Golden Rim Resources

23 October 2009

Companies Announcement Office
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

By E-Lodgement

Dear Sir/Madam

NOTICE OF MEETING AND ANNUAL REPORT

Please find attached Golden Rim Resources Ltd's Notice of Meeting for its 2009 Annual General Meeting together with the Proxy Form. The Notice of Meeting and Proxy Form was despatched to shareholders yesterday. We also attach a copy of the Annual Report which was also despatched to shareholders, where applicable.

Yours faithfully
GOLDEN RIM RESOURCES LTD

Hayley B

HAYLEY BUTCHER
Assistant Company Secretary

Golden Rim Resources Ltd

ABN 39 006 710 774

Notice of Annual General Meeting and Explanatory Memorandum to Shareholders

Date of Meeting:	Monday, 23 November 2009
Time of Meeting:	10.00 am WST
Place of Meeting:	Rydges Hotel Perth Cnr King & Hay Streets PERTH WA 6000

A Proxy Form is enclosed
Please read this Notice and Explanatory Memorandum carefully.
If you are unable to attend the General Meeting please complete and return the enclosed Proxy Form in accordance with the specified directions.

GOLDEN RIM RESOURCES LTD
ABN 39 006 710 774

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of shareholders of Golden Rim Resources Ltd ABN 39 006 710 774 (**Company**) will be held at 10.00 am WST on Monday, 23 November 2009 at Rydges Hotel Perth, for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

Agenda

Items of Business

Financial Reports

To receive and consider the financial statements of the Company for the year ended 30 June 2009, together with the Directors Report and the Auditor's Report, as set out in the Annual Report.

1. Resolution 1 – Non Binding Resolution to adopt Remuneration Report

To consider and, if thought fit, pass the following as an **ordinary resolution**.

"That the Remuneration Report as set out in the Annual Report for the year ended 30 June 2009 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

2. Resolution 2 – Re-election of Gilbert Rodgers as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, Gilbert Rodgers, who retires in accordance with clause 13.2 of the Constitution and, being eligible for re-election, be re-elected as a Director."

3. Resolution 3 – Ratification of allotment and issue of Shares

To consider and, if thought fit to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of Listing Rule 7.4 and for all other purposes, the Company ratify the allotment and issue of 15,698,638 Shares (at an issue price of $0.03 each) on 15 June 2009 to the parties and otherwise on the terms and conditions set out in the Explanatory Memorandum."

The Company will disregard any votes cast on Resolution 3 by any person who participated in the issue the subject of Resolution 3 and any person associated with those persons. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

4. Resolution 4 – Grant of Incentive Options to Mr Craig Mackay

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, pursuant to and in accordance with section 208 of the Corporations Act and Listing Rule 10.11 and for all other purposes, the Directors be and are hereby authorised to grant and issue up to 3,500,000 Incentive Options for no consideration, each option having an exercise price at a premium of 45% to the volume weighted average of the Shares on the ASX in the period of 20 trading days leading up to and including 23 November 2009 and an expiry date of

22 November 2014, to Mr Craig Mackay or his nominee, on the terms and conditions set out in the Explanatory Memorandum (including Annexure A to the Explanatory Memorandum)."

The Company will in accordance with section 224 of the Corporations Act disregard any votes cast on Resolution 4 by Mr Craig Mackay and any associate of Mr Mackay. However, the Company need not disregard a vote if: (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and (b) it is not cast on behalf of Mr Mackay or an associate of Mr Mackay.

5. Resolution 5 – Grant of Incentive Options to Mr Gilbert Rodgers

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, pursuant to and in accordance with section 208 of the Corporations Act and Listing Rule 10.11 and for all other purposes, the Directors be and are hereby authorised to grant and issue up to 3,500,000 Incentive Options for no consideration, each option having an exercise price at a premium of 45% to the volume weighted average of the Shares on the ASX in the period of 20 trading days leading up to and including 23 November 2009 and an expiry date of 22 November 2014, to Mr Gilbert Rodgers or his nominee, on the terms and conditions set out in the Explanatory Memorandum (including Annexure A to the Explanatory Memorandum)."

The Company will in accordance with section 224 of the Corporations Act disregard any votes cast on Resolution 5 by Mr Gilbert Rodgers and any associate of Mr Rodgers. However, the Company need not disregard a vote if: (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and (b) it is not cast on behalf of Mr Rodgers or an associate of Mr Rodgers.

6. Resolution 6 – Ratification of allotment and issue of Consultant Options

To consider and, if thought fit to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of Listing Rule 7.4 and for all other purposes, the Company ratify the allotment and issue of 600,000 Consultant Options each with an exercise price of $0.21 and an expiry date of 5 October 2014, for no consideration to a consultant of the Company on 6 October 2009, on the terms and conditions set out in the Explanatory Memorandum (including Annexure B to the Explanatory Memorandum)."

The Company will disregard any votes cast on Resolution 6 by any person who participated in the issue the subject of Resolution 6 and any person associated with those persons. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

7. Resolution 7 – Increase in Directors' Fees

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"*That, pursuant to and in accordance with Listing Rule 10.17 and for all other purposes, the maximum aggregate Directors' fees payable to non-executive Directors be increased from $130,000 per annum to $300,000 per annum.*"

The Company will disregard any votes cast on Resolution 7 by a Director of the Company and any associate of a Director. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Other Business

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

By order of the Board
GOLDEN RIM RESOURCES LTD

Gilbert Rodgers
Company Secretary

Dated: 9 October 2009

How to Vote

Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice.
- To be effective, proxies must be lodged 48 hours prior to the commencement of the Annual General Meeting. Proxies lodged after this time will be invalid.
- Proxies may be lodged using any of the following methods:

  - by returning a completed proxy form in person or by post to:

Delivery:	Golden Rim Resources Ltd Level 2 10 Outram Street, West Perth WA 6005 AUSTRALIA	Post:	Golden Rim Resources Ltd PO Box 378 WEST PERTH WA 6872 AUSTRALIA

  - by faxing a completed proxy form to +61 8 9481 5759.

  The proxy form must be signed by the shareholder or the shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and 48 hours prior to the commencement of the Annual General Meeting. If facsimile transmission is used, the power of attorney must be certified.

Shareholders who are entitled to vote

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders 48 hours prior to the Annual General Meeting.

GOLDEN RIM RESOURCES LTD
ABN 39 006 710 774

Explanatory Memorandum

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of Golden Rim Resources Ltd (**Company**).

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary..

FINANCIAL REPORTS

The first item of the Notice of Annual General Meeting deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2009 together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chairman will also provide shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the auditor in relation to the conduct of the audit.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act the Company is required to present to its shareholders the Remuneration Report as disclosed in the Company's 2009 Annual Report. The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company’s 2009 Annual Report and is also available on the Company’s website (www.goldenrim.com.au).

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any share based compensation.

RESOLUTION 2 – RE-ELECTION OF GILBERT RODGERS AS A DIRECTOR

Pursuant to Clause 13.2 of the Company's Constitution, Gilbert Rodgers, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Gilbert Rodgers is a Chartered Accountant and Company Secretary and holds the degree of Bachelor of Business and is Fellow of the Australian Institute of Company Directors. Mr Rodgers was first appointed to the Board on 22 August 2001. He has served as a director of Australian Securities Exchange listed resource companies including Pilbara Mines NL, Africwest Gold NL and Chester Mining Limited. Mr Rodgers has been involved in the mining industry for more than 26 years.

RESOLUTION 3 – RATIFICATION OF ISSUE OF SHARES

As announced on 15 June 2009, the Company made a placement issue of an additional 15,698,638 Shares issued at $0.03 per Share following its rights issue this year, due to the overwhelming response and demand experienced to the rights issue. The placement of the additional Shares raised an additional $470,959. Patersons Securities Limited acted as the Lead Manager for the placement.

Listing Rule 7.4 permits the ratification of pervious issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold in Listing Rule 7.1. The effect of such ratification is to restore a company's maximum discretionary power to issue further shares up to 15% of the issued capital of the company without requiring Shareholder approval.

Pursuant to Resolution 3, shareholder ratification is sought under Listing Rule 7.4 for the issue of Shares that was made on 15 June 2009 in order to restore the right of the Company to issue further Shares within the 15% limit during the next 12 months.

The following information in relation to the Shares is provided to shareholders for the purposes of Listing Rule 7.5:

(a) 15,698,638 Shares were allotted and issued;
(b) the Shares were issued at an issue price of $0.03 each;
(c) the Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue;
(d) the Shares were issued to sophisticated and institutional investors who were clients of Patersons Securities Limited, The allottees were unrelated parties of the Company; and
(e) funds raised from the issue are being used to pursue several acquisition opportunities in West Africa, should evaluations conducted by the Company's technical team prove positive

RESOLUTIONS 4 and 5 – GRANT OF INCENTIVE OPTIONS TO MESSRS CRAIG MACKAY and GILBERT RODGERS

Resolutions 4 and 5 seek shareholder approval to grant a total of 7,000,000 Incentive Options (each with an expiry date of 22 November 2014) to Mr Craig Mackay and Mr Gilbert Rodgers ("**Participating Directors**"), or their nominees. The exercise price of the Incentive Options has been determined to be a 45% premium to the volume weighted average price of the Company's Shares up to and including the 20 trading days prior to 23 November 2009. This amount will then be rounded up to the nearest cent ("**Deemed Exercise Price**"). Each Incentive Option entitles the Participating Director to acquire a Share at the Deemed Exercise Price upon exercise of the option on any date from the period being 12 months from the date of grant until 22 November 2014. The terms of the Incentive Options are set out in Annexure A to this Explanatory Memorandum.

The Incentive Options will be issued as follows:

Director	Number of Incentive Options
Mr Craig Mackay, or his nominee(s)	3,500,000
Mr Gilbert Rodgers, or his nominee(s)	3,500,000
Total	7,000,000

The grant of Incentive Options encourages the Participating Directors to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through share ownership. Under the Company's current circumstances the Directors consider (in the absence of the Participating Directors) that the incentives intended for the Participating Directors represented by the grant of these Incentive Options are a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

The number of Incentive Options to be granted to each of the Participating Directors has been determined based upon a consideration of:

- the remuneration of the Directors;
- the Directors wish to ensure that the remuneration offered is competitive with market standards. The Directors have considered the proposed number of Incentive Options to be granted will ensure that the Participating Directors' overall remunerations is in line with market standards; and
- incentives to attract and ensure continuity of service of directors who have appropriate knowledge and expertise.

Set out below, is an example of the exercise price of the Incentive Options, based on the current prices of the Shares. The actual Deemed Exercise Price will be determined upon close of trade on 23 November 2009.

In the period of 20 trading days leading up to and including 7 October 2009, the volume weighted average price of the Shares is 17.54 cents. A premium of 45% is applied and rounded up to the nearest cent. This results in an exercise price of 26 cents per Incentive Option.

Based on the above example, in the event the Incentive Options are exercised, the following amounts will need to be paid to the Company by the Participating Directors:

Director	Amount to be paid
Mr Craig Mackay, or his nominee(s)	$910,000
Mr Gilbert Rodgers, or his nominee(s)	$910,000
Total	$1,820,000

Based on an exercise price of 26 cents, the Company will therefore receive $1,820,000 from the Participating Directors should all the Incentive Options be exercised. The actual amount the Company will receive, should all the Incentive Options be exercised, is determined by the actual Deemed Exercise Price.

Related Party Transactions Generally

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a *related party* of the public company *unless* either:

1. the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
2. shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, each of the Participating Directors is considered to be a related party of the Company.

Resolutions 4 and 5 provide for the grant of Incentive Options to the Participating Directors which is a financial benefit which requires shareholder approval.

Current Holdings

Set out below are details of each of the Participating Directors' relevant interest in Shares of the Company as at the date of this Notice:

Director	Number of Shares
Mr Craig Mackay, or his nominee(s) (1)	3,380,000
Mr Gilbert Rodgers, or his nominee(s) (2)	872,606
Total	4,252,606

Notes:
(1) Mr Mackay's interest in the Shares is held in the names of Earth Science Solutions Pty Ltd as trustee for the Mackay Family Trust and Warrego Investments Pty Ltd as trustee for the Warrego Super Fund Account. Mr Mackay is a director of both trustee companies.
(2) Mr Rodgers' interest in the Shares is held directly and in the name of Silkform Pty Ltd of which Mr Rodgers is the sole director, secretary and shareholder.

Set out below are details of each of the Participating Directors' relevant interest in options of the Company as at the date of this Notice:

Director	Number of Options	Exercise price	Expiry Date
Mr Craig Mackay, or his nominee(s) [(1)]	1,750,000	$0.35	30 Jun 2010
	1,750,000	$0.40	30 Jun 2010
	2,500,000	$0.15	31 Dec 2010
	2,000,000	$0.15	31 Dec 2011
Mr Gilbert Rodgers, or his nominee(s)	1,750,000	$0.35	30 Jun 2010
	1,750,000	$0.40	30 Jun 2010
	2,000,000	$0.15	31 Dec 2010
	2,000,000	$0.15	31 Dec 2011
Total	13,175,000		

Notes:

(1) Mr Mackay's interest in the options is held directly and in the name of Earth Science Solutions Pty Ltd as trustee for the Mackay Family Trust, of which Mr Mackay is a director.

INFORMATION REQUIREMENTS

For the purposes of Chapter 2E of the Corporations Act the following information is provided.

- The related parties to whom the proposed resolutions would permit the financial benefit to be given:

Subject to shareholder approval, the following maximum number of Incentive Options will be granted to the following related parties, or their respective nominees:

Director	Number of Incentive Options
Mr Craig Mackay, or his nominee(s)	3,500,000
Mr Gilbert Rodgers, or his nominee(s)	3,500,000
Total	7,000,000

- The nature of the financial benefit

The proposed financial benefit to be given is the grant of Incentive Options for no consideration to the Participating Directors as noted above.

- Directors' recommendation

All the Directors were available to make a recommendation. For the reasons noted above:

Messrs Rick Crabb, Gilbert Rodgers and Glenister Lamont (who have no interest in the outcome of Resolution 4) recommend that shareholders vote in favour of Resolution 4. Mr Craig Mackay declines to make a recommendation about Resolution 4 as he has a material personal interest in the outcome of that particular Resolution as it relates to the proposed grant of Incentive Options to him or his nominee(s).

Messrs Rick Crabb, Craig Mackay and Glenister Lamont (who have no interest in the outcome of Resolution 5) recommend that shareholders vote in favour of Resolution 5. Mr Gilbert Rodgers declines to make a recommendation about Resolution 5 as he has a material personal interest in the outcome of that particular Resolution as it relates to the proposed grant of Incentive Options to him or his nominee(s).

- Other information that is reasonably required by members to make a decision and that is known to the Company or any of its Directors.

The proposed ordinary Resolutions 4 and 5 would have the effect of giving power to the Directors to grant a total of 7,000,000 Incentive Options on the terms and conditions as set out in Annexure A to this Explanatory Memorandum and as otherwise mentioned above.

The Company currently has 225,013,812 listed Shares and the following unlisted Options on issue:

Number	Exercise Price	Expiry Date
8,750,000	$0.35	30 Jun 2010
7,750,000	$0.40	30 Jun 2010
4,500,000	$0.15	31 Dec 2010
12,150,000	$0.15	31 Dec 2011
600, 000	$0.21	5 Oct 2014

If all Incentive Options granted as proposed above are exercised, and assuming all existing Options on issue have been exercised, the effect would be to dilute the share holding of existing shareholders by 2.7%. The market price of the Company's Shares during the period of the Incentive Options will normally determine whether or not the Participating Directors exercise the Incentive Options. At the time any Incentive Options are exercised and Shares are issued pursuant to the exercise of the Incentive Options, the Company's Shares may be trading at a price which is higher than the exercise price of the Incentive Options.

The Participating Directors' fees per annum (including superannuation) and the total financial benefit to be received by them in this current period as a result of the grant of the Incentive Options the subject of Resolutions 4and 5 are as follows:

Director	Fees p.a. ($)	Total Value of Incentive Options	Total Financial Benefit ($)
Mr Craig Mackay	250,000[1]	543,200[2]	793,200
Mr Gilbert Rodgers	200,000[1]	543,200[2]	743,200

1. Messrs Mackay and Rodgers do not receive fees for their services as Directors. However, Messrs Mackay and Rodgers receive fees for consultancy services they provide to the Company.

2. The indicative option valuation of 15.52 cents is a theoretical valuation of each option using the Black and Scholes Option Pricing Model. Accordingly, the total indicative option valuation of 3,500,000 Incentive Options over the 12 month vesting period is $543,200.

Valuation of Incentive Options

The Company's advisers have valued the Incentive Options to be granted to the Participating Directors using the Black & Scholes Model. The value of an option calculated by the Black & Scholes Model is a function of a number of variables. The valuation of the Incentive Options has been prepared using the following assumptions:

Variable	Input
Share price	16.0 cents
Exercise price	26 cents
Risk Free Interest Rate	3.25%
Volatility	200%
Time (years to expiry)	5 years

The Company's advisers have calculated the value of each option based on the following assumptions:

1. They have based the underlying value of each Share on the Australian Securities Exchange closing price of 16.0 cents on 7 October 2009;
2. The exercise price is the volume weighted average price in the period of 20 trading days leading up to and including 7 October 2009 increased by a premium of 45% and rounded up to the nearest cent;
3. Risk free rate of return – 3.25% (estimated, based on Reserve Bank of Australia Official Cash Rate as at 7 October 2009);
4. They used a volatility of the share price of 200%.

Over the past 3 months the closing Share price has traded between a low of 6.0 cents and a high of 20.0 cents implying a volatility of 233%. Over the past 6 months the closing Share price has traded between a low of 2.8 cents and a high of 20.0 cents implying a volatility of 614%, while over the past 12 months, the closing Share price has traded between a low of 2.5 cents and a high of 20.0 cents implying a volatility of 700%.

The Company has had periods over the past year where the Share price will regularly move up to 4 cents per day on above daily volumes due to market speculation about the Shares. As the Company is, in the main, a gold explorer, the Company's advisors stated it is not uncommon to have such companies' volatilities at between 50% and 100% in relatively short periods of time. The global financial crisis has also had a major impact of the share price of speculative stocks, therefore the movement of Share price in the past 6 and 12 months do not give a true indication of the volatility of the Share price. Based on these factors, the volatility factor has been set at 200%, a slight discount to the 3 month volatility of the share price.

Based on the assumptions, it is considered that the estimated average value of the Incentive Options to be granted to the Participating Directors is 15.52 cents per Incentive Option.

Any change in the variables applied in the Black & Scholes calculation between the date of the valuation and the date the Incentive Options are granted would have an impact on their value.

The following table gives details of the highest, lowest and latest closing prices of the Company's Shares trading on ASX over the past 12 months ending on 7 October 2009:

	Highest Price (cents)	Lowest Price (cents)	Latest Price
Share Price	20	2.5	16.0
Date	18 Sep 2009	17 Mar 2009	7 Oct 2009

Other Information

Under the Australian Equivalent of IFRS, the Company is required to expense the value of the Incentive Options in its statement of financial performance for the current financial year. Other than as disclosed in this Explanatory Memorandum, the Directors do not consider that from an economic and commercial point of view, there are any costs or detriments including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Incentive Options pursuant to Resolutions 4 and 5.

Neither the Directors not the Company are aware of other information that would be reasonably required by shareholders to make a decision in relation to the financial benefits contemplated by the proposed resolutions.

Listing Rule 10.11

Listing Rule 10.11 requires shareholder approval by ordinary resolution to any issue by a listed company of securities to a related party. Accordingly, Listing Rule 10.11 requires shareholders to approve the grant of Incentive Options to the Participating Directors.

Additional Information

The following information in relation to the Incentive Options to be granted pursuant to Resolutions 4 and 5 is provided to shareholders for the purposes of Listing Rule 10.13:

(a) the Incentive Options will be granted to the Participating Directors, or their nominees, as noted above;
(b) the maximum number of Incentive Options to be granted is 7,000,000;
(c) the Incentive Options will be allotted and granted on a date which will be no later than 1 month after the date of this Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
(d) the Incentive Options will be granted for no consideration;
(e) no funds will be raised by the grant of the Incentive Options; and

(f) the terms and conditions of the Incentive Options are set out in Annexure A to this Explanatory Memorandum.

If approval is given for the grant of the Incentive Options under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

RESOLUTION 6 – RATIFICATION OF ISSUE OF OPTIONS TO CONSULTANT

On 6 October 2009, the Company allotted and issued 600,000 of Consultant Options to a consultant of the Company, being Ms Hayley Butcher, who has been engaged by the Company as the Assistant Company Secretary. Each Consultant Option entitles the option holder to acquire a Share at an exercise price of $0.21 upon exercise of the option on any date from the period being 12 months from the date of grant until 5 October 2014. The terms of the Consultant Options are set out in Annexure B.

Listing Rule 7.4 permits the ratification of pervious issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold in Listing Rule 7.1. The effect of such ratification is to restore a company's maximum discretionary power to issue further shares up to 15% of the issued capital of the company without requiring Shareholder approval.

Pursuant to Resolution 6, shareholder ratification is being sought under Listing Rule 7.4 for the issue of 600,000 Consultant Options that was made on 6 October 2009 in order to restore the right of the Company to issue further shares within the 15% limit during the next 12 months.

The following information in relation to the Shares is provided to shareholders for the purposes of Listing Rule 7.5:

(a) 600,000 Consultant Options were allotted and issued;
(b) the Consultant Options were issued for no consideration;
(c) the terms of the Consultant Options are set out in Annexure B;
(d) the Consultant Options were issued to a consultant of the Company, being Ms Hayley Butcher, who is an unrelated party of the Company; and
(e) no funds were raised from the issue of the Consultant Option.

RESOLUTION 7 – INCREASE IN DIRECTORS' FEES

Resolution 7 seeks shareholder approval for the purposes of Listing Rule 10.17 and for all other purposes, for the Company to be authorised to increase the aggregate amount of fees paid to Directors by $170,000 from $130,000 per annum to an aggregate amount of $300,000 per annum.

The Board considers that it is reasonable and appropriate at this time to seek an increase in the remuneration pool for Non-Executive Directors. The additional fees provide for the potential to attract additional appropriately qualified directors in the future.

The maximum aggregate fees payable to Directors have not been increased since 25 July 2005.

The remuneration of each Director for the year ended 30 June 2009 is detailed in the Company's 2009 Annual Report.

Glossary
to Notice of Annual General Meeting and Explanatory Memorandum

"**Annual Report**" means the annual report of the Company for the year ended 30 June 2009;

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**Board**" means the board of Directors of the Company.

"**Company**" means Golden Rim Resources Ltd ABN 39 006 710 774;

"**Constitution**" means the Company's constitution, as amended from time to time;

"**Consultant Option**" means a Class E option, being an option to acquire a Share the terms of which are set out in Annexure B;

"**Corporations Act**" means *Corporations Act 2001* (Cth);

"**Director**" means a Director of the Company;

"**Explanatory Memorandum**" means the explanatory memorandum accompanying this Notice;

"Incentive Option" means a Class F option, being an option to acquire a Share the terms of which are set out in Annexure A;

"**Listing Rules**" means the Listing Rules of the ASX;

"**Meeting**" means the annual general meeting the subject of the Notice of Annual General Meeting.

"**Notice**" means the Notice of Annual General Meeting;

"**Option**" means an option to acquire a Share.

"**Resolution**" means a resolution proposed pursuant to the Notice; and

"**Share**" means a fully paid ordinary share in the capital of the Company.

Annexure A

Terms & Conditions of Director Options being Class F Options Expiring 22 November 2014

(a) The Options shall expire on 22 November 2014 ("**Expiry Date**").

(b) Each Option shall confer the right to subscribe for one fully paid ordinary share ("**Share**"), ranking pari passu with existing issued fully paid ordinary shares, in the capital of the Company.

(c) Subject to clause (l) below, the Options shall vest 12 months from the date of grant ("**Vesting Date**") and be exercisable by notice in writing to the Company received at any time on or after the Vesting Date and on or before the Expiry Date. The fully paid ordinary shares will be allotted not more than fifteen days after (but not including) the exercise date.

(d) The Options may be exercised in whole or in part. If the Options are exercised in part each notice of exercise must be for not less than 1,000 shares and in multiples of 1,000 shares.

(e) The exercise price for each Option shall be a 45% premium to the volume weighted average price of the Company's Shares up to and including the 20 trading days prior to 23 November 2009. This amount will then be rounded up to the nearest cent.

(f) The Options may be transferred at any time in whole or part.

(g) A certificate will be issued for the Options. On the reverse side of the certificate there will be endorsed a statement of the rights of the optionholder and a notice that is to be completed when exercising the Options. If there is more than one Option comprised in this certificate and prior to the Expiry Date those Options are exercised in part, the Company will issue another certificate for the balance of the Options held and not yet exercised.

(h) The optionholder will not be permitted to participate in any new pro rata entitlement issues of securities of the Company.

(i) In the event of a reorganisation of the issued capital of the Company, the Options will be reorganised in accordance with the Listing Rules of the Australian Securities Exchange Limited.

(j) The Options will not give any right to participate in dividends until shares are allotted pursuant to the exercise of the relevant Options.

(k) There is no right to change the exercise price of Options nor the number of underlying fully paid ordinary shares over which the Options can be exercised, if the Company completes a bonus or entitlements issue.

(l) Notwithstanding clause (c) above, all Options may be exercised by the optionholder:

  (a) in the event a takeover bid (as defined in the Corporations Act 2001) to acquire any Shares becomes or is declared to be unconditional, irrespective of whether the takeover bid extends to Shares issued and allotted after the date of the takeover bid or not; or

  (b) at any time after the occurrence of an event which results in a shareholder, or group of associated shareholders, being entitled to sufficient Shares to give it or them the ability, and that ability is successfully exercised, in a general meeting, to replace all or a majority of the board of directors of the Company; or

  (c) if a merger by way of scheme of arrangement under the Corporations Act 2001 has been approved by the Court under section 411(4)(b) of the Corporations Act 2001.

(m) Application will not be made for official quotation of the Options on the Australian Securities Exchange.

Annexure B

Terms & Conditions of Consultant Options being Class E Options Expiring 5 October 2014

(a) The Options shall expire on 5 October 2014 ("**Expiry Date**").

(b) Each Option shall confer the right to subscribe for one fully paid ordinary share ("**Share**"), ranking pari passu with existing issued fully paid ordinary shares, in the capital of the Company.

(c) Subject to clause (l) below, the Options shall vest on 6 October 2010 ("**Vesting Date**") and be exercisable by notice in writing to the Company received at any time on or after the Vesting Date and on or before the Expiry Date. The fully paid ordinary shares will be allotted not more than fifteen days after (but not including) the exercise date.

(d) The Options may be exercised in whole or in part. If the Options are exercised in part each notice of exercise must be for not less than 1,000 Shares and in multiples of 1,000 Shares.

(e) The exercise price for each Option shall be $0.21.

(f) The Options may be transferred at any time in whole or part.

(g) A certificate will be issued for the Options. On the reverse side of the certificate there will be endorsed a statement of the rights of the optionholder and a notice that is to be completed when exercising the Options. If there is more than one Option comprised in this certificate and prior to the Expiry Date those Options are exercised in part, the Company will issue another certificate for the balance of the Options held and not yet exercised.

(h) The optionholder will not be permitted to participate in any new pro rata entitlement issues of securities of the Company.

(i) In the event of a reorganisation of the issued capital of the Company, the Options will be reorganised in accordance with the Listing Rules of the Australian Securities Exchange.

(j) The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.

(k) There is no right to change the exercise price of Options nor the number of underlying Shares over which the Options can be exercised, if the Company completes a bonus or entitlements issue.

(l) Notwithstanding clause (b) above, all Options may be exercised by the optionholder:

  (a) in the event a takeover bid (as defined in the Corporations Act 2001) to acquire any Shares becomes or is declared to be unconditional, irrespective of whether the takeover bid extends to Shares issued and allotted after the date of the takeover bid or not; or

  (b) at any time after the occurrence of an event which results in a shareholder, or group of associated shareholders, being entitled to sufficient Shares to give it or them the ability, and that ability is successfully exercised, in a general meeting, to replace all or a majority of the board of directors of the Company; or

  (c) if a merger by way of scheme of arrangement under the Corporations Act 2001 has been approved by the Court under section 411(4)(b) of the Corporations Act 2001.

(m) Application will not be made for official quotation of the Options on the Australian Securities Exchange.

GOLDEN RIM RESOURCES LTD

ABN 39 006 710 774

Proxy Form

To: The Company Secretary
Golden Rim Resources Ltd
Level 2, 10 Outram Street
WEST PERTH WA 6872

Appointment of Proxy

If appointing a proxy to attend the Annual General Meeting on your behalf, please complete the form and submit it in accordance with the directions on the reverse of the page.

I/We ____

of ____

being a shareholder/shareholders of Golden Rim Resources Ltd pursuant to my/our right to appoint not more than two proxies, appoint:

☐ The Chairman of the meeting (mark with an “x”)

or

	Write here the name of the person you are appointing if this person is someone other than the Chairman of the meeting.
	Write here the name of the person you are appointing as a second proxy (if any).

or failing him/her, (if no proxy is specified above), the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held at 10.00 am WST on Monday, 23 November 2009 at the Rydges Hotel Perth and at any adjournment of that meeting.

This proxy is to be used in respect of ____________% of the ordinary shares I/we hold.

Voting directions to your proxy – please mark ☒ to indicate your directions.

Resolution	For	Against	Abstain *
1. Non Binding Resolution to adopt Remuneration Report	☐	☐	☐
2. Re-election of Gilbert Rodgers as a Director	☐	☐	☐
3. Ratification of Allotment and Issue of Shares	☐	☐	☐
4. Grant of Incentive Options to Mr Craig Mackay	☐	☐	☐
5. Grant of Incentive Options to Mr Gilbert Rodgers	☐	☐	☐
6. Ratification of Allotment and Issue of Consultant Options	☐	☐	☐
7. Increase in Directors' Fees	☐	☐	☐

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Please Sign Here

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented. Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1 Sole Director & Sole Company Secretary	Joint Shareholder 2 Director	Joint Shareholder 3 Director/Company Secretary

Dated this ___________________________ day of ____ 2009

Contact Name ____

Contact Business Telephone / Mobile_______________________________________

GOLDEN RIM RESOURCES LTD — Proxy Form

ABN 39 006 710 774

Instructions for Completing Proxy Form

1. Completion of a proxy form will not prevent individual shareholders from attending the Annual General Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attend the Annual General Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Annual General Meeting.
2. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
3. A proxy need not be a shareholder of the Company.
4. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
5. Should any resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that resolution as they think fit.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of evidence of appointment. The appoint must comply with section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment to including any authority under which it is signed.
7. If a representative as power of attorney of a shareholder is to attend the meeting, a properly executed original (or certified copy) of the appropriate power of attorney under which they have been authorised should be produced for admission to the Annual General Meeting.
8. Signing Instructions

   You must sign this form as follows in the spaces provided:

Individual:	Where the holding is in one name, the holder must sign.
Joint Holding:	Where the holding is in more than one name, all of the shareholders should sign.
Power of Attorney:	If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.
Companies:	Where the company has a Sole Director who is also the Sole Company Secretary this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

9. Lodgement of a Proxy

   This Proxy Form (and any power of attorney under which it is signed) must be received at the address below not later than 48 hours prior to the commencement of the Annual General Meeting.

   Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Hand deliveries:	Golden Rim Resources Ltd, Level 2, 10 Outram Street, West Perth, WA 6005, Australia
Postal address:	Golden Rim Resources Ltd, PO Box 378, West Perth, WA 6872, Australia
Fax number:	+ 61 8 9481 5759

Golden Rim Resources

2009 Annual Report

Golden Rim Resources Ltd

(**Golden Rim** or **Company**)
and Controlled Entities
ABN 39 006 710 774

Financial Report

For the Year Ended 30 June 2009

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Corporate Directory

Directors	Rick W Crabb B Juris (Hons); LLB; MBA; MAusIMM; FAICD Chairman
	Craig R Mackay B App. Sc-App.Geol; B Sc (Hons); MSc; MAusIMM Managing Director
	Gilbert C Rodgers B Bus; CA(Aust); FCPA; FAICD Executive Director
	Glenister Lamont B Eng-Min(Hon); MBA; FAICD; MAusIMM; FFIN Non Executive Director
Company Secretary	Gilbert C Rodgers
Registered Office and Business Address	Level 2, 10 Outram Street West Perth WA 6005 AUSTRALIA
	T: + 61 8 9481 5758 F: + 61 8 9481 5759 E: info@goldenrim.com.au W: www.goldenrim.com.au
Exploration Office	Level 1, 19 Prospect Street Box Hill VIC 3128 AUSTRALIA
	T: + 61 3 9890 2311 F: +61 8 9890 0877
Share Registry	Security Transfer Registrars Pty Ltd 770 Canning Highway Applecross WA 6000 AUSTRALIA
	T: + 61 8 9315 2333 F: + 61 8 9315 2233
Home Exchange	Australian Securities Exchange Limited Home Branch Perth
ASX Code:	GMR
Auditors	Stantons International Level 1, 1 Havelock Street West Perth WA 6005 AUSTRALIA
Solicitors	Blakiston and Crabb 1202 Hay Street West Perth WA 6005 AUSTRALIA
Bankers	Commonwealth Bank of Australia 1254 Hay Street West Perth WA 6005 AUSTRALIA

Chairman's Report

Dear Shareholders

It is a pleasure for me to write this Chairman's Report after a very exciting 12 months.

The Golden Rim board of directors believe that your Company is now in a unique position. From a financial perspective, during the global turbulent times of the past year, we gained the support of the Royal Group of Abu Dhabi which enabled your Company to grow and increase its activities. Also, the work of the dedicated, focused and expanded management team has placed your Company in a strengthened position within the global exploration industry. The financial support combined with skilled management has provided a particular flexibility and effectiveness, ultimately bringing value to shareholders.

Throughout the year, the management team focused its attention on West Africa and in particular, Golden Rim's projects in Mali. Your Company experienced encouraging early gold assay results, particularly at the Sepola Project and we have been keen to keep you up to date on the latest developments. Our drilling program is scheduled to recommence in October.

As Manager of Golden Rim's alliance company, Royal Falcon, your Company has reviewed many projects for potential acquisition and we continue to aggressively seek quality projects. The directors believe the alliance company provides a wonderful vehicle for Golden Rim's shareholders to participate in large projects.

In April of this year, we were delighted to announce that Royal Falcon had signed the Bergslagen Joint Venture. Drilling has commenced at these Swedish gold and copper projects which offer potential for significant new discoveries in a regime that is welcoming to sustainable mining.

Support from our shareholders is evident and I thank you for your continued loyalty as we strive to place the Company on a dynamic footing for further growth. We welcome aboard many new shareholders following our most successful rights issue and placement.

On behalf of my Board and myself, I thank the executive team of Golden Rim who have worked hard in the past year. We all look forward to the next 12 months with much anticipation.

Yours faithfully
GOLDEN RIM RESOURCES LTD

RICK CRABB
Chairman

Review of Operations

The past 12 months have been a particularly busy and exciting time for your Company. Golden Rim's focus is two pronged. Firstly, the Company has made a diligent effort to develop its interests in Mali in West Africa. Secondly, through its alliance company, Royal Falcon Mining LLC (**Royal Falcon**), management has aggressively sought quality projects in which Golden Rim's shareholders can also have the opportunity to indirectly participate.

This renewed focus represents a clear shift. Previously, the Company had concentrated its efforts in the Pacific region. The catalyst for change began with the acquisition of the gold projects in Mali which we believe will create more value for shareholders and the introduction of a cornerstone investor. The Company is now seeking to divest its Pacific interests in line with its concerted effort to develop its African projects.

In Mali, the Company has three projects - Sepola, Sanso and Farada (Figure 1). These are discussed in further detail below. Through the year, the Sepola Project was expanded by the acquisition of a further tenement (Tintinba West) and the Company acquired the licences under the Farada Project.

The Company is presently concentrating its efforts on the Sepola Project where a drilling program commenced in June 2009 but was unable to be completed due to the rainy season. We anticipate drilling recommencing in October.

All three projects in Mali are proving to be exciting. They are strategically located and a defined JORC[1] Inferred Resource of 162,000 oz of gold exists at the Sepola Project. The Company is confident that the additional drilling will enable the resource to be increased. The directors believe the Sepola Project has the potential to produce a major gold deposit.

Golden Rim is also actively seeking other quality gold projects in the region.

Royal Falcon is an alliance company, registered in Abu Dhabi, United Arab Emirates. It is jointly owned by PAL Technology Services LLC (65% equity interest), a member of the Royal Group in Abu Dhabi,(**Royal Group**) and Golden Rim (35% equity interest). Royal Falcon was specifically formed to acquire and develop new projects. Golden Rim is the Manager of Royal Falcon.

During the year, the executive management team undertook an extensive search for major mineral projects. In April 2009, Golden Rim announced that Royal Falcon had signed the Bergslagen Joint Venture. The Bergslagen Joint Venture includes advanced poly-metallic projects located in the Bergslagen district in central Sweden (Figure 1). Presently the Bergslagen Joint Venture includes two projects which are Falun and Bersbo projects. Drilling has commenced at Falun and historic drilling data suggests the potential exists for considerable volumes of grade gold and copper mineralization at viable grades.

Golden Rim, on behalf of Royal Falcon, continues to systematically search for projects that are of quality and of significant size.

Details of each of Golden Rim's projects are set out below.

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[1] *Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves*, 2004 edition, prepared by The Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia.

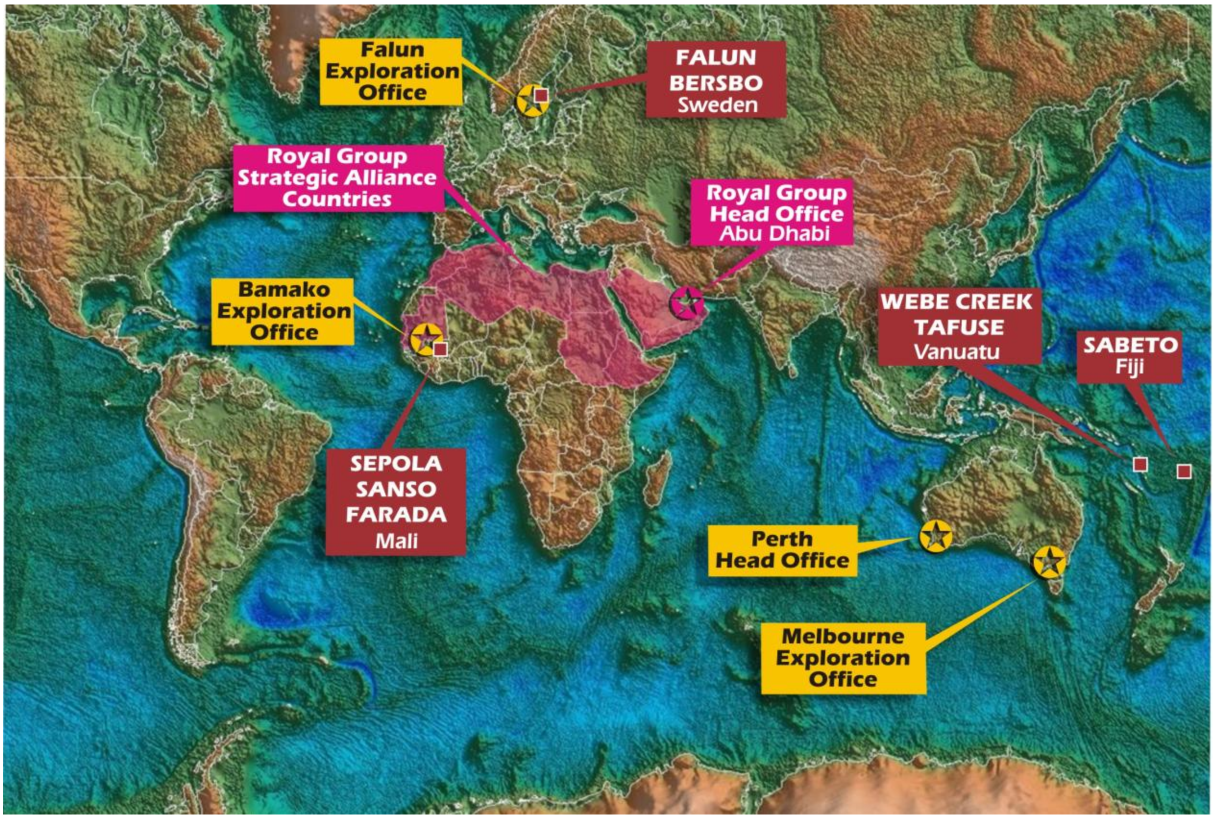


Figure 1. Location of Golden Rim's Projects

Sepola Project, Mali

(Golden Rim acquiring up to 90% interest in Golden Rim SAR Exploration SARL)

The Sepola Project comprises of 3 licences (Kolomba, Gourbassi East and Koussili) and covers an area of 231 square kilometres. It lies approximately 40 kilometres southeast from the Sadiola and Yatela gold mines (containing more than15 million ounces of gold) and approximately 40 kilometres northwest of the Loulo gold deposit (containing more than 11 million ounces of gold) (Figure 2). The proximity of the project to major operating gold mines offers the Company the lower cost option of possible toll treatment instead of building a standalone mill.

Golden Rim considers the Sepola Project to be highly prospective for the discovery of a major gold deposit. Geologically, the licences have a similar setting as that hosting the surrounding gold deposits. Major structures traverse the licences and they cover prospective Birimian greenstones. Surface gold anomalism in soil is widespread and extensive artisinal mining occurs at several prospect areas.

The previous explorer at Sepola reported a JORC Inferred Resource totaling 3,084,000 tonnes at 1.64 g/t gold for 162,000 oz of gold from two prospect areas (Mogoyafara South and Linnguekoto). In general the resources are open along strike and at depth.

Tintinba West

The Tintinba West licence is a new application made in June 2009 and has been subject to very little exploration. Previous aeromagnetic data shows a number of major structures located within the licence area. When granted, Golden Rim will own 100% of this licence. Tintinba West will extend the Sepola Project area.

Drilling Program

A drilling program commenced in June 2009 at Sepola which was not completed due to the onset (as anticipated) of the rainy season. The 3,000m reverse circulation drilling program is designed to extend and infill the current Inferred Resource of 3,084,000 tonnes at 1.64 g/t gold for 162,000 oz of gold.

At the Mogoyafara prospect however, of the 25 planned holes for a total of 3,430 metres, 7 were completed for a total of 1,295 metres (hole numbers 1300 to 1306). This drilling included most of the deeper holes (200 – 250 metre depth) that are designed to test for depth extensions to the current gold resource.

The 7 completed drill holes were all located in the eastern of the two current gold resource zones at Mogoyafara South. This eastern gold resource zone is now known as the “Mamba Zone”.

Coffey Mining personnel from Accra in Ghana were contracted to supervise the drilling, geological logging and sampling. These personnel remained on-site through the four week duration of the program. Coffey Mining also managed an extensive QA/QC program where blank, duplicate and standard samples were submitted with the drilling program.

The reverse circulation drill holes were sampled on 1 metre intervals and samples were submitted to the ALS Chemex laboratory in Bamako, Mali, for gold and base metals analysis. The drilling program was successful with significant gold intercepts obtained in 6 of the 7 new drill holes. Gold intercepts were calculated using a 0.5 g/t gold cut-off grade and a maximum of 3 metre internal dilution. A summary of selected better gold intercepts (greater than 5 metres x grams) is provided in Table 1.

Table 1. Selected New Gold Intercepts from Mogoyafara South (greater than 5 metres x grams)

Hole Number	From	To	Intercept
RCSP1300	123	142	**19 m @ 1.43 g/t gold**
	148	162	14 m @ 0.89 g/t gold
	166	175	9 m @ 1.38 g/t gold
RCSP1301	125	144	**19 m @ 1.21 g/t gold**
RCSP1302	31	40	**9 m @ 2.01 g/t gold**
	48	55	7 m @ 0.99 g/t gold
	60	76	16 m @ 0.98 g/t gold
RCSP1303	18	29	11 m @ 0.52 g/t gold
	44	51	7 m @ 1.43 g/t gold
RCSP1304	30	47	**17 m @ 1.78 g/t gold**
RCSP1306	38	48	10 m @ 0.76 g/t gold
	60	69	9 m @ 1.13 g/t gold

Most of the new holes successfully intersected mineralisation very close to the expected depths. This suggests that the current interpretation and block model is essentially valid. Also, deeper extensions of mineralisation appear to have reasonably good continuity to the west, but more limited extent in an easterly direction. The reasons for this are currently speculative.

Rocks intersected during the drilling consisted dominantly of indurated sandstones with minor interbedded silts. The sediments were typically silicified, chloritised and locally had potassium feldspar alteration.

Mineralisation is characterised by pervasive intense silicification and pyritisation. Quartz and K-feldspar veins are typically associated with the mineralised zones. Euhedral pyrite crystals occur throughout much of the sedimentary sequence, however, the presence of fine, disseminated pyrite in association with pervasive silicification mark the main gold-bearing zones.

The drilling intercepts obtained in the latest drilling at Mogoyafara South will increase the size of the resource base. Deeper holes such as RCSP1300 have confirmed that broad continuous zones of gold mineralisation are located beneath the depth extent of most of the previous drilling and that these zones will add a considerable amount of tonnes to our next resource estimate for Mogoyafara South.

Drilling is expected to re-commence early October 2009, weather permitting.

The potential for this drilling to locate higher grade gold mineralisation is considered excellent. The drilling should allow portions of this resource to be upgraded from the Inferred Resource to the Indicated Resource category of the JORC Code. The majority of the proposed drill holes are planned for the Mogoyafara prospect. The gold mineralisation at Mogoyafara has considerable tonnage potential and is open along strike and at depth. Several drill holes are also planned for the Linnguekoto prospect to follow up high grade gold mineralisation in the area where a previous drill hole intersected 18 m at 8.19 g/t gold and where Golden Rim's rock chip sampling of an 80 cm wide quartz vein returned an assay of 1205 g/t (38.7 oz/t) gold.

Geological Reconnaissance and Rock Chip Sampling Program

Golden Rim also completed a geological reconnaissance and rock chip sampling program at Sepola. A total of 626 rock samples have been collected from the Sepola Project area. (Linnguekoto 29; Mogoyafara South 437; SMSZ 146; Tintinba West 14).

At the Mogoyafara South Prospect, outcropping quartz veining and quartz vein float was observed over an area of approximately 1.1 kilometres by 0.5 kilometres, which approximately corresponds with the resource area. The outcropping mineralisation includes individual quartz veins or quartz blows of up to 2 metres in width and also areas of narrower stock work quartz veining. Quartz vein scree is abundant in the prospect area. A total of 437 rock chip samples were collected at Mogoyafara South over an area of 3.6 kilometres by 3.8 kilometres. The best gold assay results include: 27.7 g/t, 6.9 g/t and 6.31 g/t. The highest results were obtained from grey sulphidic quartz veins. The gold tenors of white quartz veins were generally very low compared to the sulphidic veins.

The extensive rock sampling at Mogoyafara South has highlighted a number of mineralised trends. Anomalous rock chip samples appear to define three parallel northwest-trending zones. Two of these zones coincide with areas of previously defined gold resources. From east to west, these zones have been called the Mamba Zone, the Boomslang Zone and the Viper Zone. (Figure 3). Coffey Mining recently calculated an Inferred Resource of 3,052,000 tonnes at 1.48 g/t gold for 146,000 oz of gold (0.5 g/t cut-off) from the Mamba and Boomslang zones.

The resource area within the Mamba Zone currently covers an area of around 850 metres long by 300 metres wide. The new sampling has located gold anomalous rock chips which potentially extend this zone by 600 metres to the northwest and 1.7 kilometres to the southeast. Rock chip results obtained from the Mamba Zone range up to 3.89 g/t gold from outcropping quartz vein stockworks.

The Boomslang Zone is located west of the Mamba Zone. This resource area is currently 500 metres long by 110 metres wide. The new rock chip results potentially extend the

Boomslang Zone for 450 metres to the northwest and 1.3 kilometres to the southeast. Gold grades up to 4.43 g/t have been obtained from quartz float within this zone.

The highest grade samples obtained at Mogoyafara South are 27.7 g/t gold from a float sample and 6.9 g/t gold from a 0.5 metre wide outcropping quartz vein. Both of these samples come from a new zone of gold mineralisation named the Viper Zone. The Viper Zone trends northwest, parallel to the Boomslang and Mamba zones. Anomalous rock chips within this new zone extend for 2 kilometres along strike and occur over a width of 300 metres (Figure 3). This zone has not been drill tested.

A total of 29 rock samples were collected at the Linnguekoto Prospect. A total of 27 samples were taken from veins exposed by artisanal mining activity. Nine of these samples returned values greater than 1 g/t gold and four samples assayed greater than 10 g/t gold. The highest value obtained was 1205 g/t gold from a grey sulphidic vein. This vein was observed at 40m depth in active artisanal workings. Structures exploited by artisanal mining are generally very steeply dipping, strike east-west and attain a maximum width of 80cm.

A total of 146 rock samples were also collected from a newly located prospect called the SMSZ Prospect (Senegal-Mali Shear Zone). This area is characterised by abundant quartz / tourmaline float and outcrop over an area of approximately 2.6 kilometres by 2.5 kilometres. Some small-scale artisanal mining has been done within this area. The highest gold grade obtained from this area was 0.94 g/t. Landsat imagery suggests that structures associated with the Mali-Senegal Shear Zone may occur in this area. The association of quartz and tourmaline is considered significant as gold is associated with tourmalinised sandstone at the Loulo Mine.

Fourteen samples were also collected from the Tintinba West licence. The best sample returned a value of 1.76 g/t gold.

Gold Resource Calculation

Golden Rim also commissioned Coffey Mining, in Perth, to re-calculate the gold resources at Sepola. Coffey completed a validation exercise on the past drilling data, prepared three-dimensional block models based on a geological interpretation provided by Golden Rim and produced Ordinary Kriged gold estimates using Vulcan mining software. Coffey Mining used a tightly constrained domain and wireframe and their estimation rigorously applied the following criteria: 0.5 g/t lower cut-off grade; maximum of 3 metres internal dilution; minimum downhole mineralised intercept of 3 metres; and a statistically verified upper cut of 14 g/t gold. Bulk densities used in the resource estimate were based on Coffey's global database of similar style deposits in West Africa. The nominal bulk densities applied are: 2.1 t/m^3 for oxide/transition/laterite mineralisation and 2.3 t/m^3 for fresh mineralisation. The new resource estimates for Sepola are provided in Table 2.

Table 2. Coffey Mining Inferred Resource Estimates

Prospect	Cut-off (g/t gold)	Tonnes	Grade (g/t gold)	Gold Ounces
Mogoyafara South	0.5	3,052,000	1.48	146,000
Linnguekoto	0.5	293,000	1.70	16,000
Total Sepola	0.5	3,345,000	1.50	162,000

The Coffey Mining resource work confirms the previous resource estimates. The tonnages in the new estimates are higher and grades are marginally less. The total contained gold ounces remain unchanged.

Golden Rim will wait until the outstanding 18 holes planned under the drilling program are completed in October 2009 before updating the resource estimation with the information provided by the new drilling intercepts.

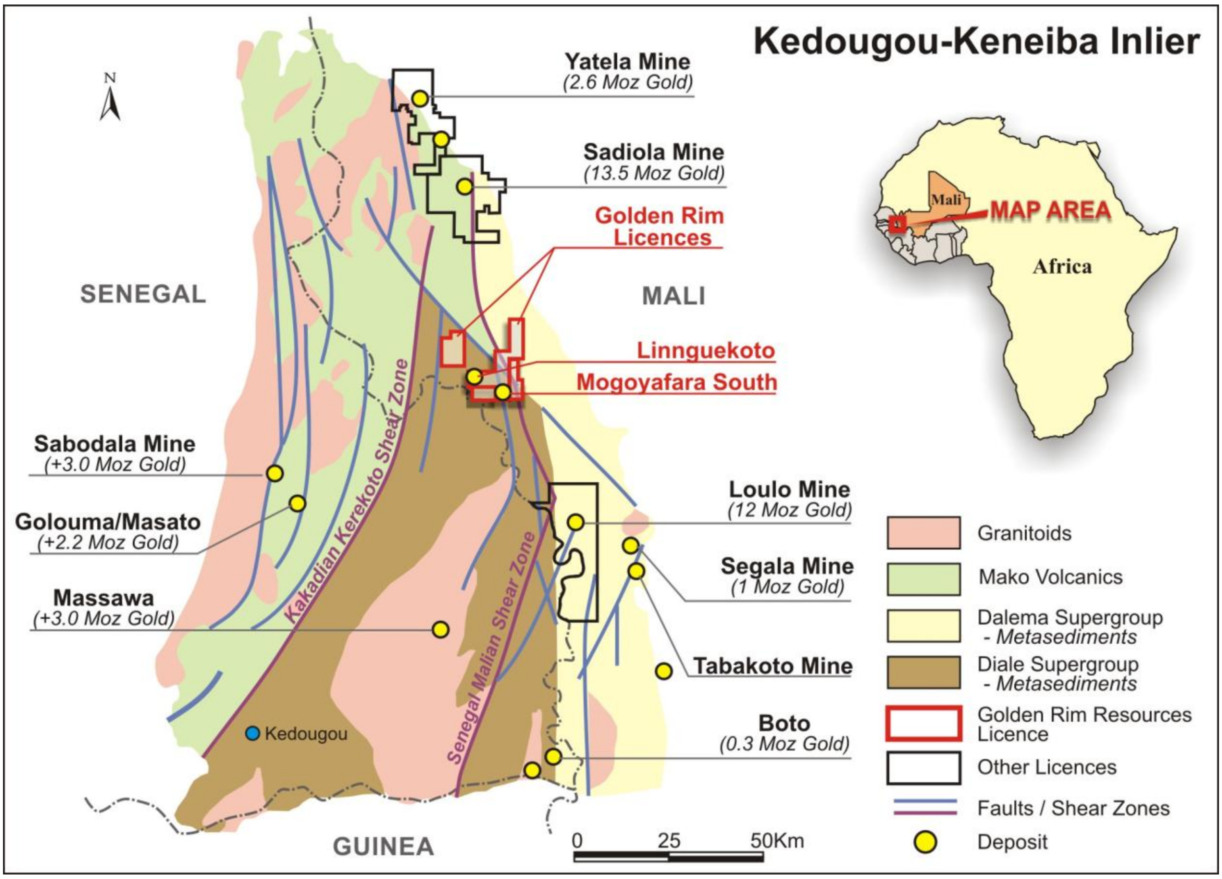


Figure 2. Location of the Sepola Project in Mali

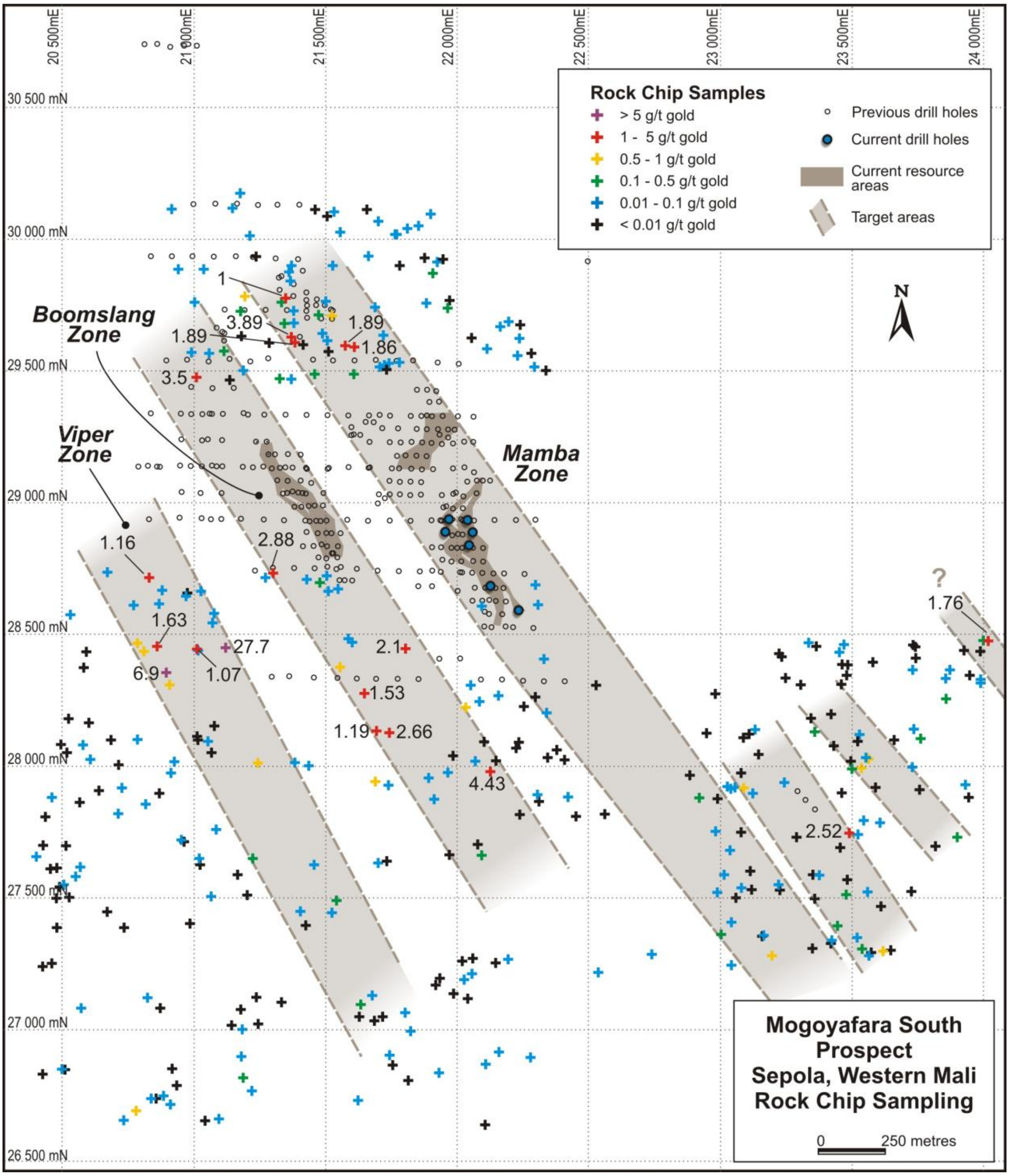
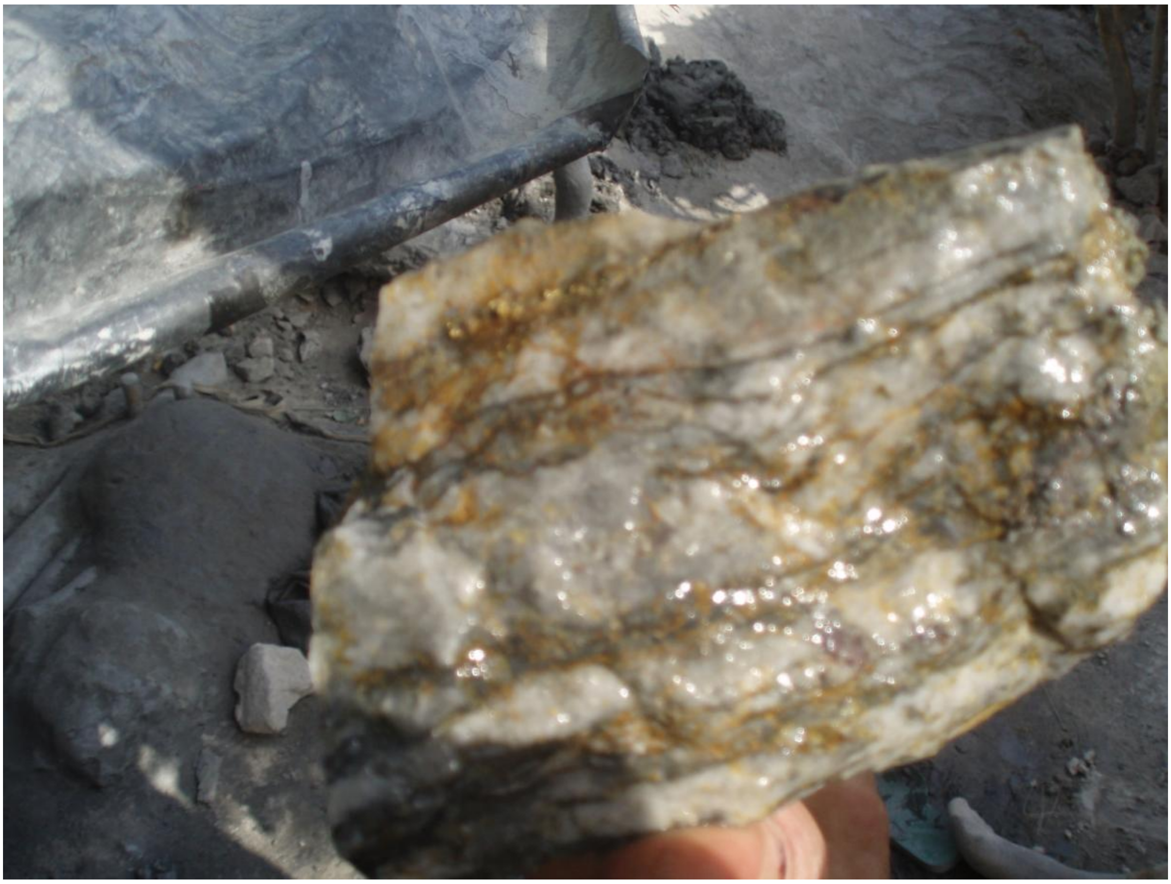


Figure 3. Mogoyafara South Prospect, Rock Chip Sampling

Photograph 1. Drilling at Mogoyafara South



Photograph 2. Sample of “ribbon textured” quartz veining with a 5 mm band of visible gold (top left) from the Linnguekoto Prospect.

Sanso Project, Mali

(Golden Rim acquiring up to 90% interest in licences held by Golden Rim SAR Exploration SARL)

The Sanso Project is comprised of one licence and covers 4 square kilometers. It lies on the northern boundary of the Morila gold mine lease in a similar geological setting. The Morila gold mine lies approximately 3 kilometres south of this boundary. By June 2006 the Morila gold mine has processed a total of 18.7 million tonnes of ore at an average grade of 7.5 g/t producing 4.1 million ounces of gold. The mine is currently producing 430,000 ounces of gold per year and its treatment life is currently planned to continue until 2012.

The close proximity of project to the Morila mine also offers scope for Golden Rim to investigate the option for the toll treating of ore, should the exploration be successful.

A geological mapping and surface geochemical sampling program is planned for the Sanso Project.

Farada Project, Mali

In July 2009, the Company acquired three additional licences (Farada, Kadiouni and Niaouleni West) covering an area of 99 square kilometres in southern Mali. Collectively the licences are known as the Farada Project.

The Farada Project covers highly prospective Lower Proterozoic Birimian volcano-sedimentary rocks which host major gold deposits throughout West Africa. At Farada, these rocks are covered by laterite which varies in thickness from several metres to several tens of metres. The occurrence of outcropping gold-bearing Birimian basement rocks is rare.

In the past this lateritic cover has impeded the exploration of the underlying Birimian basement rocks and as a result little previous work has been undertaken.

In the mid to late 1980's a number of soil geochemical surveys funded by international aid organisations were carried out over the region. These surveys outlined a number of significant surface arsenic anomalies in the lateritic soil cover. Throughout the region significant gold artisanal workings, both active and historic, are found associated with these arsenic anomalous areas.

In the licence directly south of Golden Rim's Farada licence a Canadian-listed junior resource company, African Gold Group (**AGG**), recently defined a significant gold resource lying beneath a major north-northeast trending arsenic soil anomaly. AGG has completed over 35 kilometres of drilling into the Birimian basement rocks beneath this anomaly and has announced a National Instrument 43-101 compliant Inferred Resource of 5,560,000 tonnes at 3.02 g/t gold for 540,933 ounces at their Kobada prospect. The gold mineralisation at Kobada is associated with arsenopyrite (hence the arsenic anomalism in the over-lying lateritic soil) and is hosted within quartz veining found within a major north-northeast-trending structural corridor.

The same major arsenic soil anomaly and structural corridor being successfully explored by AGG extends north-northeast into Golden Rim's Kadiouni and Farada licences. In the Golden Rim licences the soil anomaly is approximately 2 kilometres wide and extends in strike for over 8 kilometres. It grades more than 100 ppm arsenic and as high as 2,414 ppm arsenic. The magnitude of the arsenic anomalism within the Farada Project is equivalent in strength to the arsenic anomalism above the Kobada gold resource.

A significant arsenic anomaly is also located within the Niaouleni West licence. It is possible this anomaly may also lie on the structural corridor that hosts the gold mineralisation at Kobada.

No drilling has ever been conducted to test for basement gold mineralisation beneath any of the significant arsenic anomalies within the Farada Project area.

Access to this new project area is excellent. It is located only 120 kilometres south-southwest of Mali's capital city, Bamako. The majority of the journey from Bamako to the project area is via sealed roads.

Work at Farada will initially focus on validating the arsenic-in-soil anomaly with an orientation soil sampling program. Auger drilling may be undertaken to follow-up the orientation survey and more accurately locate areas which may represent drilling targets.

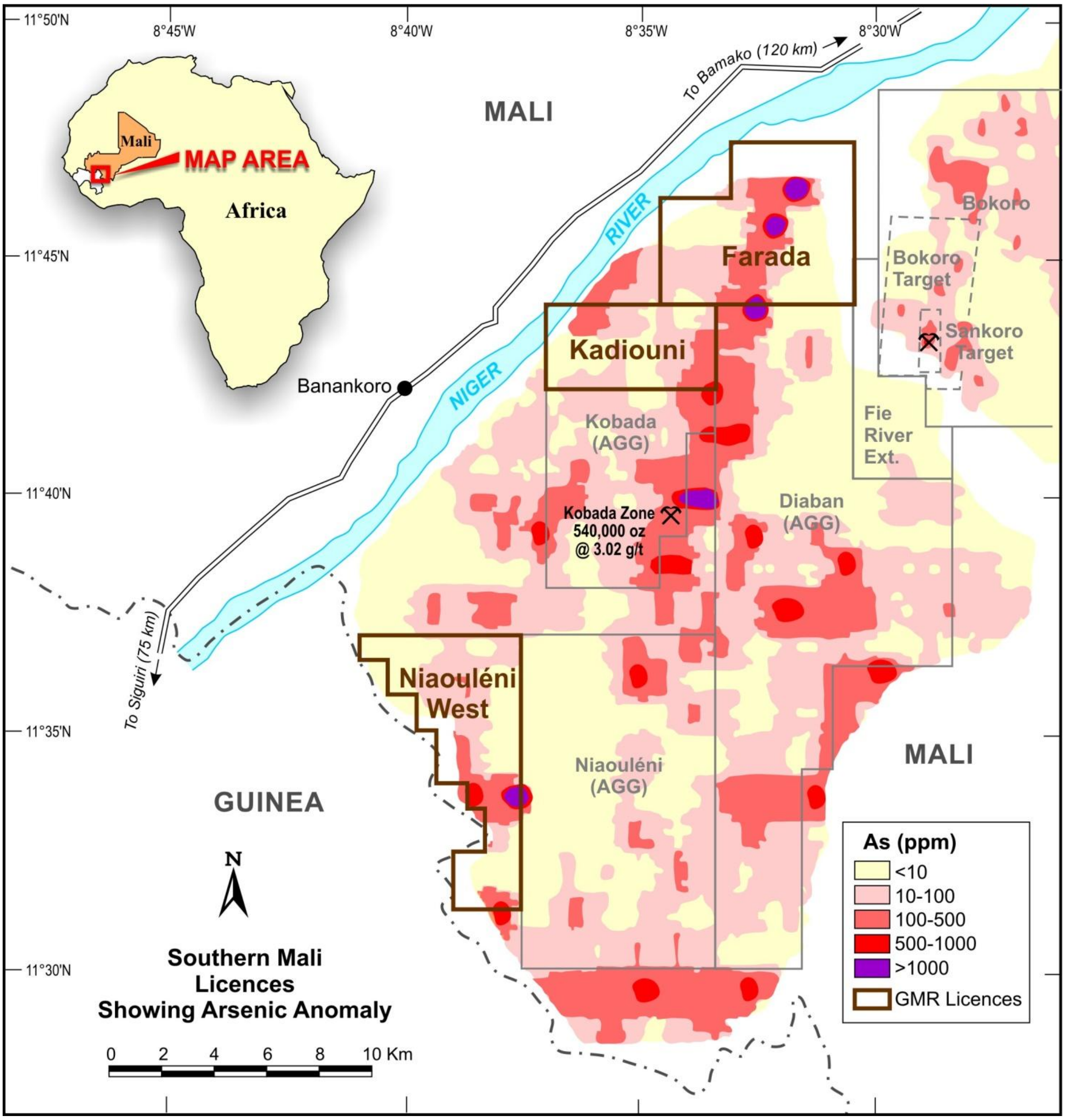


Figure 4. Arsenic anomalies in soil in the Farada Project region.

Royal Group Alliance

(Golden Rim 35%, Royal Group 65%)

On 30 July 2008, Golden Rim entered into an Alliance Agreement with PAL Technology Services LLC, a member of the Royal Group based in Abu Dhabi, United Arab Emirates (**UAE**) (**Royal Group**), to jointly acquire, explore and develop major mineral projects.

The alliance partners have incorporated a purpose specific company, Royal Falcon Mining LLC (Golden Rim 35% and Royal Group 65% equity interest respectively) in Abu Dhabi, UAE, to acquire and develop new projects and undertake operations for the alliance partners. Golden Rim manages Royal Falcon.

Funding of Royal Falcon is by way of loans from the parties, supplemented by project funding as projects are developed. The partners contribute funds to Royal Falcon in accordance with their equity interests.

Royal Group is one of the largest business and investment houses in the UAE. The Royal Group is a globally diversified conglomerate of 60 large and medium sized companies which are involved in: International Property Development; Finance and Investment; Building, Landscape and Marine Construction; Project Management, IT and Consulting; Power, Desalination and Waste Utility Development; Manufacturing and Industry; Communications and Electronics Media; and Accommodation, Hospitality and Retail.

During the year, the executive management team undertook an extensive search for major mineral projects. Royal Falcon continues to diligently search for projects that are of quality and of significant size.

Bergslagen Joint Venture, Sweden

(Royal Falcon earning 75% from Drake Resources Ltd)

On 7 April 2009, Royal Falcon executed a Farmin and Joint Venture Heads of Agreement on the advanced Falun and Bersbo poly-metallic projects located in the Bergslagen district in central Sweden (**Bergslagen Joint Venture**).

Under the terms of the agreement, Royal Falcon has the right to earn a 51% interest in the Falun and Bersbo licences by spending US$3 million within three years. Royal Falcon then has the right to spend a further US$3 million to increase this interest to 75%. Royal Falcon must spend at least US$1 million on the licences before it can elect to withdraw from the Bergslagen Joint Venture.

Royal Falcon has initially agreed not to manage the exploration work on the Bergslagen Joint Venture licences. However, the agreement provides that Royal Falcon may elect to take over and delegate management to Golden Rim.

In June 2009, Golden Rim reported that the Bergslagen Joint Venture had secured the services of an experienced project geologist (over 15 years with BHP Billiton) to oversee the management of the Swedish projects. The manager has relocated from Australia to Falun. An office on the Falun mine site was also established.

Falun Project, Sweden

The Falun Project comprises six licences covering 101 square kilometres around the historic mining centre of Falun, located 200 kilometres northwest of Stockholm.

The drilling program commenced at Falun in August 2009.

Falun was first mined around 700AD and was the largest copper producer in Europe during the 17th and 18th centuries. The mine was closed in 1992 after operating for more than 1,400 years (Photograph 3). Records show that more than 35 million tonnes of high-grade ore were mined containing on average 1-3% copper, 2-6% zinc and 1-7 g/t gold. Falun is regarded as one of the world's great, massive sulphide mineralising systems.

There has been no exploration at the Falun mine for almost two decades. A review of the last exploration work undertaken at the mine shows that the approach was limited to *ad hoc* drilling around the edges of the orebody for extensions of the massive sulphides. In the final years of operation, a program to assess the copper-gold and gold-bismuth ores was initiated, but it was left unfinished. The directors of Golden Rim believe there is potential for substantial discoveries near the old mine.

A recent compilation of historic drilling data (985 holes) suggests considerable volumes of high grade gold and copper mineralisation remains at Falun, particularly to the east and west of the massive sulphide orebody which was the focus of past mining. The gold and copper mineralisation extends over broad zones to depths of more than 1,000 metres. Only limited high grade parts of this mineralisation were selectively mined for copper 100 – 300 years ago.

During the period additional drilling data was obtained that extends the near-surface high grade gold mineralisation in the Johannes-Lucas area. This data indicates that the Johannes-Lucas part of the Eastern Copper-Gold Zone, near to the current surface, is a continuous shoot of mineralisation of at least 150 metres in length and between 10 and 40 metres in width. Table 3 summarises selected high grade gold drill intercepts.

Table 3: Gold and copper intersections in the Johannes-Lucas area of the Falun mine

Hole Number	From	To	Intersect (m)	Gold (g/t)	Copper (%)
10/1990	9.5	23.91	14.41	8.2	1.0
Including	23.84	23.91	0.07	102.00	1.04
20/1990	29.2	44.35	15.15	9.3	1.4
Including	33	41.5	8.5	14.9	1.2
21/1990	11.2	62	**50.8**	**3.4**	0.5
Including	36.6	44.8	8.2	13.8	0.7
39/1990	7.6	29.1	21.5	1.3	0.2
40/1990	3.5	40.9	**37.4**	**23.6**	0.5
Including	15.3	35	19.7	43.8	0.6
Including	26.53	27.73	**1.2**	**656**	
41/1990	5.4	18.3	**12.9**	**23.5**	0.5
Including	7.80	8.35	0.55	490.00	0.28
And	86.1	86.5	0.4	2.8	6.4
42/1990	29.5	32.4	2.9	1.5	0.5
49/1990	7.6	23.6	**16.0**	**8.7**	0.8
15/1991	23.1	70.4	47.3	0.9	1.0
Including	23.1	44.8	21.7	1.4	2.0

Notes:
1. Majority of samples not assayed for copper and therefore the copper averages are understated.
2. Intersections calculated with 1 g/t gold or 0.4% copper cut off.
3. Royal Falcon and Drake have no information on the laboratory methods used to generate the assays nor the laboratory where the assays were carried out.

Gold grades are strong throughout much of the continuous shoot of mineralisation and are locally very high, as indicated by the intersection of 1.2 metres at 656 g/t gold in Hole 40/1990. As several holes had started or ended in mineralisation, the actual width of the shoot may be greater.

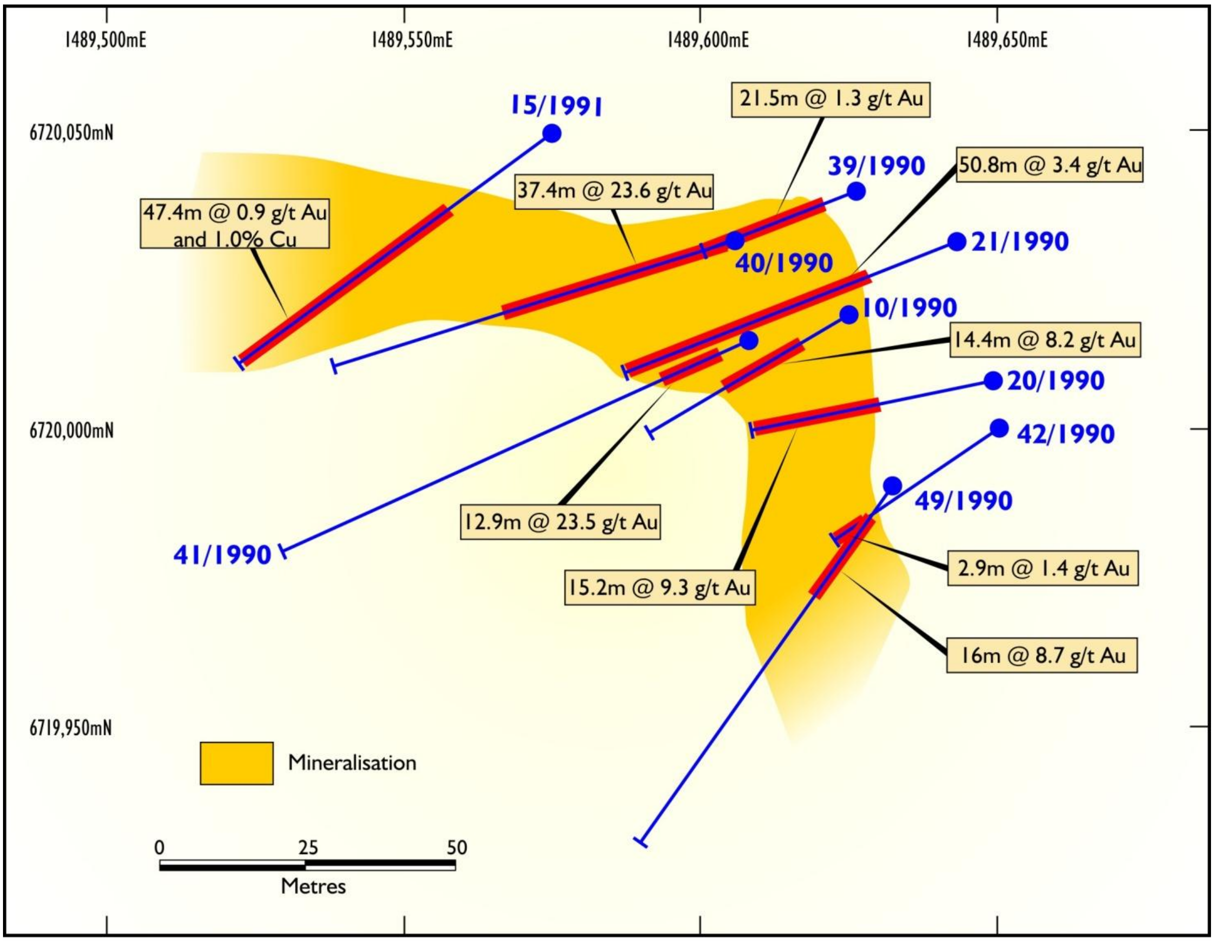
This mineralisation was drilled from surface, and at shallow angles to the southwest. Drill hole locations and gold intercepts are indicated in Figure 5. Typically the first 10 metres of each hole was drilled through mine waste and not sampled.

The Bergslagen Joint Venture partners understand that the drill core was only assayed for copper, if strong sulphide mineralisation was observed. A new assessment of the remaining past drill core has found that considerable zones of disseminated copper mineralisation was intersected in the core and many of these zones were not assayed for copper (Photograph 4). Consequently, the copper grades are likely to be understated in Table 3.

A major diamond drilling program is under way at the Falun Project. The drilling program comprises of 17 diamond holes for a total of 3,600m and is designed to test the large volumes of remnant mineralisation that comprise the eastern and western copper-gold ore bodies at Falun.

During the northern hemisphere summer, field investigations were carried out based on information derived from a VTEM survey completed in 2008. The survey identified two strong conductor targets, “Holtäkt” and “Hoghed”, located approximately 10 kilometres north of the historic Falun copper-zinc-gold mine. Two additional new drill targets in the Falun East permit, located approximately three kilometres east of the historic Falun copper-zinc-gold mine, “Domängruvan” and “Kvictjarn” were also identified.

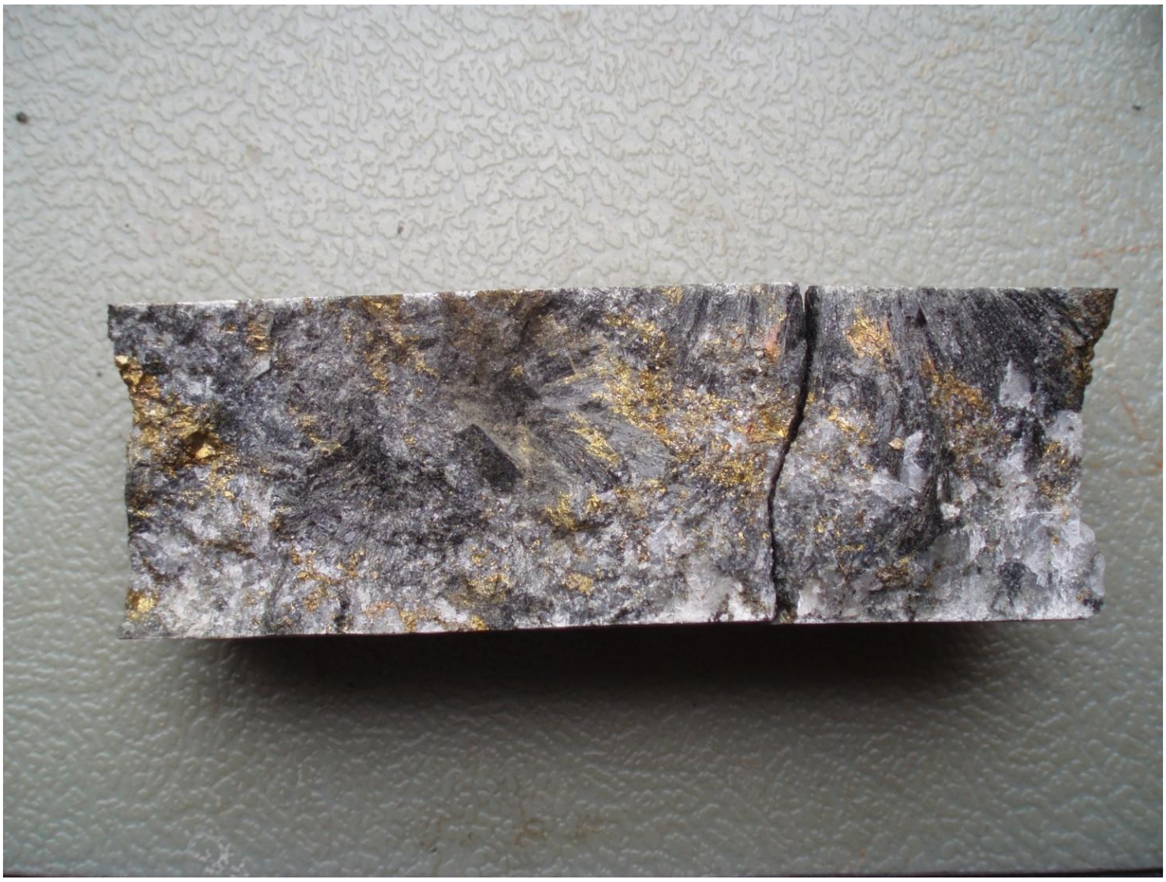
The Bergslagen Joint Venture is planning to drill test these new targets in late 2009.



Falun - Drilling Surface Plan

Figure 5. Gold and copper intersections in the near-surface part of the Johannes-Lucas section of the Falun mine

Photograph 3. The Falun open pit in central Sweden A major underground mine extends beneath this pit to a depth of around 500 metres.



Photograph 4. Copper and gold mineralised drill core from the Eastern Copper-Gold Zone.

Bersbo Project, Sweden

The Bersbo Project comprises nine licences, covering over 275 square kilometres of the Bersbo massive sulphide belt. It is located approximately 150 kilometres southwest of Stockholm.

Copper was mined at Bersbo for almost 1,000 years. It is believed to have been the second largest copper producer in the Bergslagen province. As the mining records are incomplete, the past production statistics, and tonnage and grade of the ore mined are not known. However, a report written in 1912, after the mine had closed, describes a parcel of ore of 50,000t with average grades of 20% Zn and 2% Cu remaining in the mine. Grab samples taken from the surface dumps assayed in the ranges of 0.02 – 1.1% copper and 0.31 – 7.09% zinc. In addition, sampling by a previous mining company at prospects along the 50 kilometre strike-length of the prospective belt gives assays ranging up to 6.4% zinc, 0.9% copper, 0.4 g/t gold and 44 g/t silver.

Despite the past mining and records of widespread mineral occurrence, Bersbo lies in a "forgotten corner" of Bergslagen, off most geological or mineral exploration-related maps of the province. The last government mapping is believed to have been in the 1890s. The only known exploration in the last four decades was two holes drilled in the early 1990s and a small electro-magnetic geophysical survey in the 1980s. Hence, the Bersbo area must also be regarded as almost totally unexplored in the current context.

A number of strong VTEM (Versatile Time domain Electromagnetic) geophysical conductors were recently discovered in a survey conducted by a previous explorer which are believed to be related to massive sulphide mineralisation. These conductors offer very attractive targets for drilling.

Sabeto Gold Project, Fiji

(Golden Rim 75%, Mincor Resources NL 25%)

Golden Rim controls the majority of the under-explored Navilawa Caldera (or Navilawa goldfield) in Fiji. The adjacent volcanic centre, the Tavua Caldera, located 35 kilometres to the northeast hosts the giant Vatukoula gold deposit (greater than 10 million ounces of gold), which until recently was operated as a multi-shaft operation by Emperor Mines Ltd, with production of some 120,000 ounces of gold per annum. Golden Rim considers the Navilawa Caldera to be just as prospective as the Tavua Caldera.

The Sabeto licence is also prospective for bonanza grade epithermal veining of similar style as the nearby Tuvatu gold deposit (1.64 million tonnes @ 8.5 grams per tonne (g/t) for 450,000 ounces of gold).

The directors of Golden Rim have decided to divest its share of the Pacific gold projects (in both Fiji and Vanuatu) to concentrate further on the gold projects in Mali.

Webe Creek Gold Project, Vanuatu

(Golden Rim 81.25%, Mincor Resources NL 18.75%)

Webe Creek is situated on the Pacific Rim of Fire on the northern Island of Espiritu Santo in Vanuatu.

At the Laonasmata prospect, a 4 kilometre long and 300 metre wide mineralised zone has been identified. Coincident within the zone are outcropping epithermal gold and silver-bearing veins, anomalous gold-in-soil, hydrothermal alteration and geophysical anomalies. The Laonasmata prospect is prospective for a 'Porgera-style' (+14 million oz) gold discovery.

The directors of Golden Rim have decided to divest its share of the Pacific gold projects (in both Fiji and Vanuatu) to concentrate further on the gold projects in Mali.

Tafuse Gold Project, Vanuatu

(Golden Rim 75%, Mincor Resources NL 25%)

The Tafuse Licence adjoins Webe Creek to the north. Five gold targets have been identified, comprising epithermal alteration zones with gold mineralisation on surface. The most advanced prospect at Tafuse North consists of a series of explosive gold-bearing breccia bodies aligned over 700 metres.

The directors of Golden Rim have decided to divest its share of the Pacific gold projects (in both Fiji and Vanuatu) to concentrate further on the gold projects in Mali.

Corporate Review

During the financial year, Golden Rim was pleased to welcome on board a cornerstone investor, Royal Group which purchased, and intends to maintain, a significant strategic direct interest in Golden Rim.

In addition to Royal Group's interest in Golden Rim's alliance company, Royal Falcon, (Golden Rim 35% and Royal Group 65% equity interest respectively), Royal Group are our largest shareholder, holding 13,375,000 shares which represents 13.94% holding in the Company.

The Royal Group is a globally diversified conglomerate of 60 large and medium sized companies which are involved in: International Property Development; Finance and Investment; Building, Landscape and Marine Construction; Project Management, IT and Consulting; Power, Desalination and Waste Utility Development; Manufacturing and Industry; Communications and Electronics Media; and Accommodation, Hospitality and Retail.

The Company also completed a very successful renounceable rights issue and placement. Existing shareholders were offered one new share for every one share held. The capital raised under the rights issue was primarily for the drilling program at the Sepola Project in Mali, West Africa, Golden Rim's share of the contribution towards the Bergslagen Joint Venture in Sweden, administration expenses and ongoing working capital needs of the Company. The issue was partially underwritten by Patersons Securities Limited.

The response to the rights issue was overwhelming with tremendous support from over 78% of eligible shareholders taking up their entitlements. The Company decided to utilise its 15% placement capacity to raise additional funds. The additional funds will enable Golden Rim to move rapidly on several acquisition opportunities in West Africa following positive evaluations conducted by the Company's technical team.

The Company also expanded its management team during the year and is prepared for anticipated further growth.

The information in this report, insofar as it relates to exploration results and mineral resources, is based on information compiled by Mr Craig Mackay. Mr Mackay is a member of the Australasian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking, to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Mackay is employed by Earth Sciences Solutions Pty Ltd and consults to the Company. This report accurately reflects the information compiled by Mr Mackay and Mr Mackay consents to the inclusion in the report of the matters based on his information in the form and context in which it appears. Sections of information contained within this report that relate to Mineral Resources of the Mogoyafara South and Linnguekoto Prospects completed by Coffey Mining are based on information compiled by David Slater who is a full-time employee of Coffey Mining and a Member of the Australasian Institute of Mining and Metallurgy. David Slater has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he has undertaken to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. David Slater consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

Directors' Report

The directors present their report on the consolidated entity consisting of Golden Rim Resources Ltd (**Golden Rim** and **Company**) and the entities it controlled at the end of or during the year ended 30 June 2009.

Directors

The following persons were directors of Golden Rim during the whole of the financial year and up to the date of this Directors' Report:

Rick W Crabb
Craig R Mackay
Gilbert C Rodgers
Glenister Lamont

Principal Activities

The principal activities of the consolidated entity during the course of the financial year were mineral exploration and investment. There were no significant changes in the nature of those activities during the financial year.

Operating Results

During the financial year the consolidated entity incurred a consolidated operating loss after tax before outside equity interest of $2,380,287 (2008: $2,138,577), which includes mineral exploration expenditure write off of $1,275,869 (2008: $835,343).

Dividends

No dividends have been paid or declared since the end of the previous financial year and no dividend is recommended in respect of this financial year.

Matters Subsequent to the End of the Financial Year

Since the end of the financial year, no significant event has occurred, except as stated below and elsewhere in this Financial Report.

Currently, consideration for the Tintinba licence, which forms part of the Company's Sepola Project, is unpaid due to the licence application being under process with the relevant authorities in Mali.

On 21 July 2009 the Company announced that it had acquired additional licences in southern Mali. Collectively the licences are known as the Farada Project. The Company will pay for the licences as follows:

Licence	Total amount payable	Terms
Farada	US$50,000	Over two years in two instalments of US$25,000 each. The first of these instalments has been paid and the second payment is due on 13 May 2010.
Niaouleni West	US$70,000	Over two years in three instalments as follows: • US $12,000 at signing of contract; • US$26,000 one year after signing of contract; • US$32,000 two years after signing of contract.
Kadiouni		Application is under process with the relevant authorities in Mali and no consideration has yet been paid.

Likely Developments

Details of important developments occurring in this current financial year have been covered in this Directors' Report. The consolidated entity will continue to seek advanced or near production projects. As the outcome of exploration and subsequent development is uncertain, it is impossible to determine the effect on the results of the economic entity's operations.

Further information on likely developments in the operations of the consolidated entity and the expected results of operations have not been included in this Financial Report, as the directors believe it is likely to result in unreasonable prejudice to the consolidated entity.

Review of Operations

The review of operations has been disclosed separately in this Financial Report.

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 except as stated elsewhere in this Financial Report.

Corporate Information

Golden Rim is a public listed company incorporated and domiciled in Australia. Golden Rim has prepared a consolidated financial report incorporating the entities that it controlled during the financial year (**Group**). Set out below is Golden Rim's relationship to its controlled entities.

Golden Rim	parent entity
Associated Gold Mines of Victoria Ltd	100% owned controlled entity
Rimfire Resources Ltd	100% owned controlled entity
Golden Rim SAR Exploration SARL	60% owned controlled entity

Additionally, Golden Rim has a 35% interest in a Joint Venture Company, Royal Falcon Mining LLC. The Group's share of the assets and liabilities have been incorporated in the consolidated financial report.

Information on Directors

Details of the directors of the Company in office at the date of this Directors' Report are:

Rick W Crabb *BJuris(Hons); LLB; MBA; MAusIMM*; *FAICD* Chairman

Experience and Expertise

Rick Crabb holds degrees of Bachelor of Jurisprudence (Honours), Bachelor of Laws and Master of Business Administration from the University of Western Australia. He practiced as a solicitor from 1980 to 2004 specialising in mining, corporate and commercial law. He has advised on all legal aspects including financing, marketing, government agreements and construction contracts for many resource development projects in Australia and Africa. Mr Crabb now focuses on his public company directorships and investments. He has been involved as a director and strategic shareholder in a number of successful public companies. Mr Crabb is a Councillor on the Western Australian Division of the Australian Institute of Company Directors. Mr Crabb has been a director of Golden Rim since 22 August 2001.

Other Directorships

During the financial year, Mr Crabb was a director of the following other public listed companies:

Paladin Resources Ltd (appointed 8 February 1994)
Ashburton Minerals Limited (appointed 1 September 1999)
Otto Energy Limited (appointed 19 November 2004)
Royal Resources Limited (appointed 23 February 2004 to 11 August 2009)

In the previous 3 years, Mr Crabb held the following former directorships in public listed companies:

Port Bouvard Limited (2 December 1996 to 23 April 2009)
Thundelarra Exploration Ltd (8 September 2003 to 30 June 2007)

Special Responsibilities

Mr Crabb is the non executive chairman of the Company. Mr Crabb is a member of the Company's Audit Committee. He is also a member of and chairs the Remuneration Committee.

Interests in Shares and Options

Mr Crabb and his associates hold directly and indirectly the following securities in the capital of the Company at the date of this Directors' Report:

Fully paid ordinary shares	17,638,132
Class A Options expiring 30 June 2010 exercisable at $0.35	1,750,000
Class B Options expiring 30 June 2010 exercisable at $0.40	1,750,000
Class D Options expiring 31 December 2011 exercisable at $0.15	4,000,000

Craig R Mackay *BApp. Sc-App.Geol; BSc (Hons); MSc; MausIMM* Managing Director

Experience and Expertise

Craig Mackay is a geologist with 22 years experience and holds a Bachelor of Applied Science – Applied Geology, Bachelor of Science (Honours) and Master of Science degrees. He is also a Member of the Australian Institute of Mining and Metallurgy. Mr

Mackay has held positions with a number of major resource companies, including Shell, Acacia Resources Ltd and AngloGold Ashanti Ltd. At AngloGold Ashanti Ltd he was the Senior Geologist responsible for project generation and exploration property management in the eastern states of Australia. Mr Mackay has been a director of Golden Rim since 8 October 2004.

Other Directorships

Mr Mackay does not hold any other directorships in public listed companies and he has not held any former directorships during the last 3 years.

Special Responsibilities

Mr Mackay is the Managing Director of Golden Rim.

Interests in Shares and Options

Mr Mackay and his associates hold directly and indirectly the following securities in the capital of the Company at the date of this Directors' Report:

Fully paid ordinary shares	3,380,000
Class A Options expiring 30 June 2010 exercisable at $0.35	1,750,000
Class B Options expiring 30 June 2010 exercisable at $0.40	1,750,000
Class C Options expiring 31 December 2010 exercisable at $0.15	2,500,000
Class D Options expiring 31 December 2011 exercisable at $0.15	2,000,000

Gilbert C Rodgers *BBus; CA(Aust); FCPA; FAICD* Executive Director

Experience and Expertise

Mr Gilbert Rodgers is a Chartered Accountant and Company Secretary and holds the degree of Bachelor of Business and is Fellow of the Australian Institute of Company Directors. Mr Rodgers was first appointed to the Board on 22 August 2001. He has served as a director of Australian Securities Exchange listed resource companies including Pilbara Mines NL, Africwest Gold NL and Chester Mining Limited. Mr Rodgers has been involved in the mining industry for more than 26 years.

Other Directorships

Mr Rodgers does not hold any other directorships in public listed companies. In the previous 3 years, Mr Rodgers was a director of one other public listed company, The ARK Fund Limited (resigned 19 November 2007).

Special Responsibilities

As well as his executive director role, Mr Rodgers is also the Company Secretary of Golden Rim.

Interests in Shares and Options

Mr Rodgers and his associates hold directly and indirectly the following securities in the capital of the Company at the date of this Directors' Report:

Fully paid ordinary shares	872,606
Class A Options expiring 30 June 2010 exercisable at $0.35	1,750,000
Class B Options expiring 30 June 2010 exercisable at $0.40	1,750,000
Class C Options expiring 31 December 2010 exercisable at $0.15	2,000,000
Class D Options expiring 31 December 2011 exercisable at $0.15	2,000,000

Glenister Lamont *BEng –Min (Hon), MBA; FAICD; MAusIMM; FFIN* Non Executive Director

Experience and Expertise

Glenister Lamont has an Honours degree in Mining Engineering and a Masters of Business Administration from IMD, Switzerland. Mr Lamont is a Fellow of the Financial Services Institute of Australasia, a Fellow of the Australian Institute of Company Directors and a Member of the Australian Institute of Mining and Metallurgy. He has worked as an engineer and manager in gold, base metal and coal mines. Previously as General Manager for Ashton Mining Ltd, he led strategic planning and commercial implementation of business development. Before that, as an Executive Director at UBS, he undertook financial, technical and strategic evaluation of companies and participated in many corporate transactions. Mr Lamont is a professional non executive director and consultant on investor relations. Mr Lamont has been a director of Golden Rim since 17 July 2007.

Other Directorships

Mr Lamont also holds a directorship on another public listed company, Strategic Energy Resources Ltd (appointed December 2008).

In the previous 3 years, Mr Lamont held the following former directorships in public listed companies:

Top End Uranium Limited (15 May 2007 to 20 November 2008)
North Australian Diamonds Limited (24 May 2005 to 15 September 2008)
Regis Resources Ltd (27 August 2004 to 31 October 2006)
Synergy Metals Ltd (10 March 2006 to 16 November 2006)

Special Responsibilities

Mr Lamont is a member of the Company's Remuneration Committee. He is also a member of and chairs the Audit Committee.

Interests in Shares and Options

Mr Lamont and his associates hold directly and indirectly the following securities in the capital of the Company at the date of this Directors' Report:

Fully paid ordinary shares	250,000
Class D Options expiring 31 December 2011 exercisable at $0.15	2,000,000

It should be noted that in relation to special responsibilities of the directors, due to the relative small size of the Company, all directors are generally involved in decision making process of material matters affecting the Company.

Company Secretary

The Company Secretary is Gilbert C Rodgers. Mr Rodgers was appointed Company Secretary on 21 August 2001 and is also a director of the Company. Mr Rodgers is a Chartered Accountant.

Meetings of Directors

The following table sets out the number of meetings of the Company's directors held during the year ended 30 June 2009, and the number of meetings attended by each director.

	Number eligible to attend	Number Attended
R W Crabb	6	6
C R Mackay	6	5
G C Rodgers	6	6
G Lamont	6	6

Meetings were also held by the Audit, Remuneration and Nomination Committees as disclosed in the Corporate Governance Statement.

Remuneration Report (Audited)

This Remuneration Report details the nature and amount of remuneration for each director of the Company.

Names and Positions of Key Management Personnel

Names and positions of key management personnel of the economic and parent entity in office at any time during the financial year are as follows:

Key Management Personnel	Position
R W Crabb	Chairman, Non Executive
C R Mackay	Director, Managing Director
G C Rodgers	Director, Executive
G Lamont	Director, Non Executive

There are no executives (other than directors) with authority for strategic decision and management.

Compensation Practices

Non executive directors' fees include superannuation. The aggregate fees are fixed and approved by shareholders.

Executive directors receive consultancy fees for their executive services to the Company. Further details of the relevant service agreements are set out below in this Remuneration Report.

The Company does not have in place any bonus or incentive option schemes for the directors. The Company has an Employee Share/Option Scheme, in which the directors may participate.

The Board also has a remuneration committee, details of which are contained in the Corporate Governance Statement.

Remuneration Policy

Emoluments of Directors and senior executives are set by reference to payments made by other companies of similar size and industry, and by reference to the skills and experience of the Directors and senior executives.

The Company's policy is to remunerate non executive directors at market rates (for comparable companies) for time, commitment and responsibilities. Fees for non executive directors are not linked to the performance of the Company. From time to time the Company may grant options to non executive directors. The grant of options is designed to recognise and reward efforts as well as to provide non executive directors with additional incentive to continue those efforts for the benefit of the Company.

The Company's remuneration policy for executive directors and senior executives is designed to promote superior performance and long term commitment to the Company. Executives receive a base remuneration, which is market related. Overall, the remuneration policy is subject to the discretion of the Board and can be altered to reflect the competitive market and business conditions, where it is in the best interests of the Company and shareholders, to do so.

The Board's reward policy is designed to retain appropriately qualified executive talent for the benefit of the Company. The main principles of the policy are:

- reward reflects the competitive market in which the Company operates;
- individual reward should be linked to performance criteria; and
- executives should be rewarded for both financial and non financial performance.

Directors' and senior executives' remuneration is reviewed by the board of directors, having regard to various goals set. This remuneration and other terms of employment are commensurate with those offered within the exploration and mining industry.

Long term performance incentives may include options granted at the discretion of the Board and may be subject to the successful completion of performance hurdles.

Executives are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements.

Service Agreements

Remuneration and other terms of engagement for the Managing Director and the Executive Director are formalised in consultancy service agreements. Each of these agreements provide for the provision of remuneration. Other major provisions of the agreements relating to remuneration are set out below.

Both agreements have a fixed term of 12 months commencing on 1 July 2009. The Company may terminate the agreements in the event of any breach, non observance or non performance by the consultants and the failure by the consultants to remedy such breaches within 30 days of written notice requiring such breach to be remedied.

The remuneration of the directors is as follows:

C R Mackay, Managing Director, $250,000 pa excluding GST; and
G C Rodgers, Executive Director, $200,000 pa excluding GST.

Both agreements are subject to a review at the expiration of the first 12 month period.

Prior to 1 July 2009, the Managing Director and the Executive Director had formalised consultancy service agreements which were for a fixed term of 12 months commencing on 1 March 2008 which were on similar terms to their respective current agreements. The remuneration of the directors was as follows:

C R Mackay, Managing Director, $200,000 pa excluding GST; and
G C Rodgers, Executive Director, $160,000 pa excluding GST.

For the period between 1 March 2009 to the formalisation of their current agreements effective 1 July 2009, the previous agreements continued on an informal basis.

Key Management Personnel Compensation

Details of the remuneration of each director and key management personnel of Golden Rim, including their personally related entities are set out below.

Table 1: Remuneration for financial year ended 30 June 2009

Name	Short Term		Post Employment		Share Based	% of remuneration as options	Total $
	Salary & fees $	Non Monetary benefits $	Super-annuation $	Retirement Benefits $	Shares & Options $		
R W Crabb	45,872	-	4,128	-	120,789	70.72	170,789
G C Rodgers	160,002	-	-	-	60,395	27.40	220,397
G Lamont	41,117	-	3,883	-	60,395	57.30	105,395
C R Mackay[1]	196,127	-	-	-	60,395	23.54	256,522
P Olubas[2]	146,311	-	-	-	30,197	17.11	176,508
Total	**589,429**	-	**8,011**	-	**332,171**		**929,611**

Table 2: Remuneration for financial year ended 30 June 2008

Name	Short Term		Post Employment		Share Based	% of remuneration as options	Total $
	Salary & fees $	Non Monetary benefits $	Super-annuation $	Retirement Benefits $	Shares & Options $		
R W Crabb	45,872	-	4,128	-	182,011	78.45	232,011
G C Rodgers	162,885	-	-	-	164,385	50.23	327,270
G Lamont	28,027		15,000		91,005	67.90	134,032
C R Mackay[1]	201,733	-	-	-	182,729	47.53	384,462
Total	**438,517**	-	**19,128**	-	**620,130**		**1,077,775**

1. These fees were paid to Earth Science Solutions Pty Ltd, a company which Mr Mackay has an interest.
2. These fees were paid to Indicatrix Mining Pty Ltd, a company which Mr Olubas has an interest.

Compensation Options

Details of options held by each director and key management personnel of Golden Rim as at 29 September 2009 are set out below.

Table 3

Key Management Personnel	Number Granted	Grant Date	Value per Option at Grant Date $	Exercise Price $	Vesting Date	Last Exercise Date	Number of Options Vested
R W Crabb	1,750,000	15/8/05	0.082	0.35	19/09/05	30/06/10	1,750,000
	1,750,000	15/8/05	0.082	0.40	19/09/05	30/06/10	1,750,000
	4,000,000	23/11/07	0.076	0.15	23/11/08	31/12/11	4,000,000
G C Rodgers	1,750,000	15/8/05	0.082	0.35	19/09/05	30/06/10	1,750,000
	1,750,000	15/8/05	0.082	0.40	19/09/05	30/06/10	1,750,000
	2,000,000	23/11/06	0.091	0.15	23/11/07	31/12/10	2,000,000
	2,000,000	23/11/07	0.076	0.15	23/11/08	31/12/11	2,000,000
C R Mackay	1,750,000	15/8/05	0.082	0.35	19/09/05	30/06/10	1,750,000
	1,750,000	15/8/05	0.082	0.40	19/09/05	30/06/10	1,750,000
	2,500,000	23/11/06	0.091	0.15	23/11/07	31/12/10	2,500,000
	2,000,000	23/11/07	0.076	0.15	23/11/08	31/12/11	2,000,000
G Lamont	2,000,000	23/11/07	0.076	0.15	23/11/08	31/12/11	2,000,000
P Olubas	1,000,000	23/11/07	0.076	0.15	23/11/08	31/12/11	1,000,000

Options are issued to directors and executives as part of their remuneration. The options are based on the Company's underlying share price at the time of issue of the notice calling a general meeting of shareholders. The conversion price is usually higher than the price of the shares at the time. The value of options during the year is set out below:

Table 4

Name	Value of options granted during the year $	Value of options exercised during the year $	Value of options lapsed during the year $
R W Crabb	-	-	-
G C Rodgers	-	-	-
C R Mackay	-	-	-
G Lamont	-	-	-
P Olubas	-	-	-

Shares Under Option

The unissued ordinary shares of Golden Rim under option at the date of this Directors' Report are as follows:

- On 15 August 2005, unlisted Class A and Class B options were issued to the directors. Each of the first 3 directors listed in Table 3 and an ex-director received 1,750,000 unlisted Class A options expiring on 30 June 2010 and exercisable at 35 cents each and 1,750,000 unlisted Class B options expiring on 30 June 2010 and exercisable at 40 cents each.
- On 9 December 2005, 1,750,000 unlisted Class A Options expiring on 30 June 2010 and exercisable at 35 cents each and 750,000 unlisted Class B Options expiring on 30 June 2010 and exercisable at 40 cents each were issued to a consultant.
- On 23 November 2006, 4,500,000 unlisted Class C Options expiring on 31 December 2010 and exercisable at 15 cents each were issued to 2 directors.
- On 23 November 2007, 11,150,000 unlisted Class D Options expiring on 31 December 2011 and exercisable at 15 cents each were issued to directors and consultants.
- On 16 September 2008, 1,000,000 unlisted Class D Options expiring on 31 December 2011 and exercisable at 15 cents each were issued to consultants.
- No options were converted during the year and to the date of this Directors' Report.

No person entitled to exercise any of the options has any right, by virtue of the options, to participate in any share issue of any other body corporate.

The names of all persons who currently hold options, granted at any time, are entered in the register kept by the Company at its share registry pursuant to section 216C of the *Corporations Act 2001* and the register may be inspected free of charge.

Proceedings on Behalf of the Company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to 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 part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the Corporations Act 2001.

Environmental Regulation

The consolidated entity has assessed whether there are any particular or significant environmental regulations which apply. It has determined that the risk of non compliance is low, and has not identified any compliance breaches during the year.

Auditor's Independence

A copy of the Auditor's Independence Declaration, as required under section 307C of the *Corporations Act 2001,* is set out on page 43 of this Financial Report.

Non Audit Services

The Auditor has not provided during the year, any non-audit services

Insurance of Directors and Officers

The Company did not have any insurance of directors and officers during the year.

Corporate Governance Statement

Golden Rim has made it a priority to adopt systems of control and accountability as the basis for the administration of corporate governance. Some of these policies and procedures are summarised in this statement. Commensurate with the spirit of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Principles & Recommendations**), the Company has followed each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. Where, after due consideration, the Company's corporate governance practices depart from a recommendation, the Board has offered full disclosure and reason for the adoption of its own practice, in compliance with the "if not, why not" regime.

Summary Statement

	ASX P & R[1]	If not, why not[2]		ASX P & R[1]	If not, why not[2]
Recommendation 1.1	✓		Recommendation 4.3	✓	
Recommendation 1.2	✓		Recommendation 4.4[3]	n/a	n/a
Recommendation 1.3[3]	n/a	n/a	Recommendation 5.1	✓	
Recommendation 2.1		✓	Recommendation 5.2[3]	n/a	n/a
Recommendation 2.2	✓		Recommendation 6.1	✓	
Recommendation 2.3	✓		Recommendation 6.2[3]	n/a	n/a
Recommendation 2.4		✓	Recommendation 7.1	✓	
Recommendation 2.5	✓		Recommendation 7.2		✓
Recommendation 2.6[3]	n/a	n/a	Recommendation 7.3	✓	
Recommendation 3.1	✓		Recommendation 7.4[3]	n/a	n/a
Recommendation 3.2	✓		Recommendation 8.1	✓	
Recommendation 3.3[3]	n/a	n/a	Recommendation 8.2	✓	
Recommendation 4.1	✓		Recommendation 8.3[3]	n/a	n/a
Recommendation 4.2		✓			

1 Indicates where the Company has followed the Principles & Recommendations.
2 Indicates where the Company has provided "if not, why not" disclosure.
3 Indicates an information based recommendation. Information based recommendations are not adopted or reported against using "if not, why not" disclosure – information required is either provided or it is not.

Website Disclosures

Further information about the Company's charters, policies and procedures may be found at the Company's website at www.goldenrim.com.au, under the section marked Corporate Governance. A list of the charters, policies and procedures which are referred to in this Corporate Governance Statement, together with the Recommendations to which they relate, are set out below.

Charters	Recommendation(s)
Board	1.3
Audit Committee	4.4
Nomination Committee	2.6
Remuneration Committee	8.3
Policies and Procedures	
Policy and Procedure for Selection and (Re)Appointment of Directors	2.6
Process for Performance Evaluation	1.2, 2.5
Policy on Assessing the Independence of Directors	2.6
Policy for Trading in Company Securities (summary)	3.2, 3.3
Code of Conduct (summary)	3.1, 3.3
Policy on Continuous Disclosure (summary)	5.1, 5.2

Charters	Recommendation(s)
Procedure for Selection, Appointment and Rotation of External Auditor	4.4
Shareholder Communication Policy	6.1, 6.2
Risk Management Policy (summary)	7.1, 7.4

Disclosure – Principles & Recommendations

The Company reports below on how it has followed (or otherwise departed from) each of the Principles & Recommendations during the 2009 financial year.

Principle 1 – Lay solid foundations for management and oversight

Recommendation 1.1:
Companies should establish the functions reserved to the Board and those delegated to senior executives and disclose those functions.

Disclosure:
The Company has established the functions reserved to the Board and has set out these functions in its Board Charter. The Board is collectively responsible for promoting the success of the Company through its key functions of overseeing the management of the Company, providing overall corporate governance of the Company, monitoring the financial performance of the Company, engaging appropriate management commensurate with the Company's structure and objectives, involvement in the development of corporate strategy and performance objectives and reviewing, ratifying and monitoring systems of risk management and internal control, codes of conduct and legal compliance.

The Company has established the functions delegated to senior executives and has set out these functions in its Board Charter. Senior executives are responsible for supporting the Managing Director and assisting the Managing Director in implementing the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board.

Senior executives are responsible for reporting all matters which fall within the Company's materiality thresholds at first instance to the Managing Director or, if the matter concerns the Managing Director, then directly to the Chair or the lead independent director, as appropriate.

Recommendation 1.2:
Companies should disclose the process for evaluating the performance of senior executives.

Disclosure:
During the reporting period, the Company's disclosed process for performance evaluation of senior executives was that the Managing Director was responsible for evaluating senior executives.

Recommendation 1.3:
Companies should provide the information indicated in the *Guide to reporting on Principle 1.*

Disclosure:
The Board did not consider that a formal evaluation of senior executives was necessary during the reporting period, however, the Board reviewed and updated its policy during the reporting period. The new policy provides that the frequency and procedure of senior executive evaluations is determined annually. Further, the Board adopted a policy in relation to executive consultants which aligns evaluations with the consultant’s contracts.

Principle 2 – Structure the board to add value

Recommendation 2.1:
A majority of the Board should be independent directors.

Notification of Departure:
Two of the four directors are considered to be independent.

Explanation for Departure:
The independent directors of the Board are Rick Crabb and Glenister Lamont. The non independent directors of the Board are Craig Mackay and Gilbert Rogers.

The Board believes that its composition provides the diversity of skills and experience appropriate to the Company's circumstances. The executive directors have an extensive knowledge and understanding of the Company's history in relation to its projects and business to date. Accordingly, the Board considers that its current structure is the most appropriate to add value to the Company, notwithstanding the lack of an independent majority. In accordance with Company policy, when Board nominations are made, the independence of the candidate is given consideration.

Recommendation 2.2:
The Chair should be an independent director.

Disclosure:
The independent Chair of the Board is Rick Crabb.

Recommendation 2.3:
The roles of the Chair and Managing Director should not be exercised by the same individual.

Disclosure:
The Managing Director is Craig Mackay who is not Chair of the Board.

Recommendation 2.4:
The Board should establish a Nomination Committee.

Notification of Departure:
The full Board functions as the Nomination Committee.

Explanation for Departure:
The role of the Nomination Committee is carried out by the full Board in accordance with the Nomination Committee Charter. The Board considers that at this stage, no efficiencies or other benefits would be gained by establishing a separate Nomination Committee. Items that are usually required to be discussed by a Nomination Committee are marked as separate agenda items at Board meetings when required. The Board deals with any conflicts of interest that may occur when convening in the capacity of Nomination Committee by ensuring the director with conflicting interests is not party to the relevant discussions.

Recommendation 2.5:
Companies should disclose the process for evaluating the performance of the Board, its committees and individual directors.

Disclosure:
For a majority of the reporting period, the Company's disclosed process for performance evaluation of the Board, its committees and individual directors was that the Chair is

responsible for the evaluations of the Board and, when deemed appropriate, Board committees and individual directors. Further, the disclosed process also entailed the Nomination Committee (or its equivalent) being responsible for evaluating the Managing Director.

This process is usually undertaken on an informal ongoing basis.

Recommendation 2.6:
Companies should provide the information indicated in the *Guide to reporting on Principle 2*.

Disclosure:
Skills, Experience, Expertise and Term of Office of each Director
A profile of each director containing their skills, experience, expertise and term of office is set out in the Directors' Report.

Identification of Independent Directors
The independent directors of the Company are Rick Crabb and Glenister Lamont.

Mr Lamont is independent as he is a non executive director who is not a member of management and who is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of his judgment.

The Board (in the absence of Rick Crabb) considers Rick Crabb to be an independent director notwithstanding his substantial shareholding, as he has consistently demonstrated his capability in making decisions and taking actions which are designed to be in the best interests of the Company. Further, the Board notes that Rick Crabb considers himself to be capable of bringing independent judgement to the Board in his decision making notwithstanding his substantial shareholding.

Independence is measured having regard to the relationships listed in Box 2.1 of the Principles & Recommendations and the Company's materiality thresholds. The materiality thresholds are set out below.

Company's Materiality Thresholds
In determining materiality for the purposes of the Policy on Assessing the Independence of Directors, the Board considers a relationship to be material if that relationship impacted or impacts 10% or more on the Profit and Loss Statement in a financial year.

Statement concerning availability of Independent Professional Advice
To assist directors with independent judgement, it is the Board's policy that if a director considers it necessary to obtain independent professional advice to properly discharge the responsibility of their office as a director then, provided the director first obtains approval for incurring such expense from the Chair, the Company will pay the reasonable expenses associated with obtaining such advice.

Nomination Matters
The full Board, in its capacity as the Nomination Committee, held one meeting during the reporting period. The full Board was in attendance at the meeting.

To assist the Board to fulfil its function as the Nomination Committee, it has adopted a Nomination Committee Charter.

The explanation for departure set out under Recommendation 2.4 above explains how the functions of the Nomination Committee are performed.

Performance Evaluation
During the reporting period a performance evaluation of the Board, individual directors and any applicable committees occurred in accordance with the disclosed process at Recommendation 2.5.

It is noted that the Board did not consider that a formal evaluation of the Board, individual directors and applicable committees was necessary during the reporting period, however, the Board reviewed and updated its policy during the reporting period and further notes that the frequency and procedure of the evaluation of the Board, individual directors and applicable committees is determined annually. The Board anticipates formal performance evaluations of the Board, individual directors and applicable committees in the next reporting period.

Selection and (Re)Appointment of Directors
In determining candidates for the Board, the Nomination Committee (or equivalent) follows a prescribed procedure whereby it considers the balance of independent directors on the Board as well as the skills and qualifications of potential candidates that will best enhance the Board's effectiveness.

The Board recognises that Board renewal is critical to performance and the impact of Board tenure on succession planning. At every annual general meeting of the Company, one third of the Directors (other than the Managing Director and any alternate directors) shall retire from office. No director may hold office for more than 3 years without retiring. A retiring director is eligible for re-election. Re-appointment of directors is not automatic.

Principle 3 – Promote ethical and responsible decision making

Recommendation 3.1:
Companies should establish a Code of Conduct and disclose the code or a summary of the code as to the practices necessary to maintain confidence in the company's integrity, the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders and the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.

Disclosure:
The Company has established a Code of Conduct as to the practices necessary to maintain confidence in the Company's integrity, practices necessary to take into account their legal obligations and the expectations of their stakeholders and responsibility and accountability of individuals for reporting and investigating reports of unethical practices.

Recommendation 3.2:
Companies should establish a policy concerning trading in company securities by directors, senior executives and employees, and disclose the policy or a summary of that policy.

Disclosure:
The Company has established a policy concerning trading in the Company's securities by directors, senior executives and employees.

Recommendation 3.3:
Companies should provide the information indicated in the *Guide to reporting on Principle 3.*

Disclosure:
Please refer to the section above marked Website Disclosures.

Principle 4 – Safeguard integrity in financial reporting

Recommendation 4.1:
The Board should establish an Audit Committee.

Disclosure:
The Company has established an Audit Committee.

Recommendation 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
- has at least three members.

Notification of Departure:
The structure of the Audit Committee is not in accordance with the Principles & Recommendations as it consists of only two members.

Explanation for Departure:
Given the composition of the Board, the formation of an Audit Committee in accordance with Recommendation 4.2 is not possible. However, the Audit Committee follows the recommendation to the extent it is able. Therefore, the Audit Committee is comprised of the two independent non executive directors and is chaired by Mr Glenister Lamont, who is not Chair of the Board.

Recommendation 4.3:
The Audit Committee should have a formal charter.

Disclosure:
The Company has adopted an Audit Committee Charter.

Recommendation 4.4:
Companies should provide the information indicated in the *Guide to reporting on Principle 4.*

Disclosure:
The Audit Committee held two meetings during the reporting period. The following table identifies those directors who are members of the Audit Committee and shows their attendance at committee meetings:

Name	No. of meetings attended
Glenister Lamont (Chair of Audit Committee)	2
Rick Crabb	2

Both members of the Audit Committee consider themselves to be financially literate and have industry knowledge. Both Mr Rick Crabb and Mr Glenister Lamont hold Masters of Business Administration and are therefore financially qualified. Furthermore, the Company Secretary, Mr Gilbert Rodgers who is a Chartered Accountant, is available to attend Audit Committee meetings in order to assist the Audit Committee with financial matters, if required. Further details of each of the director's qualifications are set out at the beginning of this Directors' Report.

The Company has established procedures for the selection, appointment and rotation of its external auditor. The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises, as recommended by the Audit Committee (or its equivalent). Candidates for the position of external auditor must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the Audit Committee (or its equivalent) and any recommendations are made to the Board.

Principle 5 – Make timely and balanced disclosure

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

Disclosure:
The Company has established written policies designed to ensure compliance with ASX Listing Rule disclosure and accountability at a senior executive level for that compliance.

Recommendation 5.2:
Companies should provide the information indicated in the *Guide to reporting on Principle 5.*

Disclosure:
Please refer to the section above marked Website Disclosures.

Principle 6 – Respect the rights of shareholders

Recommendation 6.1:
Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy.

Disclosure:
The Company has designed a communications policy for promoting effective communication with shareholders and encouraging shareholder participation at general meetings.

Recommendation 6.2:
Companies should provide the information indicated in the *Guide to reporting on Principle 6.*

Disclosure:
Please refer to the section above marked Website Disclosures.

Principle 7 – Recognise and manage risk

Recommendation 7.1:
Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies.

Disclosure:
A summary of the Company’s Risk Management Policy is available on the Company’s website.

A summary of the Company’s system and processes on the management of material business risk is set out below.

During the reporting period, the Company had an informal risk management system in place. Although the system was not documented, the Company managed its material business risks based on the following:

The Board has adopted a Risk Management Policy, which sets out the Company's risk profile. Under the Policy, the Board is responsible for approving the Company's policies on risk oversight and management and satisfying itself that management has developed and implemented a sound system of risk management and internal control.

Under the Policy, the Board delegates day-to-day management of risk to the Managing Director, who is responsible for identifying, assessing, monitoring and managing risks. The Managing Director is also responsible for updating the Company's material business risks to reflect any material changes, with the approval of the Board.

In fulfilling the duties of risk management, the Managing Director may have unrestricted access to Company employees, contractors and records and may obtain independent expert advice on any matter they believe appropriate, with the prior approval of the Board.

Development of the Company’s risk management system and processes is currently under way with an extensive review of the Company’s current practices being undertaken. The proposed risk management system includes processes and structures to identify, assess, monitor and manage risk and changes to the Company’s risk profile. It also includes regular reporting to the Board. Risk management practices that the Company already has in place include the following:

- the establishment of a separate Audit Committee to monitor and review the integrity of financial reporting and the Company's internal financial control systems and risk management systems;
- establishment of authority limits for management;
- compliance procedures for ensuring compliance with the Company's continuous disclosure obligations;
- a corporate governance manual which contains policies to assist the Company to establish and maintain its governance practices; and
- establishment of processes for management of contractual obligation management processes.

It is expected that the risk management system review will be completed and the new system fully implemented in December 2009.

Recommendation 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.

Notification of Departure:
The Board requires management to design and implement the risk management and internal control system to manage the Company's material business risks and to report to it. However, full reporting by management to the Board as to the effectiveness of the Company’s management of its material business risks was not completed during the reporting period.

Explanation for Departure:
An extensive review of the Company's risk management processes is currently being undertaken and a new risk management system is partially implemented. Formalisation of the Company's new risk management system has also begun by way of documentation, including appropriate processes for implementation and monitoring. It is expected that the risk management system review will be completed and the new system fully implemented in December 2009. Given that the risk management system review and subsequent implementation is not yet complete, management was unable to provide a full report to the Board in accordance with Recommendation 7.2.

Recommendation 7.3:
The Board should disclose whether it has received assurance from the Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) 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.

Disclosure:
The Managing Director and the Company Secretary have provided the declaration in accordance with section 295A of the Corporations Act and have assured the Board that such declaration 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 risk.

Recommendation 7.4:

Companies should provide the information indicated in the *Guide to reporting on Principle 7.*

Disclosure:
The Board has not received the report from management under Recommendation 7.2.

The Board has received the assurance from the Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) under Recommendation 7.3.

Principle 8 – Remunerate fairly and responsibly

Recommendation 8.1:
The Board should establish a Remuneration Committee.

Disclosure:
The Company has established a Remuneration Committee.

Recommendation 8.2:
Companies should clearly distinguish the structure of non executive directors' remuneration from that of executive directors and senior executives.

Disclosure:
Non executive directors are remunerated at market rates for time, commitment and responsibilities. Remuneration for non executive directors is not linked to the performance of the Company. From time to time the Company may grant options to non executive directors. The grant of options is designed to recognise and reward efforts as well as to provide non executive directors with additional incentives to continue their efforts for the benefit of the Company.

Executive directors and senior executives receive base remuneration, which is market related. Overall, remuneration to executives is subject to the discretion of the Board and can be altered to reflect the competitive market and business conditions. The Board's reward policy is designed to retain appropriately qualified executive talent for the benefit of the Company. Executives' remuneration is reviewed by the Board having regard to various goals set. This remuneration and other terms of employment are commensurate with those offered within the exploration and mining industry. Long term performance incentives may include options granted at the discretion of the Board and may be subject to the successful completion of performance hurdles.

Recommendation 8.3:
Companies should provide the information indicated in the *Guide to reporting on Principle 8.*

Disclosure:
Details of remuneration, including the Company's policy on remuneration, are contained in the Remuneration Report which forms of part of this Directors' Report.

The Remuneration Committee did not convene during the reporting period. No change in the remuneration of directors and senior executives occurred during the reporting period. The members of the Remuneration Committee are Mr Rick Crabb and Mr Glenister Lamont.

There are no termination or retirement benefits for non executive directors (other than for superannuation).

The Company's Remuneration Committee Charter includes a statement of the Company's policy on prohibiting transactions in associated products which limit the risk of participating in unvested entitlements under any equity based remuneration schemes.

Signed 29 September 2009 for and on behalf of the board in accordance with a resolution of the directors.

GOLDEN RIM RESOURCES LTD

GILBERT RODGERS
Director

Stantons International

ABN 41 103 088 697

LEVEL 1, 1 HAVELOCK STREET
WEST PERTH WA 6005, AUSTRALIA
PH: 61 8 9481 3188 • FAX: 61 8 9321 1204
www.stantons.com.au

29 September 2009

Board of Directors
Golden Rim Resources
Level 2,
10 Outram Street,
WEST PERTH WA 6005

Dear Directors

RE: GOLDEN RIM RESOURCES LIMITED

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Golden Rim Resources Limited.

As Audit Director for the audit of the financial statements of Golden Rim Resources Limited for the year ended 30 June 2009, I declare that to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

Yours sincerely
STANTONS INTERNATIONAL
(Authorised Audit Company)

J P Van Dieren
Director

Income Statement
For the Year Ended 30 June 2009

	Notes	Consolidated 2009 $	Consolidated 2008 $	Parent Entity 2009 $	Parent Entity 2008 $
Revenue	5	35,034	10,234	34,655	10,234
Accounting and legal expenses		(104,365)	(60,969)	(92,864)	(60,969)
Audit fees		(39,000)	(32,250)	(39,000)	(32,250)
Borrowing costs	6	(6,268)	(2,558)	(6,268)	(2,558)
Corporate secretarial		(23,282)	(32,421)	(23,070)	(27,278)
Depreciation expense	6	(34,033)	(28,288)	(32,762)	(28,288)
Diminution in value of investments	6	-	-	(99,828)	-
Directors' fees		(95,000)	(93,027)	(95,000)	(93,027)
Directors remuneration options		(301,973)	(620,130)	(301,973)	(620,130)
Doubtful debts	6	-	-	(1,009,245)	(5,143)
Exploration expenditure written off	6	(1,275,869)	(835,343)	(293,442)	(835,343)
External consultancy expenses		(154,058)	(154,670)	(132,703)	(154,670)
Rental expense		(43,231)	(37,190)	(43,231)	(37,190)
Share based payments		(86,029)	(52,328)	(86,029)	(52,328)
Travel expense		(38,978)	(53,107)	(36,648)	(53,107)
Other expenses		(213,235)	(146,530)	(150,827)	(146,530)
Loss before income tax expense		(2,380,287)	(2,138,577)	(2,408,235)	(2,138,577)
Income tax expense	7	-	-	-	-
Loss after income tax expense		(2,380,287)	(2,138,577)	(2,408,235)	(2,138,577)
Net loss attributable to outside equity interest		265,331	-	-	-
Net loss attributable to members of Golden Rim		(2,114,956)	(2,138,577)	(2,408,235)	(2,138,577)
Basic earnings/(loss) per share (cents per share)	24	(1.88)	(2.65)		
Diluted earnings/(loss) per share (cents per share)	24	(1.88)	(2.65)		

The above Income Statement should be read in conjunction with the accompanying notes.

Balance Sheet
For the Year Ended 30 June 2009

	Notes	Consolidated		Parent Entity	
		2009 $	2008 $	2009 $	2008 $
Current Assets					
Cash and cash equivalents	23(a)	2,672,157	16,729	2,411,351	16,729
Trade and other receivables	8	115,139	13,075	58,863	13,075
Total Current Assets		2,787,296	29,804	2,470,214	29,804
Non Current Assets					
Other financial assets	9	30,303	30,303	30,303	30,303
Plant and equipment	10	113,921	67,662	79,664	67,662
Mining exploration expenditure	11	188,299	-	-	-
Investment in joint venture entity	12	-	-	496,922	-
Total Non Current Assets		332,523	97,965	606,889	97,965
Total Assets		3,119,819	127,769	3,077,103	127,769
Current Liabilities					
Trade and other payables	13	185,604	178,285	176,288	178,285
Interest bearing liabilities	14	-	50,000	-	50,000
Non interest-bearing liabilities	15	55,000		96,434	-
Total Current Liabilities		240,604	228,285	272,722	228,285
Total Liabilities		240,604	228,285	272,722	228,285
Net Assets		2,879,215	(100,516)	2,804,381	(100,516)
Equity					
Parent Equity Interest					
Issued capital	16	21,726,206	16,801,076	21,726,206	16,801,076
Reserves	16(d)	3,554,169	3,139,183	3,527,185	3,139,183
Accumulated losses		(22,155,731)	(20,040,775)	(22,449,010)	(20,040,775)
Total Parent Equity Interest		3,124,644	(100,516)	2,804,381	(100,516)
Outside Equity Interest in Controlled Entities		(245,429)	-	-	-
Total Shareholders' Equity/(Deficit)		2,879,215	(100,516)	2,804,381	(100,516)

The above Balance Sheet should be read in conjunction with the accompanying notes.

Statement of Changes in Equity
For the Year ended 30 June 2009

Economic Entity

	Note	Share Capital $	Accumulated Losses $	Reserves $	Outside Equity Interest $	Total $
Balance at 1 July 2007		15,909,138	(17,902,198)	2,466,725	-	473,665
					-	
Loss attributable to members of economic entity		-	(2,138,577)	-	-	(2,138,577)
Issue of shares		940,119	-	-	-	940,119
Transaction costs		(48,181)	-	-	-	(48,181)
Issue of options		-	-	672,458	-	672,458
Balance at 30 June 2008		16,801,076	(20,040,775)	3,139,183	-	(100,516)
Loss attributable to members of economic entity		-	(2,114,956)	-	(265,331)	(2,380,287)
Issue of shares		5,199,687	-	-	1,913	5,201,600
Transaction costs		(274,557)	-	-		(274,557)
Issue of options	16(b)	-	-	388,002		388,002
Foreign Currency Translation reserve movement	16(c)			26,984	17,989	44,973
Balance at 30 June 2009		21,726,206	(22,155,731)	3,554,169	(245,429)	2,879,215

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Statement of Changes in Equity
For the Year ended 30 June 2009

Parent Entity

	Notes	Share Capital $	Accumulated Losses $	Reserves $	Total $
Balance at 1 July 2007		15,909,138	(17,902,198)	2,466,725	473,665
Loss attributable to members of economic entity		-	(2,138,577)	-	(2,138,577)
Issue of shares		940,119	-	-	940,119
Transaction costs		(48,181)	-	-	(48,181)
Issue of options		-	-	672,458	672,458
Balance at 30 June 2008		16,801,076	(20,040,775)	3,139,183	(100,516)
Loss attributable to members of economic entity		-	(2,408,235)	-	(2,408,235)
Issue of shares		5,199,687	-	-	5,199,687
Transaction costs		(274,557)	-	-	(274,557)
Issue of options	16(b)	-	-	388,002	388,002
Balance at 30 June 2009		21,726,206	(22,449,010)	3,527,185	2,804,381

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Statement of Cash Flows
For the Year Ended 30 June 2009

	Notes	Consolidated		Parent Entity	
		2009	2008	2009	2008
		$	$	$	$
Cash Flow From Operating Activities					
Payments to suppliers		(741,562)	(560,930)	(655,314)	(555,787)
Interest received		9,330	11,451	8,951	11,451
Interest paid		(233)	(2,271)	(233)	(2,271)
Other receipts		25,704	-	25,704	-
Net Cash (Outflows) From Operating Activities	23(b)	(706,761)	(551,750)	(620,892)	(546,607)
Cash Flows From Investing Activities					
Mining exploration expenditure		(1,405,268)	(839,123)	(265,292)	(839,123)
Purchase of plant and equipment		(80,214)	(4,615)	(44,764)	(4,615)
Loans to controlled entities		-	-	(646,159)	(5,143)
Advances to Alliance (joint venture entity)		-	-	(818,573)	-
Excess contribution provided to joint venture entity		(42,459)	-	-	-
Purchase of investments		-	-	(99,828)	-
Net Cash (Outflows) From Investing Activities		(1,527,941)	(843,738)	(1,874,616)	(848,881)
Cash Flows From Financing Activities					
Proceeds from issue of shares and options		5,089,687	940,119	5,089,687	940,119
Share issue costs		(274,557)	(48,181)	(274,557)	(48,181)
Proceeds from borrowings		315,000	250,000	315,000	250,000
Repayment of borrowings		(240,000)	(200,000)	(240,000)	(200,000)
Net Cash Inflows From Financing Activities		4,890,130	941,938	4,890,130	941,938
Net increase/(decrease) in cash and cash equivalents held		2,655,428	(453,550)	2,394,622	(453,550)
Cash and cash equivalents at the beginning of the financial year		16,729	470,279	16,729	470,279
Cash and cash equivalents at the end of the financial year	23(a)	2,672,157	16,729	2,411,351	16,729

The above Statement of Cash Flows should be read in conjunction with the accompanying notes.

Notes to the Financial Statements
For the Year Ended 30 June 2009

1 Corporate Information

This Financial Report of Golden Rim for the year ended 30 June 2009 was authorised for issue in accordance with a resolution of the directors on 29 September 2009.

Golden Rim is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange.

The nature of the operations and principal activity of Golden Rim is mineral exploration focussed on the discovery of significant gold, copper and iron ore resources.

2 Summary of Significant Accounting Policies

(a) Basis of Preparation

This Financial Report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards and Interpretations, and the *Corporations Act 2001.* Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Statndards.

This Financial Report covers the economic entity of Golden Rim and controlled entities, and Golden Rim as an individual parent entity. Golden Rim is a listed public company, incorporated and domiciled in Australia.

This Financial Report is prepared on an accruals basis and based on historical costs except for certain financial assets which have been measured at fair value. Cost is based on the fair values of consideration given in exchange for assets.

The following is a summary of the material accounting policies adopted by the economic entity in the preparation of this Financial Report. The accounting policies have been consistently applied, unless otherwise stated.

(b) Going Concern

The consolidated financial statements have been prepared on a going concern basis.

However, the ability of the Company and the consolidated entity to actively explore and continue as a going concern, and to meet their debts and commitments as they fall due, is dependent upon further capital raisings.

The directors are confident that the Company will be successful in raising further capital and accordingly, have prepared this Financial Report on a going concern basis.

(c) Statement of Compliance

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

127 as stated under accounting policy 3(a). A discussion of those future requirements and their impact on the Group is as follows:

AASB 3: *Business Combinations*, AASB 127: *Consolidated and Separate Financial Statements*, AASB 2008-3: *Amendments to Australian Accounting Standards arising from AASB 3 and AASB 127* [AASBs 1, 2, 4, 5, 7, 101, 107, 112, 114, 116, 121, 128, 131, 132, 133, 134, 136, 137, 138, 139 and interpretations 9 & 1071] (applicable for annual reporting periods commencing from 1 July 2009) and AASB 2008-7: *Amendments to Australian Accounting Standards — Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate* [AASB 1, AASB 118, AASB 121, AASB 127 & AASB 136] (applicable for annual reporting periods commencing from 1 January 2009). These standards are applicable prospectively and so will only affect relevant transactions and consolidations occurring from the date of application, in this regard, its impact on the Group will be unable to be determined. The following changes to accounting requirements are included:

(i) acquisition costs incurred in a business combination will no longer be recognised in goodwill but will be expensed unless the cost relates to issuing debt or equity securities;
(ii) contingent consideration will be measured at fair value at the acquisition date and may only be provisionally accounted for during a period of 12 months after acquisition;
(iii) a gain or loss of control will require the previous ownership interests to be remeasured to their fair value;
(iv) there shall be no gain or loss from transactions affecting a parent's ownership interest of a subsidiary with all transactions required to be accounted for through equity (this will not represent a change to the Group's policy);
(v) dividends declared out of pre-acquisition profits will not be deducted from the cost of an investment but will be recognised as income;
(vi) impairment of investments in subsidiaries, joint ventures and associates shall be considered when a dividend is paid by the respective investee; and
(vii) where there is, in substance, no change to Group interests, parent entities inserted above existing Groups shall measure the cost of its investments at the carrying amount of its share of the equity items shown in the balance sheet of the original parent at the date of reorganisation.

The Group will need to determine whether to maintain its present accounting policy of calculating goodwill acquired based on the parent entity's share of net assets acquired or change its policy so goodwill recognised also reflects that of the non controlling interest.

AASB 8: *Operating Segments* and AASB 2007.3: *Amendments to Australian Accounting Standards arising from AASB 8* [AASB 5, AASB 6, AASB 102, AASB 107, AASB 119, AASB 127, AASB 134, AASB 136, AASB 1023 & AASB 1038] (applicable for annual reporting periods commencing from 1 January 2009). AASB 8 replaces AASB 114 and requires identification of operating segments on the basis of internal reports that are regularly reviewed by the Group's board for the purposes of decision making. While the impact of this standard cannot be assessed at this stage, there is the potential for more segments to be identified. Given the lower economic levels at which segments may be defined, and the fact that cash generating units cannot be bigger than operating segments, impairment calculations may be affected. Management does not presently believe impairment will result however.

AASB 101: *Presentation of Financial Statements*, AASB 2007-8: *Amendments to Australian Accounting Standards arising from AASB 101*, and AASB 2007-10: *Further Amendments to Australian Accounting Standards arising from AASB 101* (all applicable to annual reporting periods commencing from 1 January 2009). The revised AASB 101 and amendments supersede the previous AASB 101 and redefines the composition of financial statements including the inclusion of a statement of comprehensive income. There will be no measurement or recognition impact on the Group. If an entity has made a prior period adjustment or reclassification, a third balance sheet as at the beginning of the comparative period will be required.

AASB 123: *Borrowing Costs* and AASB 2007-6: *Amendments to Australian Accounting Standards arising from AASB 123* [AASB 1, AASB 101, AASB 107, AASB 111, AASB 116 & AASB 138 and Interpretations 1 & 12] (applicable for annual reporting periods commencing from 1 January 2009). The revised AASB 123 has removed the option to expense all borrowing costs and will therefore require the capitalisation of at borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset. Management has determined that there will be no effect on the Group as a policy of capitalising qualifying borrowing costs has been maintained by the Group.

AASB 2008-1: *Amendments to Australian Accounting Standard - Share-based Payments: Vesting Conditions and Cancellations* [AASB 2] (applicable for annual reporting periods commencing front January 2009). This amendment to AASB 2 clarifies that vesting conditions consist of service and performance conditions only. Other elements of a share-based payment transaction should therefore be considered for the purposes of determining fair value. Cancellations are also required to be treated in the same manner whether cancelled by the entity or by another party.

AASB 2008-5: *Amendments to Australian Accounting Standards arising from the Annual Improvements Project* (July 2008) (AASB 2008-5) and AASB 2008-6: *Further Amendments to Australian Accounting Standards arising from the Annual Improvements Project* (July 2008) (AASB 2008-6) detail numerous non-urgent but necessary changes to accounting standards arising from the IASB's annual improvements project. No changes are expected to materially affect the Group.

AASB 2006-8: *Amendments to Australian Accounting Standards — Eligible Hedged items* [AASB 139] (applicable for annual reporting periods commencing from 1 July 2009). This amendment clarifies how the principles that determine whether a hedged risk or portion of cash flows is eligible for designation as a hedged item should be applied in particular situations and is not expected to materially affect the Group.

3. Accounting Policies

(a) Principles of Consolidation

A controlled entity is any entity Golden Rim has the power to control the financial and operating policies so as to obtain benefits from its activities.

A list of controlled entities is contained in note 22 to the financial statements. All controlled entities have a June financial year end.

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

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

Minority interests in the net assets (excluding goodwill) of consolidated subsidiaries are identified separately from the Group's equity therein. Minority interests consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. The Company has elected to early adopt AASB 127 and losses applicable to minority interests in excess of the minority's interest in the subsidiary's equity are allocated against the minorities. Previously the policy was to allocate the excess against the interest of the Group.

(b) Exploration Expenditure

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are not carried forward unless the Company expects to recoup on the successful development of the area.

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

When production commences, the accumulated costs for the relevant area of interest are amortised over the life 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.

(c) Interests in Joint Ventures

The economic entity's share of the assets, liabilities, revenue and expenses of joint venture operations are included in the appropriate items of the consolidated income statement and consolidated balance sheet.

The economic entity's interest in joint venture entities are brought to account using the equity method of accounting in the consolidated financial statements. The parent entity's interest in joint venture entities are brought to account using the cost method.

(d) Plant and Equipment

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

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

(e) Depreciation

The depreciable amount of all fixed assets is based on the diminishing value method over their useful lives to the Company commencing from the time the assets are held ready for use, except for fitouts where it is based on the term of the lease of the premises and depreciated on a straight line basis. The depreciation rates used for plant and equipment vary between 2.5% and 40%.

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying value 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 income statement.

(f) Acquisition of Assets

The purchase method of accounting is used for all acquisitions of assets regardless of whether shares or other assets are acquired. Cost is determined as the fair value of the assets given up, shares issued or liabilities undertaken at the date of acquisition plus costs incidental to the acquisition. Where shares are issued in an acquisition, the value of the shares is determined having reference to the fair value of the assets or net assets acquired, including goodwill or discount on acquisition where applicable.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of the acquisition. The discount rate used is the rate at which a similar borrowing could be obtained under comparable terms and conditions.

(g) Investments

Financial assets in the scope of AASB 139 *Financial Instruments: Recognition and Measurement* are classified as either financial assets at fair value through profit and loss, loans and receivables, held-to-maturity investments, or available-for-sale financial assets. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs. The Group determines the classification of its financial assets after initial recognition and when allowed and appropriate, re-evaluates this designation at each financial year end.

All regular way purchases and sales financial assets are recognised on the trade date, that is, the date that the Group commits to purchase the asset. Regular way purchases or sales are purchases and sales of financial assets under contracts that require delivery of the assets within the period established generally by regulation or convention in the market place.

(i) Financial assets at fair value through profit or loss

Financial assets classified as held for trading are included in the category 'financial assets at fair value through profit and loss'. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term with the intention of making a profit. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on investments held for trading are recognised in profit or loss.

(ii) Held-to-maturity investments

Non derivatives financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity when the Group has the positive intention and ability hold to maturity. Investments intended to be held for an undefined period are not included in this classification. Investments that are intended to be held-to-maturity, such as bonds, are subsequently measured at amortised cost. This cost is computed as the amount initially recognised minus principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initially recognised amount and the maturity amount. This calculation includes all fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums and discounts. For investments carried at amortised cost, gains or losses are recognised in profit or loss when the investments are derecognised or impaired, as well as through the amortisation process.

(iii) Loans and receivables

Loans and receivables including loan notes and loan to key management personnel are non derivatives financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

(iv) Available-for-sale investments

Available-for-sale investments are those non derivative financial assets that are designated as available-for-sale or are not classified as any of the three preceding categories. After initial recognition available-for-sale investments are measured at fair value with gains or losses being recognised as a separate component of equity until the investment is derecognised or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in equity is recognised in profit or loss.

The fair values of investments that are actively traded in organised financial markets are determined by reference to quoted market bid prices at the close of business on the balance sheet date. For investments with no active market, fair values are determined using valuation techniques. Such techniques include: using recent arm's length market transactions; reference to the current market value of another instrument that is substantially the same; discounted cash flow analysis and option pricing models making as much use of available and supportable market data as possible and keeping judgmental inputs to a minimum.

Shares in listed companies held for resale are valued at net realisable value. Any movement in investments, whether realised or unrealised, are included in profit/loss from ordinary activities before income tax.

(h) Trade and Other Creditors

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

(i) Earnings Per Share

(i) Basic Earnings per Share

Basic earnings per share is determined by dividing net profit/loss after income tax attributable to members of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

(ii) Diluted Earnings per Share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share by taking into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(j) Income Tax

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

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

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

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

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income tax legislation and the anticipation that the economic 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.

(k) Financial Instruments

(i) Recognition

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

(ii) Loans and receivables

Loans and receivables are non derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

(iii) Financial assets

Financial assets are classified into four categories, which determines the accounting treatment of the item. The categories and various treatments are:

- held to maturity, measured at amortised cost;
- held for trading, measured at fair value with unrealised gains or losses charged to the profit and loss;
- loans and receivables, measured at amortised cost; and
- available for sale instruments, measured at fair value with unrealised gains or losses taken to equity.

(iv) Financial liabilities

Non derivative financial liabilities are recognised at amortised cost, comprising original debt less principle payments and amortisation.

(v) Fair value

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

(vi) Impairment

At each reporting date, the Group assess whether there is objective evidence that a financial instrument has been impaired. Impairment losses are recognised in the income statement.

(l) Foreign Currency Translation

(i) Functional and presentation currency

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

The functional currency of the subsidiary, Golden Rim SAR Exploration SARL, is CFA Franc.

(ii) Transaction and balances

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

(iii) Group Companies

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

- Assets and Liabilities are translated at year end exchange rates prevailing at that reporting date.
- Income and expenses are translated at average exchange rates for the period.
- Retained profits are translated at the exchange rates prevailing at the date of the transaction.

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

(m) Impairment of Assets

At each reporting date, the Group reviews 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 asset, 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 income statement.

(n) Revenue

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

Revenue from the sale of assets is recognised at the date that the contract is entered into.

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

(o) Employee Benefits

Provision is made for the Group's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on costs. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

(p) Share Based Payment Transactions

The Group provides benefits to the directors and senior executives in the form of share based payment transactions, whereby services are rendered in exchange for shares or rights over shares (**equity settled transactions**).

The cost of these equity settled transactions with directors is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model.

In valuing equity settled transactions, no account is taken of any performance conditions, other than conditions linked to price of the shares of the Group.

The cost of equity settled transactions is recognised, together with a corresponding increase in equity, over the period in which the market conditions are fulfilled.

The cumulative expense recognised for equity settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the number of awards that in the opinion of the directors will ultimately vest. The opinion is formed on the best available information at balance date. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon market condition.

Where the terms of an equity settled transaction are modified, as a minimum, an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in the value of the transaction as a result of the modification, as measured at the date of modification.

Where an equity settled transaction is cancelled, it is treated as if it had vested on the date of cancellation and any expense not yet recognised for the transaction is recognised immediately. However, if a new transaction is substituted for the cancelled equity settled transaction and designated as a replacement transaction on the date that it is granted, the cancelled and new equity settled transaction is treated as if it were a modification of the original transaction, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share.

(q) Provisions

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

(r) Cash and Cash Equivalents

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

(s) Goods and Services Tax (**GST**)

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

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

(t) Comparative Figures

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

4 Significant Accounting Judgements, Estimates and Assumptions

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

In applying the Group's accounting policies management continually evaluates judgments, estimates and assumptions based on experience and other factors, including expectations of future events that may have an impact on the Group. All judgments, estimates and assumptions made are believed to be reasonable based on the most current set of circumstances available to management. Actual results may differ from judgments, estimates and assumptions. Significant judgments, estimates and assumptions made by management in the preparation of these financial statements are outlined below:

(i) Significant accounting judgments

A Classification of and valuation of investments

The Group has decided to classify investments in listed and unlisted securities, other than investments in subsidiaries, as 'held for trading' investments and movements in fair value are recognised directly in the income statement. The fair value of listed shares has been determined by reference to published price quotations in an active market.

B Impairment of non financial assets

The Group assesses impairment of all assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. These include prospectivity of an area of interest and economic and political environments. If an impairment trigger exists the recoverable amount of the asset is determined. This involves value in use calculations, which incorporate a number of key estimates and assumptions.

The Group's accounting policy is stated at note 2. There is some subjectivity involved in the carrying forward as capitalised or writing off to the income statement exploration and evaluation expenditure, however management give due consideration to areas of interest on a regular basis and are confident that decisions to either write off or carry forward such expenditure reflect fairly the prevailing situation.

(ii) Significant accounting estimates and assumptions

A Accounting for share based payments

The Group's accounting policy is stated at note 3(p). The value of these option payments are based on reasonable estimates using a recognised option pricing model.

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an external valuer using a Black Scholes model, with the assumptions detailed in note 17. The accounting estimates and assumptions relating to equity-settled transactions would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact expenses and equity.

B Allowance for impairment loss on receivables and inter-company loans

Where receivables are outstanding beyond the normal trading terms, the likelihood of the recovery of these receivables is assessed by management. A provision has been raised for all inter-company receivables.

(iii) Estimation of useful lives of assets

The estimation of the useful lives of assets has been based on historical experience as well as manufacturers' warranties (for plant and equipment), lease terms (for leased equipment and fitout) and turnover policies (for motor vehicle). In addition, the condition of the assets is assessed at least once per year and considered against the remaining useful life. Adjustments to useful life are made when considered necessary. Depreciation charges are included in note 10.

5. Revenue

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Revenue from outside the operating activities				
Interest	9,330	10,234	8,951	10,234
Surplus on disposal of shares	-	-	-	-
Other Income	25,704	-	25,704	-
Revenue	35,034	10,234	34,655	10,234

6. Operating Loss

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Net Expenses				
The loss before income tax includes the following specific expenses:				
Exploration expenditure written off	1,275,869	835,343	293,442	835,343
Depreciation	34,033	28,288	32,762	28,288
Borrowing costs	6,268	2,558	6,268	2,558
Provision for diminution of investments	-	-	99,828	-
Provision for doubtful debts	-	-	1,009,245	5,413

7. Income Tax

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Numerical reconciliation of income tax expense to prima facie tax payable				
Loss from ordinary activities before income tax expense	(2,380,287)	(2,138,577)	(2,408,235)	(2,138,577)
Prima facie tax benefit on loss from ordinary activities at 30% (2008 30%)	(714,086)	(641,573)	(722,471)	(641,573)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income				
Directors Options	90,592	177,939	90,592	177,939
Share Based Payments	25,808	14,767	25,808	14,767
Fines & Penalties	-	722	-	722
Entertainment	467	2,067	467	2,067
	(597,219)	(446,078)	(605,604)	(446,078)
Movement in unrecognised temporary differences	(26,918)	(50,486)	298,908	(48,943)
Tax effect of current year tax losses for which no deferred tax asset has been recognised	624,137	496,564	306,696	495,021
Income tax expense	-	-	-	-

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Unrecognised temporary differences				
Deferred Tax Asset (30%)				
Loans (provisions)	19,139	124,016	426,790	124,016
Investments (provisions)	75,302	155,394	185,342	155,394
Capital raising costs	100,359	64,503	100,359	64,503
Foreign exchange loss	8,282	-	1,386	-
Legal fees	4,741	-	4,741	-
Accruals	13,002	9,685	12,365	9,685
Plant & equipment	4,828	2,826	4,828	2,826
Carry forward tax losses	4,926,122	4,301,785	4,607,137	4,300,442
	5,151,775	4,658,209	5,342,948	4,656,866
Deferred Tax Liabilities (30%)				
Receivables (interest)	-	-	-	-
	-	-	-	-

No income tax is payable by the Company. The consolidated entity has estimated un-recouped income tax losses of approximately $8.5 million, foreign tax losses of approximately $5.0 million and capital losses of approximately $2.9 million.

Such benefits have not been included and will only be obtained if:

(a) the consolidated entity derives future assessable income of a nature and an amount sufficient to enable the benefit from the deductions for the loss to be realised;
(b) the losses are transferred to an eligible entity in the consolidated entity;
(c) the consolidated entity continues to comply with the conditions for deductibility imposed by tax legislation; and
(d) no changes in taxation legislation adversely affect the economic entity in realising the benefit from the deductions for the losses.

8. Trade and Other Receivables

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Current				
GST refundable	56,080	13,075	42,263	13,075
Bank guarantee	12,181	-	12,181	-
Cash advances	4,419	-	4,419	-
Joint venture entity receivable	42,459	-	-	-
	115,139	13,075	58,863	13,075

The amounts within trade and other receivables do not contain impaired assets and are not past overdue.

9. Other Financial Assets

	Consolidated		Parent Entity	
	2009	2008	2009	2008
	$	$	$	$
Non Current				
Investments in controlled entities at cost (note 22)	-	-	366,802	266,974
Less provision for diminution	-	-	(366,802)	(266,974)
Investments in other entities at cost	251,006	251,006	251,006	251,006
Less provision for diminution	(251,006)	(251,006)	(251,006)	(251,006)
Subtotal	-	-	-	-
Loans to controlled entities	-	-	995,750	349,591
Less provision for doubtful debts	-	-	(995,750)	(349,591)
Other loans	63,797	63,797	63,797	63,797
Less provision for doubtful debts	(63,797)	(63,797)	(63,797)	(63,797)
Subtotal	-	-	-	-
Bonds – rental	30,303	30,303	30,303	30,303
Subtotal	30,303	30,303	30,303	30,303
Total	30,303	30,303	30,303	30,303

Shares in controlled entities

The carrying value of the investments in controlled entities is dependent upon the successful development and exploitation of the controlled entities' tenements, or alternatively the sale of those tenements for at least carrying value.

10. Plant and Equipment

	Consolidated		Parent Entity	
	2009	2008	2009	2008
	$	$	$	$
Office equipment, at cost	111,096	66,995	109,945	66,995
Less: accumulated depreciation	(49,655)	(24,786)	(49,505)	(24,786)
	61,441	42,209	60,440	42,209
Motor vehicles, at cost	43,179	43,179	43,179	43,179
Less: accumulated depreciation	(25,530)	(18,052)	(25,530)	(18,052)
	17,649	25,127	17,649	25,127
Field equipment, at cost	36,549	435	2,249	435
Less: accumulated depreciation	(1,718)	(109)	(674)	(109)
	34,831	326	1,575	326
	113,921	67,662	79,664	67,662

Reconciliations

Reconciliations of the carrying amounts of each class of plant and equipment at the beginning and end of the current financial year are set out below.

	Office Equipment $	Motor Vehicles $	Field Equipment $	Total $
Consolidated Group				
Carrying amount at 1 July 2007	55,553	35,782	-	91,335
Additions	4,180	-	435	4,615
Disposals	-	-	-	-
Depreciation	(17,524)	(10,655)	(109)	(28,288)
Carrying amount at 30 June 2008	42,209	25,127	326	67,662
Consolidated Group				
Carrying amount at 1 July 2008	42,209	25,127	326	67,662
Additions	44,100	-	36,114	80,214
Disposals	-	-	-	-
Depreciation	(24,868)	(7,478)	(1,687)	(34,033)
Foreign exchange movement	-	-	78	78
Carrying amount at 30 June 2009	61,441	17,649	34,831	113,921

	Office Equipment $	Motor Vehicles $	Field Equipment $	Total $
Parent				
Carrying amount at 1 July 2007	55,553	35,782	-	91,335
Additions	4,180	-	435	4,615
Disposals	-	-	-	-
Depreciation	(17,524)	(10,655)	(109)	(28,288)
Carrying amount at 30 June 2008	42,209	25,127	326	67,662
Parent				
Carrying amount at 1 July 2008	42,209	25,127	326	67,662
Additions	42,950	-	1,814	44,764
Disposals	-	-	-	-
Depreciation	(24,719)	(7,478)	(565)	(32,762)
Carrying amount at 30 June 2009	60,440	17,649	1,575	79,664

11. Mining Exploration Expenditure

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Costs brought forward	-	-	-	-
Expenditure incurred during the year	1,464,168	835,343	293,442	835,343
Expenditure written off during the year	(1,275,869)	(835,343)	(293,442)	(835,343)
Costs carried forward	188,299	-	-	-

For those areas of interest which are still in the exploration phase, the ultimate recoupment of the stated costs is dependent upon the successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

12. Investment in Joint Venture Entity

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Non Current				
Investment in joint venture entity	-	-	41,434	-
Advances to joint venture entity	-	-	818,573	-
Less provision for doubtful debts	-	-	(363,085)	-
	-	-	496,922	-

During the year ended 30 June 2009 the Company together with PAL Technology Services LLC (**PAL**) set up a purpose specific alliance company, Royal Falcon Mining LLC (Golden Rim 35% and PAL 65% equity interest respectively), to undertake operations for the alliance. Golden Rim is responsible for the management of the alliance company. The alliance company is accounted for as a joint venture entity in terms of AASB 131 *Interests in Joint Ventures*.

The consolidated group's 35% share of the joint venture entity's assets and liabilities are:

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Current Assets	311,903	-	-	-
Non-current Assets	189,299	-	-	-
Total Assets	501,202	-	-	-
Current Liabilities	780,395	-	-	-
Non-current Liabilities	-	-	-	-
Total Liabilities	780,395	-	-	-
Total Shareholder's Equity/(Deficit)	(279,193)	-	-	-

13. Trade and Other Payables

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Current				
Trade creditors	120,775	58,411	118,615	58,411
Accrued expenses	49,662	111,054	47,541	111,054
Other creditors	15,167	8,820	10,132	8,820
	185,604	178,285	176,288	178,285

14. Interest Bearing Liabilities

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Current Unsecured				
Loans from directors	-	50,000	-	50,000
	-	50,000	-	50,000

Key Management Personnel Loans

Director	Balance at Beginning of year $	Loans Advanced $	Loans Repaid $	Balance at End of Year $	Interest Charged $
R W Crabb (2008)	-	250,000	(200,000)	50,000	2,558
R W Crabb (2009)[1]	50,000	220,000	(270,000)	-	6,268
G Rodgers (2009)	-	20,000	(20,000)	-	-
C Mackay (2009)[2]	-	20,000	(20,000)	-	-

1. $50,000 of the loan from R Crabb was repaid through the issue of 625,000 shares issued at 8 cents per share as part of the placement on 9 December 2008.
2. The loan from C Mackay was repaid through the issue of 250,000 shares issued at 8 cents per share as part of the placement on 9 December 2008.

The above table details the funds advanced and repaid to R W Crabb, G Rodgers and C Mackay during the 2009 financial year. No loan was outstanding as at the date of this Financial Report. Interest of 10% per annum has been charged on the loans advanced from R W Crabb only.

15. Non Interest Bearing Liabilities

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Current Unsecured Loans from PAL	55,000	-	96,434	-
	55,000	-	96,434	-

$55,000 of the loan from PAL is an excess from the placement of shares on the 9 December 2008. The remaining $41,434 is the investment in the joint venture entity which was paid for by PAL and is eliminated on consolidation.

16. Issued Capital

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Issued Capital				
Fully paid shares 225,013,812 (2008: 84,795,087)	21,726,206	16,801,076	21,726,206	16,801,076

Movements in ordinary share capital of the Company during the past 2 years were as follows:

		Number of Shares	Cents	$
01/07/07	Opening balance	73,734,859		15,909,138
15/11/07	Share issue	11,060,228	8.5	940,119
	Cost of share issue			(48,181)
30/06/08		84,795,087		16,801,076
01/07/08	Opening balance	84,795,087		16,801,076
09/12/08	Placement	19,862,500	8.0	1,589,000
07/06/09	Renounceable rights issue	104,657,587	3.0	3,139,728
15/06/09	Placement	15,698,638	3.0	470,959
	Cost of share issues			(274,557)
30/06/09		225,013,812		21,726,206

(a) Ordinary Shares

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

(b) Options

At 30 June 2009, the Company had the following options on issue:

8,750,000 unlisted Class A options exercisable at 35 cents each on or before the expiry date of 30 June 2010.

7,750,000 unlisted Class B options exercisable at 40 cents each on or before the expiry date of 30 June 2010.

4,500,000 unlisted options with a vesting period of 12 months from 23 November 2006, exercisable at 15 cents each on or before the expiry date of 31 December 2010.

11,150,000 unlisted Class D options with a vesting period of 12 months from 23 November 2007, exercisable at 15 cents each on or before the expiry date of 31 December 2011.

1,000,000 unlisted Class D options with a vesting period of 12 months from 16 September 2008, exercisable at 15 cents each on or before the expiry date of 31 December 2011.

Movements in options of the Company during the past 2 years were as follows:

		Number of Options	Cents	$
01/07/07	Opening balance	33,540,505		2,466,725
30/09/07	Options expired	(12,540,505)		-
23/11/07	Option issue – D Class	11,150,000	7.57[1]	507,355
	Portion option issue – C Class vesting during year			165,103
30/06/08		32,150,000		3,139,183
	Option issue – D Class			336,700
18/06/08	Option issue – D Class	1,000,000	6.52[2]	51,302
30/06/09		33,150,000		3,527,185

1. Being the portion of the fair value of the options brought to account as at 30 June 2008
2. Being the portion of the fair value of the options brought to account as at 30 June 2009

(c) Foreign Currency Translation Reserve

Movement in the foreign currency translation reserve during the last year was as follows:

		$
01/07/08	Opening balance	-
	Movement	26,984
30/06/09		26,984

(d) Reserves

The Reserves balance at 30 June 2009 comprises:

	$
Options Reserve	3,527,185
Foreign Currency Translation Reserve	26,984
	3,554,169

17. Share Based Payments Plan

The following table illustrates the number (No) and weighted average exercise price (WAEP) of and movements in share options issued during the year:

	2009		2008	
	No	WAEP Cents	No	WAEP Cents
Outstanding at the beginning of the year	32,150,000	26.47	33,540,505	59.64
Granted during the year	1,000,000	15.00	11,150,000	15.00
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	(12,540,505)	105.00
Outstanding at the end of the year	33,150,000	26.12	32,150,000	26.47
Exercisable at the end of the year	32,150,000		-	

The weighted average remaining contractual life for the options, outstanding as at 30 June 2009, is 1.62 years (2008: 2.59 years).

The outstanding balance as at 30 June 2009 is represented by:

8,750,000 Class A options over ordinary shares with an exercise price of 35 cents each, exercisable until 30/06/10

7,750,000 Class B options over ordinary shares with an exercise price of 40 cents each, exercisable until 30/06/10

4,500,000 Class C options over ordinary shares with an exercise price of 15 cents each, exercisable until 31/12/10

11,150,000 Class D Options over ordinary shares with an exercise price of 15 cents each, exercisable until 31/12/11

During the year, the Company granted a total of 1,000,000 unlisted class D options to consultants at an exercise price of 15 cents each and an expiry date of 31 December 2011. The options were fair valued at 6.52 cents per option, and vest 12 months from the date of grant being 16 September 2008.

The fair value of the options has been calculated using the Black Scholes option pricing model as follows:

Weighted average exercise price	15 cents
Underlying share price	7.8 cents
Days to expiration	1,201
Expected volatility	167%
Risk free interest rate	5.36%

Historical volatility has been the basis of determining the basis of expected share price volatility and it is assumed that this is indicative of future trends, which may not eventuate.

The life of options is based on the historical exercise patterns, which may not eventuate in the future.

18. Key Management Personnel Disclosure

Names and positions of key management personnel of economic and parent entity in office at any time during the financial year are:

Key Management Personnel	Position
R W Crabb	Chairman, Non Executive
C R Mackay	Director, Managing Director
G C Rodgers	Director, Executive
G Lamont	Director, Non Executive
P Olubas	Exploration Manager

There are no executives (other than directors) with authority for strategic decision and management.

Compensation for Key Management Personnel

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Short-term employee benefits	589,429	438,517	385,434	438,517
Post employment benefits	8,011	19,128	8,011	19,128
Other long-term benefits	-	-	-	-
Termination benefits	-	-	-	-
Share based payment	332,171	620,130	332,171	620,130
	929,611	1,077,775	725,616	1,077,775

Golden Rim has applied the option under *Corporations Amendments Regulation 2006* to transfer KMP remuneration disclosures required by AASB 124 *Related Part Disclosures* paragraphs Aus 25.4 to Aus 25.7.2 to the Remuneration Report section of the Directors' Report. These transferred disclosures have been audited.

Shareholdings of Key Management Personnel

The number of shares in the Company held by each director of Golden Rim, including their personally related entities, are set out below:

Year ended 30 June 2009
Number of Shares held by Key Management Personnel

Name	Balance at start of the year	Received during the year on the exercise of options	Other changes during the year	Balance at end of the year
R W Crabb	7,603,267	-	10,034,865	17,638,132
G C Rodgers	457,606	-	415,000	872,606
C R Mackay	1,280,000	-	2,100,000	3,380,000
G Lamont	-	-	250,000	250,000
P Olubas	-	-	330,000	330,000
Total	9,340,873	-	13,129,865	22,470,738

Year ended 30 June 2008
Number of Shares held by Key Management Personnel

Name	Balance at start of the year	Received during the year on the exercise of options	Other changes during the year	Balance at end of the year
R W Crabb	7,602,267	-	1,000	7,603,267
G C Rodgers	322,497	-	135,109	457,606
C R Mackay	1,000,000	-	280,000	1,280,000
G Lamont	-	-	-	-
P Olubas	-	-	-	-
Total	8,924,764	-	416,109	9,340,873

Options

The number of options over ordinary shares in the Company held during the financial year by each director of Golden Rim, including their personally related entities, is set out below.

Option Holdings of Key Management Personnel

Year ended 30 June 2009
Number of Options held by Key Management Personnel

Name	Balance at start of the year	Granted during the year as remuneration	Options which have lapsed during the year	Balance at end of the year	Vested and exercisable at the end of the year
R W Crabb	7,500,000	-	-	7,500,000	7,500,000
G C Rodgers	7,500,000	-	-	7,500,000	7,500,000
C R Mackay	8,000,000	-	-	8,000,000	8,000,000
G Lamont	2,000,000	-	-	2,000,000	2,000,000

Name	Balance at start of the year	Granted during the year as remuneration	Options which have lapsed during the year	Balance at end of the year	Vested and exercisable at the end of the year
P Olubas	1,000,000	-	-	1,000,000	1,000,000
Total	26,000,000	-	-	26,000,000	26,000,000

Year ended 30 June 2008
Number of Options held by Key Management Personnel

Name	Balance at start of the year	Granted during the year as remuneration	Options which have lapsed during the year	Balance at end of the year	Vested and exercisable at the end of the year
R W Crabb	3,517,857	4,000,000	(17,857)	7,500,000	3,500,000
G C Rodgers	5,510,995	2,000,000	(10,995)	7,500,000	5,500,000
C R Mackay	6,211,904	2,000,000	(211,904)	8,000,000	6,000,000
G Lamont	-	2,000,000	-	2,000,000	-
P Olubas	-	1,000,000	-	1,000,000	1,000,000
Total	15,240,756	11,000,000	(240,756)	26,000,000	16,000,000

Other Transactions with Directors

All transactions between related parties are on normal commercial terms and conditions and are conducted on an arms' length basis.

From time to time depending on the cash and cash equivalents available at a given date, the Chairman advances funds on a short term loan basis with a fixed rate of interest attached to the borrowed funds (refer to note 14). During 2009 funds were also advanced on a short term loan basis by two directors with no interest charged (refer note 14).

Craig R Mackay provides consultancy services to Golden Rim via Earth Science Solutions Pty Ltd.

Peter Olubas provides consultancy services to Golden Rim via Indicatrix Mining Pty Ltd.

Similarly, Gilbert C Rodgers provides consultancy services personally.

19. Remuneration of Auditors

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Remuneration for audit or review of the financial reports of the parent entity or any entity in the consolidated entity	39,000	32,250	39,000	32,250
	39,000	32,250	39,000	32,250

20. Related Parties

Directors and Specified Executives

Disclosures relating to directors and specified executives are set out in the Directors' Report.

Wholly Owned Group

The wholly owned Group consists of Golden Rim and its wholly controlled entities, Associated Gold Mines of Victoria Limited, Rimfire Resources Ltd and Golden Rim SAR Exploration SARL.

Transactions between Golden Rim and subsidiaries in the Group during the year 30 June 2009 consisted of loans on an interest free basis with no fixed term and no specific repayment arrangements. No amounts were included in the determination of operating loss before tax of the parent entity that resulted from transactions with related parties in the wholly owned Group. Golden Rim made an additional provision for doubtful debts of $646,159 in its accounts for the year ended 30 June 2009 (2008: $5,143) in relation to the loans made to its subsidiaries. Golden Rim also made a provision for diminution of $99,828 in its accounts for the year ended 30 June 2009 (2008: Nil) in relation to the investment in its subsidiaries.

Aggregate amounts receivable from controlled entities in the wholly owned Group at balance date were as follows:

	2009 $	2008 $
Non current receivables (note 8)	995,750	349,591
Provision for doubtful debts (note 8)	(995,750)	(349,591)
	-	-

Aggregate amounts receivable from Joint Venture Company at balance date is disclosed in note 12.

21. Expenditure Commitments

Exploration Commitments

The Company has the following expenditure commitments under joint venture agreements or other agreements acquiring exploration interests.

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Not later than one year	151,646		151,646	-
Later than one year, but not later than 5 years	544,434	-	544,434	
	696,080	-	696,080	

The above amounts are the AUD equivalent of the USD commitments converted at the year end exchange rate of 1AUD=1.243USD.

Joint Venture Company Commitment

Royal Falcon Mining LLC (**Royal Falcon**) is an alliance company, registered in Abu Dhabi, United Arab Emirates. It is jointly owned by PAL Technology Services LLC (65% equity interest), a member of the Royal Group in Abu Dhabi, and Golden Rim (35% equity interest). Royal Falcon was specifically formed to acquire and develop new projects. Golden Rim is the Manager of Royal Falcon.

On 7 April 2009, Royal Falcon executed a Farmin and Joint Venture Heads of Agreement with Drake Resources Limited (**Drake**) on the advanced Falun and Bersbo poly-metallic projects located in the Bergslagen district in central Sweden.

Under the terms of the agreement, Royal Falcon has the right to earn a 51% interest in the Falun and Bersbo licences by spending US$3 million within three years. Royal Falcon then has the right to spend a further US$3 million to increase this interest to 75%. Royal Falcon must spend at least US$1 million on the licences before it can elect to withdraw from the Bergslagen Joint Venture.

Following Royal Falcon's earn in of a 51% or 75% interest, Drake may elect to contribute its applicable share of joint venture expenditure or, if Drake's interest falls below 5%, then Drake's interests converts to a 2% Net Smelter Royalty payable by Royal Falcon.

Operating Lease Commitments

Non cancellable leases contracted for the lease of premises that have not been capitalised in the financial statements.

	Consolidated		Parent Entity	
	2009	2008	2009	2008
	$	$	$	$
Not later than one year	61,607	71,935	61,607	71,935
Later than one year, but not later than 5 years	18,560	80,168	18,560	80,168
	80,167	152,103	80,167	152,103

Service and Contractual Commitments

Service and contractual commitments in relation to consulting fees for directors and geologists and other service contracts that exist at the end of the financial year are as follows:

	Consolidated		Parent Entity	
	2009	2008	2009	2008
	$	$	$	$
Not later than one year	722,500	317,500	722,000	317,500
Later than one year but not later than 5 years	540,000	-	540,000	-
	1,262,000	317,500	1,262,500	317,500

22. Investments in Controlled Entities

Controlled Entities	Cost of Parent Entity's Investment		Equity Holding	
	2009	2008	2009	2008
	$	$		
Associated Gold Mines of Victoria Ltd	116,974	116,974	100%	100%
Rimfire Resources Ltd	150,000	150,000	100%	100%
Golden Rim SAR Exploration SARL	99,828	-	60%	0%
	366,802	266,974		

23. Notes to the Statement of Cash Flows

(a) Reconciliation of Cash and Cash Equivalents

For the purposes of the Statement of Cash Flows cash and cash equivalents includes cash on hand and at call deposits with banks, and investments in money market instruments net of outstanding bank overdrafts. Cash and cash equivalents at the end of the financial year as shown in the Statement of Cash Flows is reconciled to the related items in the Balance Sheet as follows:

Reconciliation of cash and cash equivalents

	Consolidated		Parent Entity	
	2009	2008	2009	2008
	$	$	$	$
Cash at Bank	2,672,157	16,729	2,411,351	16,729
	2,672,157	16,729	2,411,351	16,729

(b) Reconciliation of Loss after Income Tax to Net Cash Flow from Operating Activities

	Consolidated		Parent Entity	
	2009	2008	2009	2008
	$	$	$	$
Operating loss after income tax	(2,380,287)	(2,138,577)	(2,408,235)	(2,138,577)
Non Cash Items				
Depreciation	34,033	28,288	32,762	28,288
Exploration costs written off	1,275,869	839,123	293,442	839,123
Diminution in investments in controlled entities	-	-	99,828	-
Provision for doubtful debts	-	-	1,009,245	5,143
Directors' remuneration options	301,973	620,130	301,973	620,130
Share based payments	86,029	52,328	86,029	52,328
Shares issued in lieu of director consultancy fees	30,000	-	30,000	-
Effect of foreign currency translation	22,988	-	-	-

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Change in operating assets and liabilities				
(Decrease)/increase in trade and other creditors	(3,497)	8,338	(5,022)	8,338
Decrease/(increase) in receivables	(55,185)	28,086	(41,369)	28,086
(Decrease)/increase in accruals	(18,684)	10,534	(19,545)	10,534
Net cash outflow from operating activities	(706,761)	(551,750)	(620,892)	(546,607)

(c) Non Cash Financing and Investing Activities

During the year, the Company granted 1,000,000 unlisted options to consultants at an exercise price of 15 cents each. The fair value of the options granted has been calculated using the Black Scholes option pricing model (refer to notes 16(b) and 17).

24. Earnings Per Share

	2009 cents	2008 Cents
Basic and diluted loss per share	(1.88)	(2.65)
Weighted average number of shares outstanding during the year used in the calculation of basic loss per share	112,354,800	80,624,837

As disclosed in note 16(b) the Company has on issue 33,150,000 unlisted options to subscribe for fully paid ordinary shares exercisable between 15 cents and 40 cents each at any time on or before the expiry date 30 June 2010 and 31 December 2011. As the exercise price of these options at balance date was greater than the market price of the shares, it is considered the options are unlikely to be exercised and consequently have not been considered dilutive.

None of the options have been included in the determination of basic earnings per share. Details relating to options are set out in note 16(b).

Reconciliation of loss used in the calculating basic loss per share

	Consolidated	
	2009 $	2008 $
Net loss	(2,114,956)	(2,138,577)
Loss used in calculating basic loss per share	(2,114,956)	(2,138,577)

25. Financial Instruments

Net Fair Value of Financial Assets and Liabilities

The net fair value of financial assets and financial liabilities of the Company approximates their carrying value. No financial assets and financial liabilities are readily traded on organised markets in standardised form other than listed investments.

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

Consolidated Group

	Interest Rate %		Floating Interest Rate		Non interest Bearing		Total	
	2009	2008	2009 $	2008 $	2009 $	2008 $	2009 $	2008 $
Financial Assets								
Cash and cash equivalents	1.19	0.95	2,672,157	16,729	-	-	2,672,157	16,729
Trade and other receivables	-	-	12,181	-	102,958	13,076	115,139	13,076
Other financial assets	-	-	-	-	30,303	30,303	30,303	30,303
Total Financial Assets			2,684,338	16,729	133,261	43,379	2,817,599	60,108
Financial Liabilities								
Trade and other payables	-	-	-	-	185,604	178,285	185,604	178,285
Interest bearing liabilities	10	10	-	50,000	-	-	-	50,000
Non interest-bearing loans	-	-	-	-	55,000	-	55,000	-
Total Financial Liabilities			-	50,000	240,604	178,285	240,604	228,285

Parent Entity

	Interest Rate %		Floating Interest Rate		Non interest Bearing		Total	
	2009	2008	2009 $	2008 $	2009 $	2008 $	2009 $	2008 $
Financial Assets								
Cash and cash equivalents	1.18	0.95	2,411,351	16,729	-	-	2,411,351	16,729
Trade and other receivables	-	-	12,181	-	46,682	13,076	58,863	13,076
Other financial assets	-	-	-	-	30,303	30,303	30,303	30,303
Total Financial Assets			2,423,532	16,729	76,985	43,379	2,500,517	60,108

	Interest Rate %		Floating Interest Rate		Non interest Bearing		Total	
	2009	2008	2009 $	2008 $	2009 $	2008 $	2009 $	2008 $
Financial Liabilities								
Trade and other payables	-	-	-	-	176,288	178,285	176,288	178,285
Interest bearing liabilities	10	10	-	50,000	-	-	-	50,000
Non interest-bearing loans	-	-	-	-	96,434	-	96,434	-
Total Financial Liabilities			-	50,000	272,722	178,285	272,722	228,285

Interest Rate Risk

The economic entity's exposure to interest rate risk is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rate on classes of financial assets and liabilities. The Group does not have a major exposure in this area as the interest rate earned on deposited funds does not vary greatly from month to month.

Sensitivity Analysis

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

At 30 June 2009, the effect on profit and equity as a result of changes in the interest rate with all other variables remaining constant would be as follows:

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Change in profit				
- Increase interest rate by 1%	26,843	(333)	24,235	(333)
- Decrease interest rate by 1%	(26,843)	333	(24,235)	333
Change in equity				
- Increase interest rate by 1%	26,843	(333)	24,235	(333)
- Decrease interest rate by 1%	(26,843)	333	(24,235)	333

Credit Risk

The maximum exposure to credit risk, excluding the value of any collateral or other security at balance date to recognised financial assets is the carrying amount of those assets, net of any provisions for doubtful debts, as disclosed in the Balance Sheet and notes to and forming part of the financial statements.

The economic entity does not have any material credit risk exposure to any single debtor or group of debtors under financial instruments entered by the economic entity.

Foreign Currency Risk and Sensitivity

The consolidated entity and Company undertake certain transactions denominated in foreign currencies, hence exposures to exchange rate fluctuations arise. There is currently no risk management system in place to manage exchange rate fluctuations.

The Group is exposed to fluctuations in foreign currencies arising from costs incurred at overseas mineral exploration tenements. Overseas expenses are paid at the spot rate applicable on the date the invoice is received. The Group does not hedge to reduce the foreign exchange risk as the directors believe the risk is not significant. At year end the only exposure to foreign currency risk in the Company is an amount of USD 23,115 which is the trade creditors that relate to overseas mineral exploration and a USD denominated bank account of USD 1,514. A 10% currency movement would not have a material impact.

The parent company currently has a loan owing from its overseas subsidiary for the amount of $645,947. As the loan is to be repaid in Australian dollars and the functional currency of the subsidiary is CFA, the subsidiary bears the exchange risk and therefore this amount has not been included as a foreign currency risk of the parent.

Liquidity Risk

The Group manages liquidity risk by monitoring forecast cash flows and receiving short term loans, if required, from the Chairman.

The Company does not conduct any sensitivity analysis on credit, interest rate or foreign currency as the amounts are not material.

Market Price Risk

The consolidated entity is not exposed to any significant material price risk.

26. Events Occurring after Balance Date

Since the end of the financial year, no significant event has occurred, except as stated below and elsewhere in this Financial Report.

Currently, consideration for the Tintinba licence, which forms part of the Company's Sepola Project, is unpaid due to the licence application being under process with the relevant authorities in Mali.

On 21 July 2009 the Company announced that it had acquired additional licences in southern Mali. Collectively the licences are known as the Farada Project. The Company will pay for the licences as follows:

Licence	Total amount payable	Terms
Farada	US$50,000	Over two years in two instalments of US$25,000 each. The first of these instalments has been paid and the second payment is due on 13 May 2010.
Niaouleni West	US$70,000	Over two years in three instalments as follows: • US $12,000 at signing of contract; • US$26,000 one year after signing of contract; • US$32,000 two years after signing of contract.
Kadiouni		Application is under process with the relevant authorities in Mali and no consideration has yet been paid.

27. Contingent Liabilities

The consolidated entity did not have any contingent liabilities at 30 June 2009 or 30 June 2008.

28. Segment Information

Primary Reporting – geographical segments

The geographical segments of the consolidated entity are as follows:

2009

	Australia	Europe	Asia	Africa	South Pacific	Eliminations / Unallocated	Economic Entity
Segment revenue	-	-	-	-	-	35,034	35,034
Segment result	(24,365)	(14,423)	2,709	(924,999)	(194,773)	(1,224,436)	(2,380,287)
Income tax expense	-	-	-	-	-	-	-
Net loss	-	-	-	-	-	-	(2,380,287)
Segment assets	60,237	-		37,408	36,899	2,985,275	3,119,819
Segment liabilities	-	-		-	113,206	127,398	240,604
Mineral exploration expenditure written off	-	14,423	(2,709)	923,877	186,227	154,051	1,275,869
Depreciation expense	24,365	-	-	1,122	8,546	-	34,033

2008

	Australia	Asia	Africa	South Pacific	Eliminations / Unallocated	Economic Entity
Segment revenue	-	-	-	-	10,234	10,234
Segment result	(16,763)	21,562	(351,906)	(488,249)	(1,303,221)	(2,138,577)
Income tax expense	-	-	-	-	-	-
Net loss	-	-	-	-	-	(2,138,577)
Segment assets	40,501	-	-	27,161	60,107	127,769
Segment liabilities	-	-	-	83,669	144,616	228,285
Mineral exploration expenditure written off	-	(21,562)	351,906	476,724	28,275	835,343
Depreciation expense	16,763	-	-	11,525	-	28,288

Secondary Reporting – Business Segments

The consolidated entity operates predominantly in the mineral exploration industry. There are therefore no business segments requiring disclosure.

Director's Declaration

The directors declare that:

1. The financial statements, notes and the additional disclosures included in the Directors' Report, as audited, of the Company and of the consolidated entity:

   (a) comply with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and

   (b) give a true and fair view of the Company's and consolidated entity's financial position as at 30 June 2009

   and of their performance, as represented by the results of their operations and their cashflows, for the financial year ended on that date.

2. The Chief Executive Officer and Company Secretary have each declared that:

   (a) the financial records of the Company for the financial year have been properly maintained in accordance with section 286 of the *Corporations Act 2001*;

   (b) the financial statements and notes for the financial year comply with Accounting Standards; and

   (c) the financial statements and notes for the financial year give a true and fair view.

3. In the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with the resolution of directors.

GOLDEN RIM RESOURCES LTD

GILBERT RODGERS
Director
29 September 2009
Perth

Stantons International
ABN 41 103 088 697
LEVEL 1, 1 HAVELOCK STREET
WEST PERTH WA 6005, AUSTRALIA
PH: 61 8 9481 3188 • FAX: 61 8 9321 1204
www.stantons.com.au

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GOLDEN RIM RESOURCES LIMITED

Report on the Financial Report

We have audited the accompanying financial report of Golden Rim Resources Limited, which comprises the balance sheet as at 30 June 2009, and the income statement, statement of changes in equity and cash flow statement for the year ended on that date, a summary of significant accounting policies and other explanatory notes and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the Financial Report

The directors of the Company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. In note 2(a), the directors also state, in accordance with Australian Accounting Standard AASB 101 Presentation of Financial Statements, that the financial report, comprising the financial statements and notes, 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. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

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

Auditor's opinion

In our opinion:

(a) the financial report of Golden Rim Resources Limited is in accordance with the *Corporations Act 2001*, including:

   (i) giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2009 and of their performance for the year ended on that date; and
   (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001.

(b) the financial report also complies with International Financial Reporting Standards as disclosed in note 2(b).

Report on the Remuneration Report

We have audited the remuneration report included in pages 28 to 31 of the directors' report for the year ended 30 June 2009. 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 Golden Rim Resources Limited for the year ended 30 June 2009 complies with section 300 A of the *Corporations Act 2001.*

STANTONS INTERNATIONAL
(An Authorised Audit Company)

Stantons International

J P Van Dieren
Director

West Perth, Western Australia
29 September 2009

Additional Shareholder Information

The following additional information dated 21 September 2009 is provided in compliance with the requirements of ASX Limited.

Distribution of Listed Ordinary Shares and Options

The following is an analysis of the number of shareholders by size of holding.

Distribution	No. of Shareholders
1 - 1,000	261
1,001 - 5,000	315
5,001 - 10,000	169
10,001 - 100,000	549
100,001 and over	249
Total Shareholders	1543

There were 485 shareholders holding less than a marketable parcel of shares and 767 shareholders holding less than an economic parcel of shares.

The percentage of the total of the 20 largest holders of ordinary shares was 48.60%.

20 Largest Shareholders

The names of the 20 largest shareholders of shares are listed below:

Name	No of Shares Held	%
PAL Technology Services LLC	31,375,000	13.94
Westessa Holdings Pty Ltd	12,448,536	5.53
Energy Solar Central Pty Ltd (ECS Fund A/C)	6,332,003	2.81
Jansen, William & M G (W & M G Jansen Super Fund A/C)	6,000,000	2.67
D P Prospecting Services Pty Ltd (Porter Super Fund A/C)	5,889,180	2.62
Citicorp Nominees Pty Ltd	5,346,251	2.38
ANZ Nominees Ltd (Cash Income A/C)	4,739,269	2.11
Zadnik, Mark	4,259,357	1.89
Oregon Nominees Pty Ltd (Oregon Nominees Super A/C)	4,200,000	1.87
Crabb, Rick	3,647,996	1.62
Merrill Lynch Australia Nominees Pty Ltd	3,294,774	1.46
Earth Science Solutions Pty Ltd (Mackay Family Investment A/C)	2,980,000	1.32
Scholes, Glenn and Collines (GE Scholes Family A/C)	2,615,000	1.16
Zadnik Holdings Pty Ltd	2,515,520	1.12
Timms, Kyle Andrew	2,500,000	1.11
Forty Traders Ltd	2,500,000	1.11
Teofilova, Liliana	2,377,000	1.06
Timms, Heather Ann	2,350,000	1.04
Kirk, Laurence Charles	2,000,000	.89
Krishall Pty Ltd	2,000,000	.89
Total	109,369,886	48.60

Substantial Shareholders

The substantial shareholders of the Company are as follows:

Name	No of Shares Held	%
PAL Technology Services LLC	31,375,000	13.94
Westessa Holdings Pty Ltd and the Rick Crabb Group	17,638,132	7.84

Voting Rights

The Company's share capital is of one class being ordinary shares. The voting rights attached to those shares is that on a show of hands every shareholder present in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Restricted Securities

There are no shares on issue that have been classified by ASX Limited, as restricted securities.

Securities Exchange Listing

Golden Rim shares are listed on the Australian Securities Exchange. The home branch of the exchange is in Perth.

The Company’s shares only are quoted on the Berlin Stock Exchange in Germany.

Tenement Schedule

Tenement name	Tenement number	Project name	Area (km^2)	Holder	Gold Rim's equity (%)	Target commodity
Fiji						
Sabeto	SPL 1412	Sabeto	106.00	Oribi Resources Inc	75	Gold
Vanuatu						
Webe Creek	PL 1620	Webe Creek	50.12	Oribi Resources Inc	81.25	Gold
Tafuse	PL 1612 PL1637	Tafuse	39.84	Oribi Resources Inc	81.25	Gold
Mali						
Kolomba	n/a	Sepola	117.00	GMR SAR*	Up to 90	Gold
Gourbassi East	n/a		23.00	GMR SAR*	Up to 90	Gold
Koussili	n/a		49.00	GMR SAR*	Up to 90	Gold
Tintinba West	n/a		32.00	Government of Mali	100	Gold
Sanso	n/a	Sanso	4.00	GMR SAR*	Up to 90	Gold
Farada	n/a	Farada	45.00	GMR SAR*	Up to 90	Gold
Kadiouni	n/a		18.00	Government of Mali*	100	Gold
Niaouleni West	n/a		45	GeoConsul	Up to 90	Gold
			Total area: 528.96			

* Golden Rim SAR Exploration SARL