

Transactions within the Consolidated Entity

Aggregate amount receivable within the consolidated entities at balance date

Non-current receivables – Controlled Entities

Less : Provision for non recovery

All loans to related parties and are interest free and repayable on demand.

Parent Entity	
2012 \$	2011 \$
6,333,383	5,412,601
(1,457,432)	(31,663)
<u>4,875,951</u>	<u>5,380,938</u>
controlled	entities

NOTE 19 - REMUNERATION OF AUDITORS

Amount received, or due and receivable, by the auditors for:

Auditing and reviewing of the financial statements of Athena Resources Limited and of its controlled entities

Consolidated Entity	
2012 \$	2011 \$
20,220	17,900
<u>20,220</u>	<u>17,900</u>

NOTE 20 - LOSS PER SHARE

Weighted average number of ordinary shares outstanding during the year used in the calculation of basic loss per share

Loss used in the calculation of loss per share

Number of Shares	
2012 \$	2011 \$
<u>112,775,183</u>	<u>84,211,549</u>
\$	\$
<u>(1,712,609)</u>	<u>(666,892)</u>

NOTE 21 - FINANCIAL RISK MANAGEMENT

(a) Financial Risk Management Policies

The consolidated entity's financial instruments consist mainly of deposits with banks, accounts receivable and accounts payable.

The board's overall risk management strategy seeks to assist the group in meeting its financial targets, whilst minimising potential adverse effects on financial performance. The group has developed a framework for a risk management policy and internal compliance and control systems that covers the organisational, financial and operational aspects of the consolidated entity's affairs. The Chairman is responsible for ensuring the maintenance of, and compliance with, appropriate systems.

NOTE 21 - FINANCIAL RISK MANAGEMENT (Continued)

(i) Financial Risk Exposures and Management

The main risks the group is exposed to through its financial instruments are interest rate risk and liquidity risk.

Interest Rate Risk

The consolidated entity's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of change in the market, interest rate and the effective weighted average interest rate on these financial assets, is as follows:

	Non-Interest Bearing \$		Weighted Average Effective Interest Rate %		Floating Interest Rate \$	
	2012	2011	2012	2011	2012	2011
Financial Assets						
- Cash at bank	-	-	2.82	4.04	413,616	705,225
- Trade debtors	80,595	117,474			-	-
Total Financial Assets	<u>80,595</u>	<u>117,474</u>			<u>-</u>	<u>705,225</u>
Financial Liabilities						
- Payable and accruals	148,224	386,903			-	-
- Amounts payable related parties	132,241	57,074			-	-
Total Financial Liabilities	<u>280,465</u>	<u>443,977</u>			<u>-</u>	<u>-</u>

Liquidity Risk

The consolidated entity manages liquidity risk by monitoring forecast cash flows.

Credit Risk

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date, is the carrying amount net of any allowance for doubtful debts, as disclosed in the statement of financial position and notes to the financial statement.

In the case of cash deposited, credit risk is minimised by depositing with recognised financial intermediaries such as banks, subject to Australian Prudential Regulation Authority supervision.

The consolidated entity does not have any material risk exposure to any single debtor or group of debtors under financial instruments entered into by it.

Capital Management Risk

Management controls the capital of the consolidated entity in order to maximise the return to shareholders and ensure that the consolidated entity can fund its operations and continue as a going concern.

Management effectively manages the consolidated entity's capital by assessing the consolidated entity's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of expenditure and debt levels and share and option issues. There have been no changes in the strategy adopted by management to control capital of the consolidated entity since the prior year.

NOTE 21 - FINANCIAL RISK MANAGEMENT (Continued)**(b) Financial Instruments****Net Fair Values**

For financial assets and liabilities, the net fair value approximates their carrying value. The consolidated entity has no financial assets or liabilities that are readily traded on organised markets at balance date and has no financial assets where the carrying amount exceeds net fair values at balance date.

The aggregate net fair values and carrying amounts of financial assets and financial liabilities are disclosed in the statement of financial position and in the notes to and forming part of the financial statements.

Interest Rate Sensitivity Analysis

The consolidated entity has performed a sensitivity analysis relating to its exposure to interest rate risk. This sensitivity analysis demonstrates the effect on the current year results and equity which could result in a change in these risks.

At 30 June 2012 the effect on the loss and equity as a result of a 2% change in the interest rate with all other variables remaining constant is as follows:

	2012	2011
	\$	\$
Change in Loss		
- Increase in interest by 2%	5,742	20,666
- Decrease in interest by 2%	(5,742)	(20,666)
Change in equity		
- Increase in interest by 2%	5,742	20,666
- Decrease in interest by 2%	(5,742)	(20,666)

NOTE 22 – EVENTS AFTER THE REPORTING PERIOD

There are no matters or circumstances that have arisen after the balance date that have significantly affected, or may significantly affect, the operations of the consolidated entity, the results of those operations, or the state of affairs of the consolidated entity in future periods.

Notes to and forming part of the Financial Statements

10

NOTE 23 - PARENT ENTITY DISCLOSURES

	2012 \$	2011 \$
Financial Position		
CURRENT ASSETS		
Cash and cash equivalents	412,816	704,425
Trade and other receivables	80,595	117,474
Total Current Assets	<u>493,411</u>	<u>821,899</u>
NON CURRENT ASSETS		
Plant and equipment	31,073	43,897
Investment in subsidiaries	300	200,100
Mineral exploration and evaluation	-	-
Loans to subsidiaries (l)	4,875,951	5,380,938
Total Non Current assets	<u>4,907,324</u>	<u>5,624,935</u>
TOTAL ASSETS	<u>5,400,735</u>	<u>6,446,834</u>
CURRENT LIABILITIES		
Trade and other payables	280,465	443,977
Total Current Liabilities	<u>280,465</u>	<u>443,977</u>
TOTAL LIABILITIES	<u>280,465</u>	<u>443,977</u>
NET ASSETS	<u>5,120,270</u>	<u>6,002,857</u>
EQUITY		
Issued capital	10,980,031	9,604,452
Share Option Reserve	32,500	358,005
Accumulated losses	(5,892,261)	(3,959,600)
TOTAL EQUITY	<u>5,120,270</u>	<u>6,002,857</u>
Financial Performance		
Loss for the year	(2,168,342)	(666,892)
Other comprehensive income	-	-
Total comprehensive income	<u>(2,168,342)</u>	<u>(666,892)</u>

The parent entity has not entered into any guarantees in relation to debts of its subsidiaries, has no contingent liabilities, and has no commitments for acquisition of property, plant and equipment.

(l) The ultimate recovery of the loans to the subsidiaries is dependent on the successful development and/or commercial exploitation or sale of the subsidiaries' exploration assets.

1. In the opinion of the directors of Athena Resources Limited Limited (the 'Company'):
 - 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 consolidated entity's financial position as at 30 June 2012 and of its performance for the year then ended; and
 - ii. complying with Australian Accounting Standards, the Corporations Regulations 2001, professional reporting requirements and other mandatory requirements.
 - 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.
 - c. the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.
2. This declaration has been made after receiving the declarations required to be made to the directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2012.



E W Edwards
Managing Director

Date at Perth this 21 September 2012

INDEPENDENT AUDITOR'S REPORT FOR THE YEAR ENDED 30 JUNE 2012



Accountants | Business and Financial Advisers

INDEPENDENT AUDITOR'S REPORT

To the members of Athena Resources Limited

Report on the Financial Report

We have audited the accompanying financial report of Athena Resources Limited ("the company"), which comprises the consolidated statement of financial position as at 30 June 2012, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration for the consolidated entity. The consolidated entity comprises the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the financial report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error.

In Note 1, the directors also state, in accordance with Accounting Standard AASB 101: *Presentation of Financial Statements*, that the consolidated financial report complies with International Financial Reporting Standards.

Auditor's responsibility

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

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

Our audit did not involve an analysis of the prudence of business decisions made by directors or management.

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

Independence

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

HLB Mann Judd (WA Partnership) ABN 22 193 232 714
Level 4, 130 Stirling Street Perth WA 6000. PO Box 8124 Perth BC 6849 Telephone +61 (08) 9227 7500. Fax +61 (08) 9227 7533.
Email: hlb@hlbwa.com.au. Website: <http://www.hlb.com.au>
Liability limited by a scheme approved under Professional Standards Legislation

HLB Mann Judd (WA Partnership) is a member of HLB International, a worldwide organisation of accounting firms and business advisers.

INDEPENDENT AUDITOR'S REPORT
FOR THE YEAR ENDED 30 JUNE 2012



Accountants | Business and Financial Advisers

Matters relating to the electronic presentation of the audited financial report and remuneration report

This auditor's report relates to the financial report and remuneration report of Athena Resources Limited for the financial year ended 30 June 2012 published in the annual report and included on the company's website. The company's directors are responsible for the integrity of the company's website. We have not been engaged to report on the integrity of this website. The auditor's report refers only to the financial report and remuneration report. It does not provide an opinion on any other information which may have been hyperlinked to/from the financial report and remuneration report. If users of the financial report and remuneration report are concerned with the inherent risks arising from publication on a website, they are advised to refer to the hard copy of the audited financial report and remuneration report to confirm the information contained in this website version of the financial report and remuneration report.

Auditor's opinion

In our opinion:

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

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial report, which indicates that the company will require additional funding to ensure it can continue to fund its operations and further develop its mineral exploration and evaluation assets. If the company is unable to raise additional funding there is a material uncertainty that may cast significant doubt on the company's ability to continue as a going concern and, therefore, whether it will be able to realise its assets and discharge its liabilities in the normal course of business.

Report on the Remuneration Report

We have audited the remuneration report included in the directors' report for the year ended 30 June 2012. The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's opinion

In our opinion the remuneration report of Athena Resources Limited for the year ended 30 June 2012 complies with section 300A of the *Corporations Act 2001*.

HLB Mann Judd

HLB MANN JUDD
Chartered Accountants

M R W OHM
Partner

Perth, Western Australia
21 September 2012

ANALYSIS OF SHAREHOLDING – 17 September 2012

1 – 1,000
1,001 – 5,000
5,001 – 10,000
10,001 – 100,000
100,001 – or more

SHARES

19
54
93
366
167
699

Total on issue	122,519,392
Shareholders holding less than marketable parcel	92

Voting Rights

Article 16 of the Constitution specifies that on a show of hands every member present in person, by attorney or by proxy shall have:

- (a) for every fully paid share held by him one vote
- (b) for every share which is not fully paid a fraction of the vote equal to the amount paid up on the share over the nominal value of the shares.

Substantial Shareholders

The following substantial shareholders have notified the Company in accordance with Corporations Act 2001.

Edmond William Edwards	14,685,790	12.48%
Ishine International Resources Limited	8,300,000	6.80%
Denis Hugh Kelly	7,684,352	6.57%

Directors' Shareholding

Interest of each director in the share capital of the Company is detailed at Note 17.

TOP TWENTY SHAREHOLDERS 17 September 2012			
NAME AND ADDRESS	SHARES	%	RANK
Tied Nominees Pty Ltd (T P Edwards Superfund A/c)	14,641,790	11.95	1
Ishine International Resources Limited	8,300,000	6.77	2
Kelanco Pty Ltd	7,504,352	6.13	3
Mr Andrew Peter Thomson	4,432,500	3.62	4
Mr Peter John Newcomb	3,623,750	2.96	5
Mr Paul McMillen	3,311,000	2.70	6
Corridor Nominees Pty Ltd	3,103,375	2.53	7
Mr Terence Weston	2,711,000	2.21	8
Befavo Pty Ltd (H G Shore Super Fund)	2,504,409	2.04	9
Julia Edwards Superannuation Pty Ltd	2,220,000	1.81	10
Orient Global Holdings Pty Ltd	2,217,500	1.81	11
Tandem Technical Consultants Pty Ltd	1,750,000	1.43	12
Mr Andrew John Puklowski	1,607,350	1.31	13
Indigo Exploration Services Pty Ltd	1,443,750	1.18	14
Mr David Webster	1,250,626	1.02	15
Mr James Goodwin	1,250,000	1.02	16
Orpheo Pty Ltd (The Eric Lucas A/c)	1,250,000	1.02	17
Rasko Holdings Pty Ltd	1,025,972	0.84	18
Mr David Boothey	1,000,000	0.82	19
Tetramin Pty Ltd	1,000,000	0.82	20
TOP 20 TOTAL	66,147,374	53.99	

Byro	Ashburton
E09/1507	E08/1954
E09/1508	MLA08/474
E09/1552	P08/493
E09/1637	
E09/1638	
E09/1656	
E09/1657	
E09/1661	
E09/1781	
E09/1807	
E09/1808	

E – Exploration License

ELA - Exploration License Application

M – Mining Lease

MLA – Mining Lease Application

P – Prospecting License





Athena Resources Limited

ABN 69 113 758 900

24 Colin Street | West Perth | Western Australia | 6005

PO Box 1970 | West Perth | Western Australia | 6872

Ph 08 9222 5888

Fx 08 92225 5810

W athenaresources.com.au