

**BEACON MINERALS LIMITED**  
**ANNUAL REPORT**

**08**



**DIRECTORS**

Matthew Egan  
Chairman

Darryl Harris  
Managing Director

Paul Lloyd  
Executive Director

Lyle Thorne  
Executive Director

John Hebenton  
Non Executive Director

**COMPANY SECRETARY**

Paul Lloyd

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**Dear Shareholders**

It gives me great pleasure this year to provide a brief summary of the past years developments in Beacon Minerals Limited.

It has been an active year on the exploration front with highly encouraging high grade gold intersections being obtained at shallow depth from the recent drilling program at Barlee near Southern Cross. Open mineralisation at depth, width and along strike, make this a highly exciting prospect, and further drilling is planned in the coming year. Aerial VTEM surveying of our Greenvale prospect in Queensland has also highlighted numerous priority targets, which warrant further drilling for gold and base metals.

A major step forward in the growth of our company this year was the acquisition of additional gold exploration properties and a silicon development project via an all share and option purchase of Silcom Resources Ltd. These projects which are located in the Central Asian country of Kyrgyzstan, a mineral rich country with numerous multi million ounce gold deposits, and contain several large structural targets which will be drilled in the near future.

The silicon project has had substantial geological and technical work completed on it and is at a stage to commence a final feasibility study prior to project finance. We envisage this mature project will provide a platform for transformation of the company towards production.

As part of the transaction a new Managing Director – Darryl Harris, and an additional Non Executive Director – John Heberton were appointed to the board. They bring with them substantial experience in project development which will greatly assist the company in its production aspirations.

I would like to thank the outgoing Managing Director – Paul Lloyd and my fellow directors for their contribution to the company during the past year. Paul is continuing his association with the company in the coming year as Financial Director.

Additionally I would to thank all shareholders for their support over the past year and look forward to exciting developments in the upcoming year



Mathew Egan

Chairman

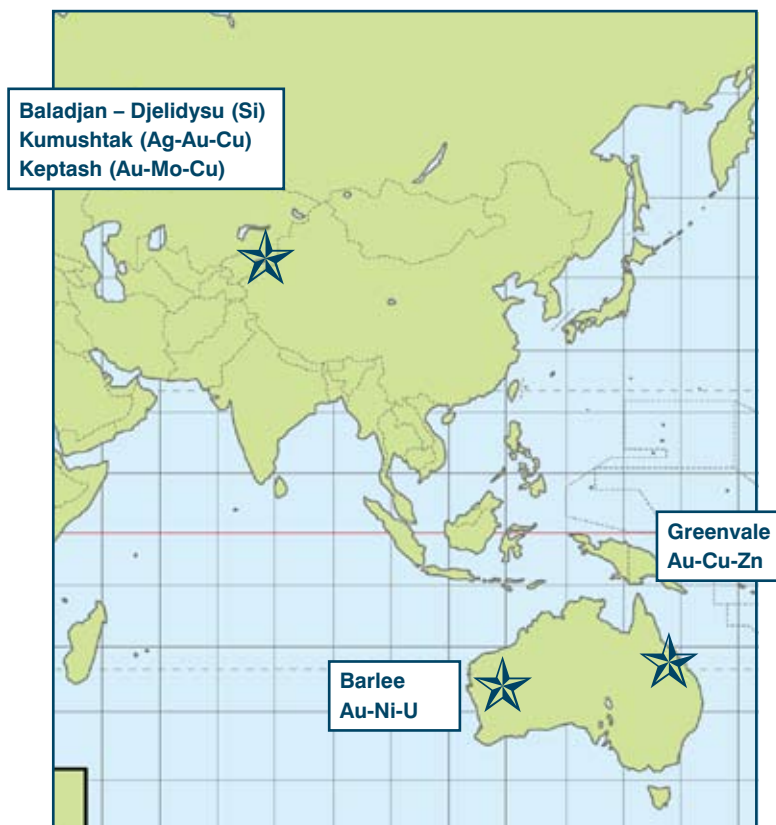
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## REVIEW OF OPERATIONS

### OVERVIEW

The 2008 reporting year was again a very active and exciting one for the company, with a continued aggressive exploration approach at priority project areas.

Exploration continued at both the company's Queensland and Western Australian Projects with particular success returned from the Barlee Gold Project in Western Australia. The company also reviewed several international mineral opportunities which resulted in the significant acquisition of four mineral projects in the Central Asian country of Kyrgyzstan.



Australian exploration activities included;

- Completion of 157 aircore holes for 5,983 metres,
- Completion of 47 reverse circulation drill holes for 4,859 metres,
- Collection of 555 regional soil samples at Barlee, and,
- Processing and interpretation of the airborne VTEM survey at Greenvale.

Further Aircore (AC) and Reverse Circulation (RC) drilling at Barlee returned highly encouraging results from several prospects including Halleys East, Buddy, Phil and Halleys Channel, whilst regional AC drilling and geochemical sampling outlined gold anomalies worthy of follow-up work.

Interpretation of airborne EM and magnetic data by two external consultants at the Greenvale Project (including the Lucky Creek Joint Venture) identified a number of targets which require investigation.

In June 2008, the company signed a Heads of Agreement to acquire Silcom Resources Ltd, an unlisted private company

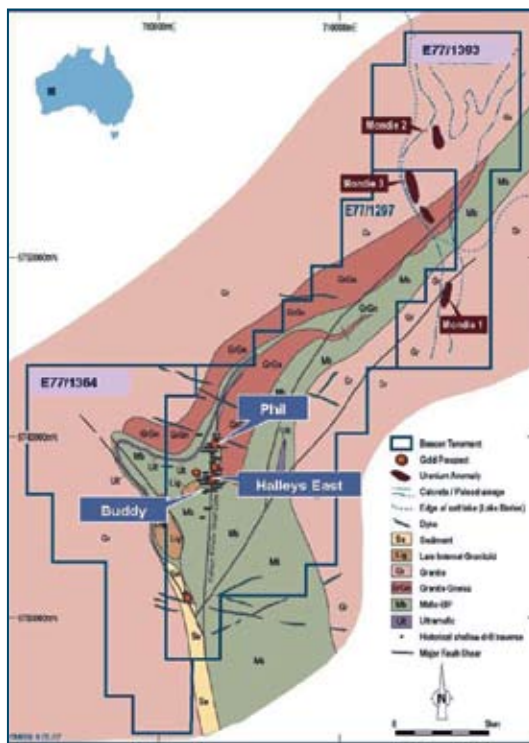
with mineral interests in the Central Asian country of Kyrgyzstan. The acquisition was subsequently approved by shareholders on the 24<sup>th</sup> July 2008.

The Baladjan and Djelidsyu Silicon Projects contain high silica quartzites that will be the focus of a Bankable Feasibility Study (including JORC compliant resource) which will investigate the potential to produce 30,000t per annum of silicon metal initially for the monosilicon market in Asia and Europe. The Keptash and Kumushtak projects are considered prospective for gold, silver, copper, and have had varying amounts of work completed on them ranging from soil sampling to exploratory adits.

**AUSTRALIAN OPERATIONS**

**Barlee Gold Project (E77/1297; BCN 80%, E77/1364, E77/1392; BCN 100%)**

The Barlee Gold Project is 200 kilometres (kms) north of Southern Cross, in the goldfields region of Western Australia, and covers an area of over 400 square kilometres, the majority of which remains under explored.



Following on from the exploration success achieved at the Barlee Gold Project in 2007, the company accelerated its efforts with the aim of quickly identifying areas of shallow gold occurrences that have the potential to host resources. The company targeted several prospects where earlier AC drilling had returned significant, shallow gold intercepts, including Halley's East, Buddy, Phil, Crabman, Russell and Halley's Channel. A total of 10,842 metres of AC and RC drilling was completed, which included 152 AC (BRB301-452) and 47 RC holes (BRC001-047).

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A number of significant shallow drill intercepts were returned from AC and RC drilling campaigns.

### Aircore Drilling Results – Barlee Project

Prospect	Hole (BRB)	East	North	Depth (m)	From (m)	Results (+ 0.2 g/t Au)
Buddy	305	702775	6737150	46	20	12m @ 0.4 g/t Au
					36	8m @ 0.5 g/t Au
	306	702800	6737150	39 Inc.	16	23m @ 0.8 g/t Au EOH
					20	8m @ 1.4 g/t Au
	307	702825	6737150	52	32	8m @ 0.6 g/t Au
	308	702875	6737150	55	52	3m @ 1.7 g/t Au EOH
	319	702825	6737200	54	48	4m @ 1.9 g/t Au
	329	702800	6737250	44	16	4m @ 2.0 g/t Au
					40	4m @ 0.5 g/t Au EOH
	332	702725	6737250	51	20	12m @ 0.3 g/t Au
337	702900	6737300	26 Inc.	12	8m @ 3.5 g/t Au	
				16	4m @ 6.3 g/t Au	
338	702825	6737300	39	16	4m @ 3.1 g/t Au	
339	702850	6737300	35	24	8m @ 0.5 g/t Au	
361	702950	6737425	31	16	4m @ 2.1 g/t Au	
Bindy	341	703650	6737400	41	40	1m @ 0.5 g/t Au EOH
					48	4m @ 1.0 g/t Au
Faith	366	703300	6737475	43	16	12m @ 0.4 g/t Au
					32	3m @ 0.6 g/t Au EOH
370	703130	6737480	39	12	8m @ 0.5 g/t Au	
375	703325	6737525	49	48	1m @ 1.2 g/t Au EOH	
378	703375	6737550	58	48	8m @ 1.2 g/t Au	
Halleys East	380	703250	6737575	26	20	4m @ 2.3 g/t Au
					41	8m @ 1.8 g/t Au
					16	8m @ 0.9 g/t Au
Halleys Channel	389	702840	6737480	36	20	8m @ 0.5 g/t Au
					12	12m @ 1.5 g/t Au
Phil	450	702875	6739325	36	16	4m @ 1.4 g/t Au
					24	12m @ 0.8 g/t Au EOH
					24	7m @ 0.4 g/t Au EOH

Prospect	Hole (BRB)	East	North	Depth (m)	From (m)	Results (+ 0.2 g/t Au)
	453	703950	6739325	25	4	8m @ 5.9 g/t Au
					20	5m @ 0.3 g/t Au EOH
Phil SE	428	702750	6739050	26	20	6m @ 0.3 g/t Au EOH
	429	702775	6739050	27	8	8m @ 0.6 g/t Au
	430	702800	6739050	20	0	4m @ 1.2 g/t Au

Results calculated at + 0.2 g/t Au

Repeat assays averaged.

Samples collected as composites to a maximum of 4 meters. All holes drilled vertical to blade refusal.

Assays sent to Ultratrace Laboratories in Perth. Gold & PGE determination via Fire Assay; silver, nickel & copper by mixed acid/ICP-OES.

Au = gold, EOH= End of Hole Results rounded to one significant figure.

#### RC Drilling results – Barlee Project

Prospect	Hole (BRC)	East	North	Depth (m)	From (m)	Results (+ 0.5 g/t Au)
Halleys East	001	703195	6737555	90	15	1m @ 0.77 g/t Au
					20	5m @ 2.7 g/t Au
				inc	23	1m @ 6.2 g/t Au
	002	703175	6737540	100	15	5m @ 4.6 g/t Au
				inc	18	2m @ 9.0 g/t Au
	003	703185	6737515	120	13	19m @ 4.9 g/t Au
				inc.	29	2m @ 28.7 g/t Au
					33	2m @ 1.9 g/t Au
					38	3m @ 6.8 g/t Au
				inc.	38	1m @ 10.5 g/t Au
				42	2m @ 0.62 g/t Au	
				46	3m @ 2.4 g/t Au	
	004	703210	6737490	139	19	5m @ 1.1 g/t Au
					33	1m @ 13.6 g/t Au
					49	3m @ 6.5 g/t Au
				inc.	50	1m @ 12.5 g/t Au
					64	3m @ 4.2 g/t Au

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## REVIEW OF OPERATIONS

Prospect	Hole (BRC)	East	North	Depth (m)	From (m)	Results (+ 0.5 g/t Au)	
Halleys East (continued))				inc.	64	1m @ 10.3 g/t Au	
					71	1m @ 22.6 g/t Au	
					79	2m @ 44.5 g/t Au	
		005	703160	6737510	85	15	8m @ 6.6 g/t Au
					inc.	19	2m @ 18.5 g/t Au
						25	1m @ 3.3 g/t Au
						27	4m @ 0.6 g/t Au
						32	11m @ 24.9 g/t Au
					inc.	32	2m @ 32 g/t Au
						37	3m @ 64.7 g/t Au
						47	3m @ 7.1 g/t Au
					Inc.	48	1m @ 19.7 g/t Au
		006	703185	6737480	130	8	2m @ 0.8 g/t Au
						18	2m @ 1.6 g/t Au
						55	2m @ 55.1 g/t Au
					69	5m @ 4.9 g/t Au	
				inc	69	2m @ 10.1 g/t Au	
	008	703155	6737465	139	42	1m @ 5.4 g/t Au	
					50	4m @ 4.3 g/t Au	
				Inc.		1m @ 10.6 g/t Au	
Halleys Channel	013	702905	6737520	70	16	5m @ 0.8 g/t Au	
					30	2m @ 2.9 g/t Au	
	014	702795	6737550	61	16	5m @ 1.3 g/t Au	
					30	2m @ 3.1 g/t Au	
	015	702825	6737550	73	27	1m @ 2.3 g/t Au	
	016	702830	6737650	73	26	8m @ 0.9 g/t Au	
					51	1m @ 1.8 g/t Au	
					56	1m @ 1.0 g/t Au	
	017	702885	6737675	61	28	1m @ 8.7 g/t Au	
					36	1m @ 1.2 g/t Au	
	019	702850	6737675	56	55	1m @ 3.1 g/t Au EOH	

Prospect	Hole (BRC)	East	North	Depth (m)	From (m)	Results (+ 0.5 g/t Au)
Buddy	027	702820	6737125	100	34	9m @ 2.0 g/t Au
	028	702845	6737110	138	61	2m @ 0.5 g/t Au
	029	702885	6737120	110	64	5m @ 1.3 g/t Au
					74	2m @ 3.9 g/t Au
	034	702940	6737265	138	76	2m @ 13.4 g/t Au
Phil					80	1m @ 1.0 g/t Au
	039	702945	6739280	100	25	14m @ 3.7 g/t Au
				Inc.	38	1m @ 11.1 g/t Au
					61	2m @ 1.6 g/t Au
					83	1m @ 4.0 g/t Au
	040	702945	6739305	70	8	2m @ 1.6 g/t Au
					17	3m @ 2.6 g/t Au
					23	3m @ 1.7 g/t Au
					49	1m @ 2.8 g/t Au
	043	702970	6739405	79	36	6m @ 1.6 g/t Au
					57	3m @ 4.8 g/t Au
	047	703040	6739485	88	0	3m @ 0.9 g/t Au
					8	1m @ 2.4 g/t Au
					14	4m @ 1.2 g/t Au
					26	5m @ 0.5 g/t Au
					40	2m @ 0.7 g/t Au
				87	1m @ 1.4 g/t Au EOH	

Results calculated at + 0.5 g/t Au, with a maximum of 2 meters internal dilution.

Repeat assays averaged.

All holes other than Halleys Channel drilled at -60° to 320°. Holes at Halleys Channel -60° to 270°

Samples collected as single meter samples from 75:25 splitter via cyclone mounted on drill rig.

Duplicate and blank samples inserted routinely.

Assays sent to Ultratrace Laboratories in Perth. Gold & PGE determination via Fire Assay-ICP/OES

Au = gold, EOH= End of Hole, NSR = No Significant Result. Results rounded to one significant figure.



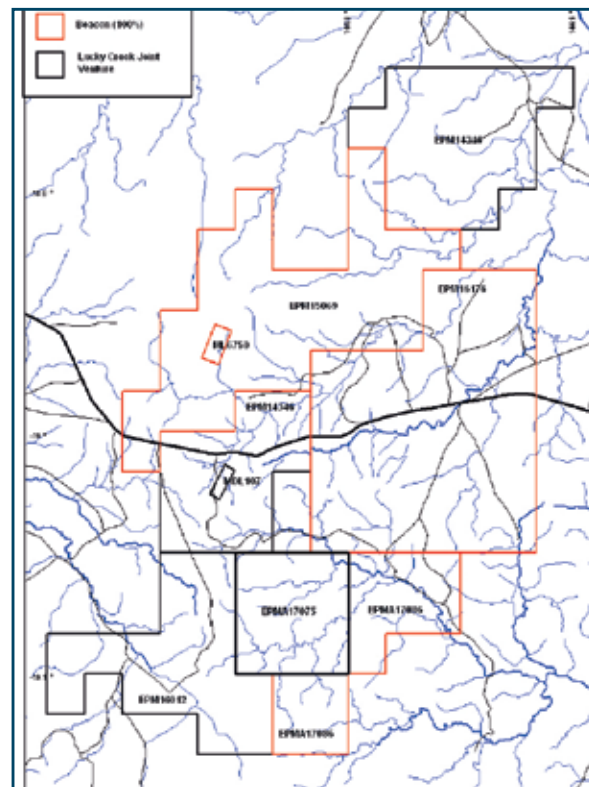
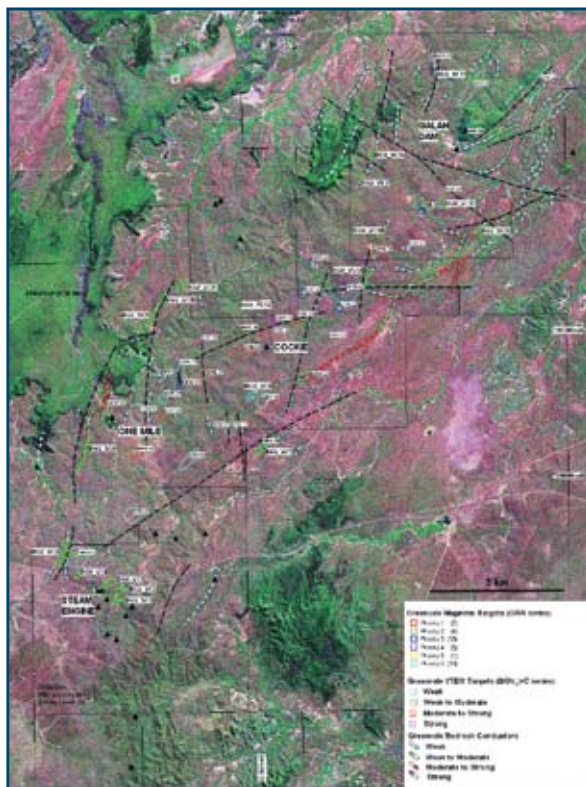
Interpretation of the VTEM component of the survey was completed by Southern Geoscience Consultants in Perth, who identified 19 targets within the area.

Anomalies (BGV\_VC1 to 4) were identified proximal to the Steam Engine Gold Prospect, and will be investigated to determine if they represent expressions of other mineralised zones in the area. At the company's base metal prospects, Galah Dam and One Mile Dam, weak to moderate bedrock conductor sources were also identified. Ground verification of all targets was recommended, after which further exploration will be planned.

The new magnetic data (collected at the same time as the VTEM) was interpreted by GeolInterp Ltd in Adelaide. A total of 37 targets were identified, of which 11 were of moderate to high priority.

A total of six of these high priority targets lie along the Cockie Trend, and the interpretation has greatly improved the understanding of the structural framework, geology and controls to mineralisation at the Greenvale Project.

This will aid greatly in the planning of future exploration programs.



Greenvale Project (inc. Lucky Creek JV)

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**PIONEER PROJECT**

The company's 80% interest in the Pioneer Project was sold to Chrysalis Resources Ltd which listed on the ASX in March 2008. A consideration of 1,000,000 shares (at 20c) and \$50,000 cash was received for the transaction.

**KYRGYZSTAN PROJECTS**

The company obtained shareholder approval on July 24<sup>th</sup> to acquire four mineral projects owned by Silcom Resources Ltd located in Kyrgyzstan, Central Asia. The acquisition is via the purchase of 100% of the issued share capital of Silcom Resources Limited (Silcom) from the shareholders of Silcom (the vendors).

The projects are at various stages of exploration ranging from grassroots to advanced. Previous exploration has included sampling, drilling, and initial metallurgical testwork at Baladjan and underground development and drilling at Kumushtak.

All four projects are in the Talas District of Kyrgyzstan in the west of the country. The Talas District is 380km west of the capital of Bishkek in the western part of the country. Kyrgyzstan is a landlocked nation with a population of 5.3 million people. The country is a producer and net exporter of hydro-electric power, but also contains abundant natural resources including gold, base metals and coal. Good communications, sealed roads and power networks are in place throughout the country.

The four projects cover a total area of approximately 16,900 ha. Silcom has well established exploration and administrative bases in Kyrgyzstan which will enable the company to operate effectively, and seek to acquire or participate in additional resource projects in the country.



### BALADJAN & DJELIDYSU SILICON PROJECTS

The projects are located approximately 60km east from the city of Talas. The project sites have excellent access to infrastructure, located adjacent to the main highway and with high voltage power lines running through or adjacent to them. This provides the company with access to reliable transport, labour and low cost hydro-electricity.

The quartzite unit is a laterally continuous rock unit that forms part of the Proterozoic Ovskeya Suite which occurs as a steeply dipping unit throughout the Talas Region.



At Baladjan-Djelidysu, the quartzite unit is particularly silica-rich and is exposed at surface as outcrop in a number of localities within the project area. Detailed mapping and trenching has been completed by Silcom over three areas of outcropping quartzite at Baladjan-Djelidysu, which has enabled Exploration Target Ranges to be calculated. Limited drilling completed by Silcom suggests the quartzite unit is continuous to depths of 100m down hole.

Although surface sampling and drilling has been completed at Baladjan, the dataset is incomplete and thus not acceptable under the JORC code.

Therefore, an initial Exploration Target Range of 4 to 20 Million tonnes of quartzite at Baladjan/Djelidysu has been estimated using measurements of outcropping quartzite obtained from geological mapping and drilling. A specific gravity value of quartzite of 2.65 gm/cm<sup>3</sup> has also been used. This is summarized below;

#### Baladjan/Djelidysu Projects – Exploration Tonnage Ranges

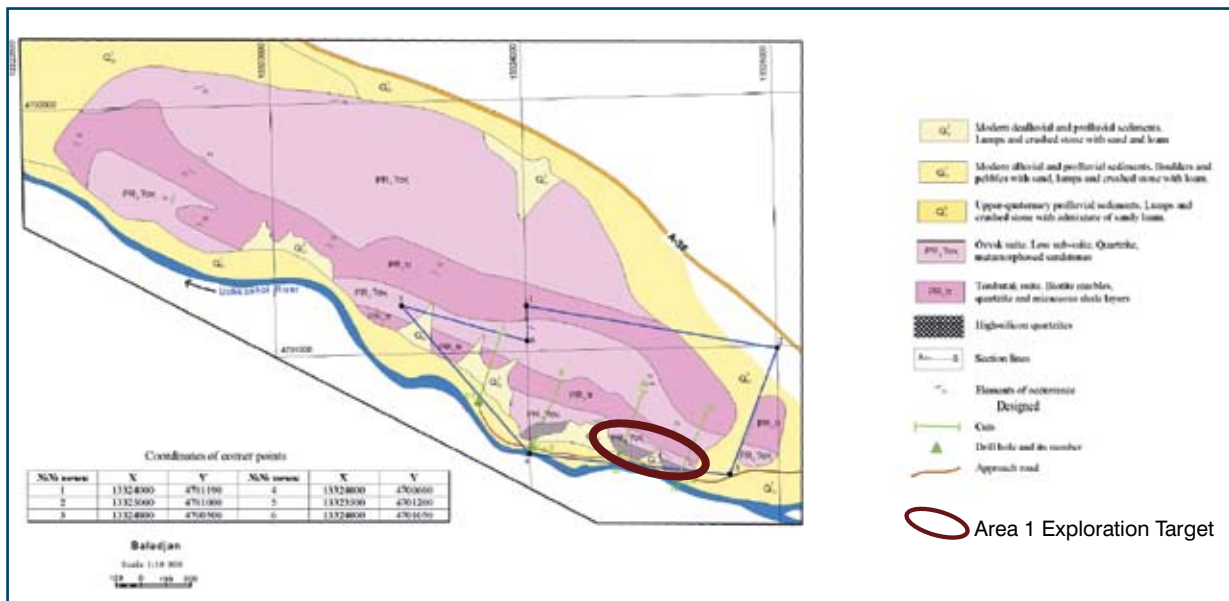
Area	Outcrop (Avg. Length)	Outcrop (Avg. width)	Outcrop (Avg. depth)	SG (g/cm <sup>3</sup> )	Exploration Tonnage
Area 1	300m	35m	70m	2.65	1.9 Mt
Area 2	200m	30m	50m	2.65	0.8 Mt
Area 3	220m	38m	59m	2.65	1.3 Mt
				<b>TOTAL</b>	<b>4.0 Mt</b>
Regional	3,200m	35m	60m	2.65	17.8 Mt
				<b>TOTAL</b>	<b>20.0 Mt</b>

- Area 1 -3 : Based on detailed geological mapping of outcrop, nine trenches/ sampling lines across outcrop width and four diamond core drill holes (Area 1).
- Regional : Based on geological mapping. Values for width and thickness taken from average of Areas 1-3, which is considered conservative.

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REVIEW OF OPERATIONS

In accordance with section 18 of the JORC code, Beacon wishes to state that the potential quantity and quality however is conceptual in nature as there has been insufficient verification of previous exploration to define a mineral resource and that it is uncertain if further exploration will result in the determination of an economic mineral resource. The target is based upon the calculations of outcropping quartzite which will require verification to meet with the JORC requirements and to comply fully with ASX listing rule 5.6.



### Baladjan Silicon Project – Geology, Tenure and Exploration target areas.

Beacon intends to undertake further exploration including surface sampling, geological mapping, topographic surveying and diamond core drilling at the project in order to bring the exploration targets to a level of confidence that they may be classified under the JORC code.



### Initial Metallurgical Testwork

Samples of diamond drill hole core completed by Silcom were utilised for initial metallurgical test work undertaken in Perth and are presented over page.

A total of 21 core samples were collected from four historical diamond drill holes completed at Baladjan and

submitted to Dr. R.J. Watling at the University of Western Australia in October 2007. The aim of the work was to provide a representative leachability index and indication of mineralogical composition for Baladjan. Samples were analysed for both major and minor elements. Major elements were analysed using X-ray fluorescence whilst minor elements were analysed using mixed acid digest and ICP-MS. Certified reference materials were used to confirm the accuracy of data.

The analytical data confirmed that the quartzite is generally of high purity with SiO<sub>2</sub> concentrations varying between 98.2% and 99.4%. Major element analyses for selected Baladjan samples are presented as below.

#### Results of Major Element concentrations for selected core and surface samples.

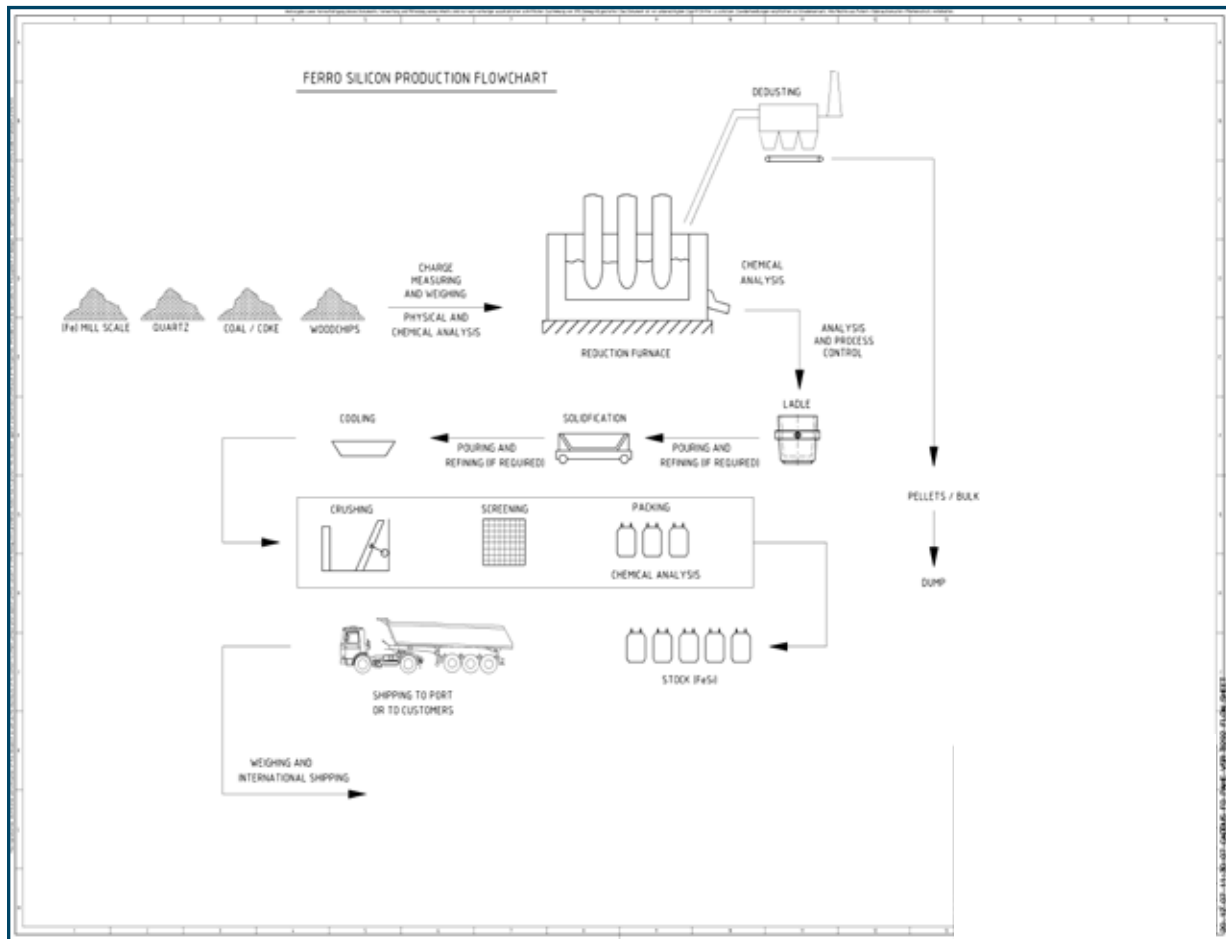
Sample	SiO <sub>2</sub>	Al <sub>2</sub> O <sub>3</sub>	CaO	Fe <sub>2</sub> O <sub>3</sub>	K <sub>2</sub> O	MgO	Na <sub>2</sub> O	P <sub>2</sub> O <sub>5</sub>	SO <sub>3</sub>	TiO <sub>2</sub>	MnO	LOI
UNITS	%	%	%	%	%	%	%	%	%	%	%	%
07TSW-011-02	98.9	0.38	0.01	0.08	0.1	0.08	0.03	0.006	0.02	0.03	<0.01	0.2
07TSW-011-03	98.9	0.39	<0.01	0.17	0.1	0.15	0.02	0.009	0.02	0.07	<0.01	0.15
07TSW-011-06	98.4	0.3	0.07	0.04	0.07	0.07	0.02	0.011	0.02	0.05	<0.01	0.24
07TSW-011-07	98.9	0.33	0.03	0.07	0.08	0.1	0.02	0.01	0.02	0.07	<0.01	0.16
07TSW-011-08	99.4	0.09	<0.01	0.07	0.02	0.08	0.02	0.006	0.02	0.01	<0.01	0.17
07TSW-011-09	99.2	0.27	<0.01	0.06	0.07	0.07	0.02	0.007	0.02	0.02	<0.01	0.15
07TSW-011-011	97.7	0.4	<0.01	0.06	0.1	0.11	<0.01	0.009	0.02	0.08	<0.01	0.16
07TSW-011-012	98.9	0.4	<0.01	0.07	0.1	0.06	0.02	0.012	0.02	0.09	<0.01	0.15
07TSW-011-013	97.8	0.64	<0.01	0.48	0.05	0.26	0.02	0.01	0.02	0.01	<0.01	0.36
07TSW-011-014	99.0	0.36	<0.01	0.08	0.05	0.09	0.01	0.005	0.02	0.07	<0.01	0.17
07TSW-011-015	99.0	0.36	<0.01	0.1	0.09	0.18	0.02	0.006	0.02	0.07	<0.01	0.17
07TSW-011-016	99.1	0.51	<0.01	0.07	0.13	0.03	0.02	0.007	0.02	0.08	<0.01	0.18
07TSW-011-017	98.2	0.85	<0.01	0.11	0.24	0.06	0.03	0.02	0.02	0.16	<0.01	0.2
07TSW-011-018	99.0	0.39	<0.01	0.08	0.1	0.02	0.02	0.007	0.02	0.05	<0.01	0.18
07TSW-011-019	99.1	0.25	<0.01	0.07	0.02	0.02	0.004	0.004	0.02	0.03	<0.01	0.15
07TSW-011-020	98.6	0.67	<0.01	0.14	0.18	0.02	0.006	0.006	0.02	0.09	<0.01	0.24
07TSW-011-021	98.5	0.67	<0.01	0.14	0.17	0.03	0.007	0.007	0.02	0.09	<0.01	0.17
07TSW-011-022	98.9	0.43	<0.01	0.12	0.12	0.03	0.02	0.005	0.02	0.05	<0.01	0.23
07TSW-011-023	98.8	0.44	<0.01	0.15	0.12	0.03	0.02	0.006	0.02	0.03	<0.01	0.22
07TSW-011-024	98.9	0.53	<0.01	0.08	0.14	0.03	0.02	0.006	0.02	0.07	<0.01	0.18
07TSW-011-025	98.2	0.79	0.02	0.48	0.22	0.05	0.032	0.012	0.02	0.08	<0.01	0.25

Beacon plans further metallurgical test work to evaluate the potential as part of a Feasibility Study into the economic viability of the project, and has also commenced negotiations with an major international technology company to coordinate the planned work.

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**Proposed Feasibility Study**

Subject to the completion of a JORC compliant resource, the company plans to immediately commence an independent feasibility study at Baladjan/Djelidysu. The study will be based on the production of a nominal 30,000t per annum of Silicon Metal utilising normal, commercial sized Submerged Arc furnace technology. Several silicon plants around the world including Simcoa in Australia operate using similar production parameters.

**Conceptual Process Flowsheet****Silicon Market Analysis**

In 2007 the silicon and ferrosilicon markets experienced exceptionally strong growth primarily as a result of the increase in global demand for silicones and solar cells (silicon) and the large increase in world-wide steel production (ferrosilicon).

Key applications of Silicon (and its main variants) are:

- Ferrosilicon is used as addition in iron and steel products to improve their strength and quality.
- Silicon metal is the feedstock for production of silicones, solar silicon and semiconductor grade silicon,
- Silicon metal is also used in glass making and as an addition to aluminium alloys.

In percentage terms the main markets for silicon and ferrosilicon are as follows:

#### Silicon

Aluminium alloys	52%
Silicone and Silane chemical	39%
Solar cells and electronics	7%

#### Ferrosilicon

Steel production	75%
Cast iron production	20%

Ferrosilicon and silicon metal are manufactured in primarily the same way utilising standard commercial pyrometallurgical techniques. The main difference in Ferrosilicon, Silicon metal and further refined silicon products (monocrystalline and polycrystalline) is the silicon content. The table below outlines the typical silicon grades for each main silicon product group.

With expected continued growth in world steel output as well as robust demand for aluminium silicon alloys, overall demand for silicon and ferrosilicon is forecast to expand at approximately 7 – 9% per annum for at least the next 5-10 years.

Although coming from a relatively small market size, substantial growth is forecast for the polysilicon market of 35% per annum as the solar cell industry experiences continued strong growth.

#### Product Summary

The table below outlines a summary of the main categories of Silicon product and their respective characteristics:

#### Main Categories of Silicon Product

	Ferrosilicon	Metallurgical Grade Silicon	Polysilicon
Approximate Grades % Silicon	50 to 75%	98.5 to 99 .9%	99.9 – 99.999999999%
Main Applications	Steel and Cast Iron alloys	Cast Aluminium Silicones/Silanes	Semiconductors Solar Cells
Price 2008	US\$1,500/t	US\$3,000/t	Semiconductors US\$300,000/t Solar US\$230,000/t

(#1 - source Roskill Report 2007).

## 02

**KUMUSHTAK AU-AG PROJECT**

The Kumushtak project (85km<sup>2</sup>) is located 60km west of Talas, within the Tien Shan Gold Belt. This belt hosts a number of large gold deposits within Kyrgyzstan including Kumtor (17 Moz) and Makmal (5 Moz).

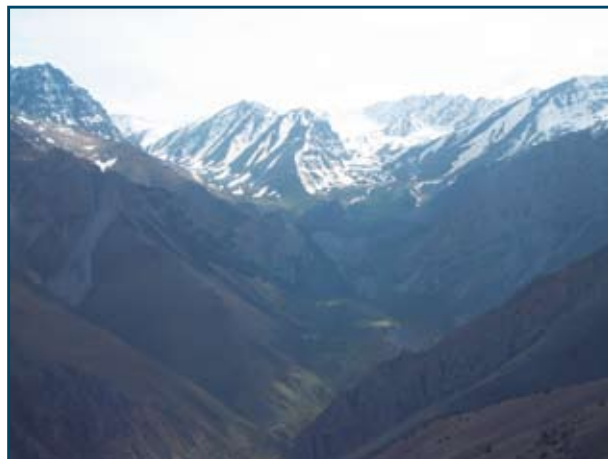


Mineralisation at Kumushtak is hosted within brecciated and silicified Proterozoic shales and siltstones. Silver, gold, copper, lead and bismuth mineralisation occurs as veins and disseminated sulphides associated with quartz-siderite alteration in several moderately dipping zones. At present, it is unclear as to the relationship of the various elements due to incomplete historical sampling records within the mineralised zone and the company intends to investigate this as a priority.

During the period 1982 -1984 exploration adits were constructed by Russian Government geologists into the projected sub-surface silver mineralisation. Adit mapping was carried out at 1:200 scale with peak assay results of 1,046g/t Ag and 4.51g/t Au over widths of 0.4 to 3.0m being recorded within a broad mineralised zone of some 30m thickness.

During 1996 – 1998, Japanese government geological teams mapped and soil sampled the region around Kumushtak searching for new mineralised zones. A total of 564 soil samples were collected and assay results outlined a major 4,000m by 1,600m soil anomaly in excess of 10g/t Ag. This anomaly remains to be drill tested.

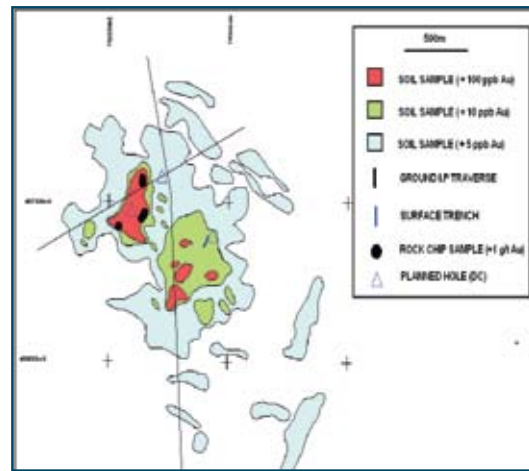
Beacon intends to finalise the collation of previous work and verify it. Initial exploration will include infill soil sampling, mapping and diamond core drilling.



**KEPTASH AU-MO-CU PROJECT**

The Keptash project is an early stage grassroots exploration project (85km<sup>2</sup>) that is located in the mountainous area approximately 47km south west of Talas. Within the project, zones of greisen related poly-metallic mineralisation are known. In the north western part of a large geochemical anomaly, mineralisation is characterized by concentrations of gold, copper and molybdenum, which has been identified over a 1000m X 300m elliptical area. A 12m trench sample (historical result) in the greisen material within the mineralised zone yielded up to 0.13% of molybdenum and surface rock chip samples have returned gold results to 5 g/t. Visible copper minerals are observable in outcrop.

A similar exploration strategy to Kumushtak is to be employed at Keptash.



## DIRECTORS REPORT

Your directors submit the annual financial report of the entity for the financial year ended 30 June 2008. In order to comply with the provisions of the Corporations Act, the directors report as follows:

### DIRECTORS

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

#### Names, qualifications, experience

##### **Matthew Egan, Non-Executive Chairman**

Matthew Egan has been associated with the exploration and mining industry for over 25 years. Matthew commenced his career with his family owned mineral drilling contracting company, working up to the position of Managing Director, where he negotiated and won long term contracts with key mining companies which resulted in the growth of the company to employing 135 staff. The company was later purchased by publically listed Drillcorp.

He is currently the Managing Director and owner of Egan Drilling Services, a mineral drilling contractor operating in Western Australia.

Mr Egan was appointed to the Board on 9 May 2006.

Mr Egan has no other public company directorships and has not held any public company directorships in the last 3 years.

##### **Darryl Harris B.Sc.MAusIMM , Managing Director**

Darryl Harris is an engineering metallurgist with over 20 years experience in the design and commissioning of mineral processing plants, in particular diamonds. Mr Harris has had a long association with engineering companies including Nedpac and Signet Engineering and was involved in the development of various projects, including project co-ordinator for the An Feng-Kingstream Steel Project and other Australian ferrous projects. Prior to joining Beacon Minerals Limited, Mr Harris was the Australian Project Development Manager of the large international engineering firm Outokumpu Australasia Pty Ltd.

Mr Harris is currently the Non Executive Chairman of Indo Mines Limited and has been a director of the company since 16 June 1987. The ASX listed Indo Mines Limited are developing the Jogjakarta Ironsands Project in Indonesia.

Mr Harris was appointed to the Board on 31 July 2008.

During the last three years, Mr Harris has also served as a director of Indo Mines Limited, an ASX listed company

##### **Paul Lloyd, B.Bus CA , Director/Company Secretary**

Paul Lloyd is a Chartered Accountant with over 20 years commercial experience. Mr Lloyd operates his own corporate consulting business, specialising in the area of corporate, financial and management advisory services. After commencing his career with an international accounting firm, he was employed for approximately 10 years as the General Manager of Finance for a Western Australian based international drilling contractor working extensively in Asia and Africa.

Mr Lloyd is a non executive Director of ASX-listed Target Energy Limited and Riviera Resources Limited.

Mr Lloyd was appointed to the Board on 9 May 2006.

During the last three years, Mr Lloyd has also served as a director of the following listed companies:

Target Energy Limited\*

Riviera Resources Limited\*

**Lyle Thorne B.App Sc(Hons), Director**

Lyle Thorne is a geologist with over 15 years experience in the Mineral Resources industry. He holds a Bachelor of Applied Science (Hons) majoring in Geology from the University of Ballarat and is a member of the Australian Institute of Mining and Metallurgy.

He commenced his career as a geologist with various mining and exploration companies including DeBeers Ltd and Perseverance Mining Ltd, and has held senior management positions including Senior Exploration Geologist with Eagle Mining Corporation Limited and as Principal Geologist with Helix Resources Ltd. In 2003, Mr Thorne joined and subsequently became a partner of Ravensgate Pty Ltd, a geological consulting and resource estimation company involved in preparing independent reports for companies listing on the ASX, AIM and TSX. He was part of the team that organised the IPO and successful listing of Prosperity Resources Limited on the ASX in November 2003 and held the role of Exploration Manager post the IPO. He left Ravensgate Pty Ltd in late 2005 to establish Shackleton Capital Pty Ltd, a privately owned investment and consultancy company.

Mr Thorne was appointed to the Board on 9 May 2006.

Mr Thorne has no other public company directorships and has not held any public company directorships in the last 3 years.

**John Hebenton Assoc.Mech Eng, FIEAust, CPEng, NPER(Chem), MAusIMM (Non Executive Director)**

John Hebenton is a mechanical/chemical engineer with over thirty years international experience in the design, project management, construction and commissioning of a diverse range of large scale process plant technologies. He has established many large multi-disciplinary Project task forces incorporating overseas engineering specialists, resulting in successful turn key completion of many significant projects including unique, first of their kind plants such as Hismelt Kwinana, WA. He was Consortium Project Manager for the successful implementation of Turkey's first privately owned resource project- a Copper/Zinc Mine and Concentrate Processing Plant - in partnership with one of Turkey's largest construction companies, heading up an international design team in Ankara.

Mr Hebenton is currently the Managing Director of Nimrodel Resources Limited, an ASX listed company which is developing a portfolio of highly prospective uranium and base metals projects in Kyrgyzstan and Australia.

In addition to managing projects in Western Australia, Victoria and the Northern Territory, Mr Hebenton also held responsibility for feasibility studies, development and management of projects on behalf of global German and Finnish Technology suppliers Lurgi and Outokumpu. In this role he was also Acid Plant Study Manager for the current proposed expansion of the Olympic Dam Copper-Uranium Project.

Mr Hebenton has consulted to the WA Government on Swiss waste to energy technologies and has prepared business plans and marketing for integrated waste to energy projects in Australia, China, India, Indonesia, Malaysia and Thailand as well as developing proposals for solar projects in Germany and Australia.

Mr Hebenton is a former President of the West Australian-German Business Association and former Vice-President of the International Business Council WA.

Mr Hebenton was appointed to the Board on 31 July 2008.

During the last three years, Mr Hebenton has also served as a director of Nimrodel Resources Limited, an ASX listed company.

\* denotes current directorships

**Directors' interests in the shares and options of the company and related bodies corporate**

As at the date of this report, the interests of the directors in the shares and options of Beacon Minerals Limited were:

	Number of remuneration options	Number of other options	Number of fully paid ordinary shares
Matthew Egan	2,000,000 (i)	635,974 (iii)	1,521,947
Darryl Harris	1,500,000 (ii)	800,000 (ii)	854,000
Paul Lloyd	2,000,000 (i)	2,015,000 (iii)	4,330,000
Lyle Thorne	2,000,000 (i)	537,500 (iii)	941,370
John Hebenton	500,000 (ii)	-	80,000

- (i) Exercisable at 20 cents on or before 31 May 2011.
- (ii) Exercisable at 30 cents on or before 31 August 2010.
- (iii) These options were issued to all shareholders on the basis of 1 option for every 2 shares held as per the prospectus dated 16 February 2007. These options are exercisable at 20 cents on or before 31 August 2010.

**Share Options**

Details of unissued ordinary shares under options are as follows:

	Number of options	Exercise price	Expiry date
Beacon Minerals Limited	6,000,000	20 cents	31 May 2011
Beacon Minerals Limited	16,588,352	20 cents	31 August 2010
Beacon Minerals Limited	45,283,580	30 cents	31 August 2010
Beacon Minerals Limited	150,000	27 cents	1 August 2012

No ordinary shares have been issued during the financial year as a result of the exercise of options.

**Dividends**

No dividends have been paid or declared since the start of the financial year and the directors do not recommend the payment of a dividend in respect of the financial year.

**Principal Activities**

The principal activities of the entity during the year were the exploration for minerals in Australia.

There have been no significant changes in the nature of those activities during the year.

### Review of operations

This reporting year was again a very active and exciting one for the company, with a continued aggressive exploration approach at priority project areas. Exploration continued at both the company's Queensland and Western Australian Projects with particular success returned from the Barlee Gold Project in Western Australia. The company also reviewed several international mineral opportunities which resulted in the significant acquisition of four mineral projects in the Central Asian country of Kyrgyzstan.

#### Barlee –

Further Aircore (AC) and Reverse Circulation (RC) drilling at Barlee returned highly encouraging results from several prospects including Halleys East, Buddy, Phil and Halleys Channel, whilst regional AC drilling and geochemical sampling outlined gold anomalies worthy of follow-up work.

A number of significant shallow drill intercepts were returned from AC and RC drilling campaigns. Further Aircore drilling in September 2007 defined and expanded known targets areas at Barlee.

#### Selected Aircore Drilling Results – Barlee Project

Prospect	Hole (BRB)	East	North	Depth (m)	From (m)	Results (+ 0.2 g/t Au)
Buddy	306	702800	6737150	39 Inc.	16 20	23m @ 0.8 g/t Au EOH 8m @ 1.4 g/t Au
	308	702875	6737150	55	52	3m @ 1.7 g/t Au EOH
	319	702825	6737200	54	48	4m @ 1.9 g/t Au
	329	702800	6737250	44	16 40	4m @ 2.0 g/t Au 4m @ 0.5 g/t Au EOH
	337	702900	6737300	26 Inc.	12 16	8m @ 3.5 g/t Au 4m @ 6.3 g/t Au
	338	702825	6737300	39	16	4m @ 3.1 g/t Au
	Halleys East	380	703250	6737575	26	20
383		702175	6737575	41	20	8m @ 1.8 g/t Au
384		702150	6737575	34	16	8m @ 0.9 g/t Au
Halleys Channel	391	702875	6737520	38	12	12m @ 1.5 g/t Au
	453	703950	6739325	25	4	8m @ 5.9 g/t Au
	430	702800	6739050	20	0	4m @ 1.2 g/t Au

The results from this and earlier Aircore drilling programmes allowed the company to plan and complete its first ever RC drilling programme at Barlee in March 2008, which returned a number of highly encouraging results.

## 03

## Selected RC Drilling Results – Barlee Project

Prospect	Hole (BRC)	East	North	Depth (m)	From (m)	Results (+ 0.5 g/t Au)
Halleys East	001	703195	6737555	90	20	5m @ 2.7 g/t Au
	002	703175	6737540	100	15	5m @ 4.6 g/t Au
				inc	18	2m @ 9.0 g/t Au
	003	703185	6737515	120	13	19m @ 4.9 g/t Au
				inc.	29	2m @ 28.7 g/t Au
					33	2m @ 1.9 g/t Au
					38	3m @ 6.8 g/t Au
				inc.	38	1m @ 10.5 g/t Au
	004	703210	6737490	139	19	5m @ 1.1 g/t
					33	1m @ 13.6 g/t Au
					49	3m @ 6.5 g/t Au
				inc.	50	1m @ 12.5 g/t Au
					64	3m @ 4.2 g/t Au
				inc.	64	1m @ 10.3 g/t Au
					71	1m @ 22.6 g/t Au
					79	2m @ 44.5 g/t Au
	005	703160	6737510	85	15	8m @ 6.6 g/t Au
				inc.	19	2m @ 18.5 g/t Au
					32	11m @ 24.9 g/t Au
			inc.	32	2m @ 32 g/t Au	
				37	3m @ 64.7 g/t Au	
				47	3m @ 7.1 g/t Au	
			Inc.	48	1m @ 19.7 g/t Au	
006	703185	6737480	130	55	2m @ 55.1 g/tAu	
			Inc.	69	5m @ 4.9 g/t Au	

Prospect	Hole (BRC)	East	North	Depth (m)	From (m)	Results (+ 0.5 g/t Au)
	008	703155	6737465	139	42	1m @ 5.4 g/tAu
					50	4m @ 4.3 g/t Au
				Inc.		1m @ 10.6 g/t Au
Halleys Channel	014	702795	6737550	61	16	5m @ 1.3 g/t Au
					30	2m @ 3.1 g/t Au
	017	702885	6737675	61	28	1m @ 8.7 g/t Au
					36	1m @ 1.2 g/t Au
Buddy	027	702820	6737125	100	34	9m @ 2.0 g/t Au
	029	702885	6737120	110	64	5m @ 1.3 g/t Au
					74	2m @ 3.9 g/t Au
	034	702940	6737265	138	76	2m @ 13.4 g/t Au
Phil	039	702945	6739280	100	25	14m @ 3.7 g/t Au
				Inc.	38	1m @ 11.1 g/t Au
	040	702945	6739305	70	8	2m @ 1.6 g/t Au
					17	3m @ 2.6 g/t Au
					23	3m @ 1.7 g/t Au
	043	702970	6739405	79	36	6m @ 1.6 g/t Au
					57	3m @ 4.8 g/t Au

The shallow mineralisation defined to date at Barlee is interpreted to have a spatial association with north east trending shear zones and quartz-feldspar porphyries. Gold occurs in sheared, bleached, silicified sulphide-quartz zones which are interpreted to dip to the southeast. At present, a number of zones have been identified along two north east trending shear zones, the Halleys East and Phil Shear Zones. Mineralisation to date is open at depth and along strike and the company plans to complete further drilling as a priority at Halleys East, Buddy and Phil to further define the mineralised zones and determine their potential to host shallow resources. Regional exploration targeting other, untested structural targets is also considered a priority and will also be undertaken.

### Greenvale

Interpretation of airborne EM and magnetic data by two external consultants at the Greenvale Project (including the Lucky Creek Joint Venture) identified a number of targets which require field verification and investigation. Further drilling at Steam Engine and Galah Dam within the Lucky Creek Joint Venture is also planned.

### Kyrgyzstan

In June 2008, the company signed a Heads of Agreement to acquire Silcom Resources Ltd, an unlisted private company with mineral interests in the Central Asian country of Kyrgyzstan. The acquisition was subsequently approved by shareholders on the 24 July 2008.

The Baladjan and Djelidysu Silicon Projects contain high silica quartzites that will be the focus of a Bankable Feasibility Study (including JORC compliant resource) which will investigate the potential to produce 30,000t per annum of silicon metal initially for the monosilicon market in Asia and Europe. The Keptash and Kumushtak projects are considered prospective for Ag-Au-Cu, and have had varying amounts of work completed on them ranging from soil sampling to exploratory adits.

Silcom Resources Limited has an established geological team and base in Kyrgyzstan which are actively progressing the projects.

### Operating results for the year

Net loss attributable to equity holders for the year ended 30 June 2008	\$1,708,866
Basic loss per share (cents)	5.00

### Significant changes in the state of affairs

There have been no significant changes in the state of affairs of the Company to the date of this report, not otherwise disclosed in this report.

### Significant events after balance date

At a meeting of shareholders held 24 July 2008, the shareholders approved the acquisition of Silcom Resources Limited. The consideration for 100% of the share capital of Silcom Resources Limited was the issue of 43,283,580 ordinary shares of the company and the allotment of 42,283,580 options over ordinary shares of the company that are exercisable on or before 31 August 2010 at a price of 30 cents. At the same meeting, the shareholders also approved;

- The issue of 1,500,000 options to Darryl Harris (Managing Director) with an exercise price of 30 cents and an expiry date of 31 August 2010
- The issue of 500,000 options to John Hebenton (non executive Director) with an exercise price of 30 cents and an expiry date of 31 August 2010
- The issue of 1,000,000 ordinary shares to Paul Lloyd (executive Director)
- The issue of 1,000,000 options to facilitators of the transaction with an exercise price of 30 cents and an expiry date of 31 August 2010
- an employee share option plan
- a facility to issue 20,000,000 ordinary shares of the company without the requirement to seek shareholder approval.

Silcom Resources Limited has 100% ownership of four advanced exploration projects in Kyrgyzstan, Central Asia.

There are no other matter or circumstance that have arisen after balance date that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

### Likely developments and expected results

Disclosure of information regarding likely developments in the operations of the Company in future financial years and the expected results of those operations is likely to result in unreasonable prejudice to the Company. Therefore, this information has not been presented in this report.

**Environmental legislation**

The Company is not subject to any significant environmental legislation.

**Indemnification and insurance of Directors and Officers**

The Company has agreed to indemnify the following current directors of the Company, Mr M Egan, Mr D Harris, Mr P Lloyd, Mr L Thorne and Mr J Hebenton against all liabilities to another person (other than the Company or related body corporate) that may arise from their position as directors of the Company, except where the liability arises out of conduct involving a lack of good faith. The agreement stipulates that the Company will meet the full amount of any such liabilities, including costs and expenses.

The total amount of premiums paid was \$8,236.

**Remuneration report**

This report outlines the remuneration arrangements in place for directors and executives of Beacon Minerals Limited (the “company”).

**Remuneration philosophy**

The performance of the company depends upon the quality of the directors and executives. The philosophy of the company in determining remuneration levels is to:

- set competitive remuneration packages to attract and retain high calibre employees;
- link executive rewards to shareholder value creation; and
- establish appropriate, demanding performance hurdles for variable executive remuneration.

**Remuneration structure**

In accordance with best practice Corporate Governance, the structure of non executive director and executive remuneration is separate and distinct.

**Non executive director remuneration**

The Board seeks to set aggregate remuneration at a level that provides the company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost that is acceptable to shareholders.

The ASX Listing Rules specify that the aggregate remuneration of non executive directors shall be determined from time to time by a general meeting.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually. The Board considers advice from external shareholders as well as the fees paid to non executive directors of comparable companies when undertaking the annual review process.

Each director receives a fee for being a director of the company.

The remuneration of non executive directors for the year ended 30 June 2008 is detailed in note 19 of this report.

**Senior manager and executive director remuneration**

Remuneration consists of fixed remuneration and variable remuneration (comprising short-term and long-term incentive schemes).

**Fixed Remuneration**

Fixed remuneration is reviewed annually by the Board of Directors. The process consists of a review of relevant comparative remuneration in the market and internally and, where appropriate, external advice on policies and practices.

**Variable Remuneration**

The current directors hold significant numbers of options and or shares. Therefore there exists a direct link between the creation of shareholder wealth performance, and the financial rewards for the directors.

### Employment Contract

The executive Director, Mr Lyle Thorne is employed under contract. The current employment contract commenced on 20 November 2006 and has no defined termination date. The main terms of the employment contract with Mr Thorne are as follows:

- Remuneration of \$180,000 pa plus superannuation
- Salary reviewed each year at the discretion of the Company
- Either party is entitled to terminate the agreement by six months notice

### Remuneration of directors(audited)

	Primary benefits	Post employment			Equity	Total	%
	Salary & Fees	Non Monetary Benefits	Super-annuation	Prescribed benefits	Options		Performance related
<b>30 June 2007</b>							
P Lloyd	73,189	2,596	3,647	-	30,931	110,363	28
L Thorne	103,729	2,596	9,112	-	30,931	146,368	21
M Egan	18,000	2,596	1,620	-	30,932	53,148	58
<b>Total</b>	<b>194,918</b>	<b>7,788</b>	<b>14,379</b>	<b>-</b>	<b>92,794</b>	<b>309,879</b>	<b>30</b>
<b>30 June 2008</b>							
M Egan	24,000	1,602	2,160	-	-	27,762	-
D Harris	-	-	-	-	-	-	-
P Lloyd	120,000	1,602	6,480	-	-	128,082	-
L Thorne	180,000	1,602	16,200	-	-	197,802	-
J Hebenton	-	-	-	-	-	-	-
<b>Total</b>	<b>324,000</b>	<b>4,806</b>	<b>24,840</b>	<b>-</b>	<b>-</b>	<b>353,646</b>	<b>-</b>

**Table 2: Options granted as part of remuneration**

	Value of options granted at grant date	Value of options exercised at exercise date	Value of options lapsed at time of lapse	Total value of options granted, exercised and lapsed	Value of options lapsed during period	Value of options included in remuneration for the period	% remuneration consisting of options for the period
<b>30 June 2007</b>							
P Lloyd	30,931	-	-	30,931	-	30,931	28
L Thorne	30,931	-	-	30,931	-	30,931	21
M Egan	30,932	-	-	30,932	-	30,932	58

No options were granted as part of remuneration during the year ended 30 June 2008.

For details on the valuation of the options, including models and assumptions used, please refer to Note 11. There were no alterations to the terms and conditions of options granted as remuneration since their grant date.

**Directors' Meetings**

The number of meetings of directors held during the year and the number of meetings attended by each director was as follows:

<b>Directors' Meetings</b>	
Number of meetings held:	12
Number of meetings attended:	
M Egan	12
D Harris	N/A
P Lloyd	12
L Thorne	12
J Hebenton	N/A

**Auditor Independence**

Section 307C of the Corporations Act 2001 requires our auditors, HLB Mann Judd, to provide the directors of the Company with an Independence Declaration in relation to the audit of the financial report. This Independence Declaration is set out on page 19 and forms part of this directors' report for the year ended 30 June 2008.

**Non-Audit Services**

There were no non-audit services provided by our auditors, HLB Mann Judd, during the year.

Signed in accordance with a resolution of the directors.



Matthew Egan  
Chairman

Perth, 30 September 2008

## CORPORATE GOVERNANCE STATEMENT

This statement outlines the main corporate governance practices in place throughout the year, which comply with the ASX Corporate Governance Council recommendations, unless otherwise stated.

### Board of Directors

#### Role of the Board

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

To fulfil this role, the Board is responsible for the overall corporate governance of the entity including formulating its strategic direction, approving and monitoring capital expenditure, setting remuneration, appointing, removing and creating succession policies for directors and senior executives, establishing and monitoring the achievement of management's goals and ensuring the integrity of internal control and management information systems. It is also responsible for approving and monitoring financial and other reporting.

#### Board Processes

The Board has established a framework for the management of the entity including a system of internal control, a business risk management process and appropriate ethical standards.

The full Board schedules meetings, including strategy meetings and any extraordinary meetings, as necessary to address any specific significant matters that may arise. The agenda for meetings is prepared in conjunction with the Chairman and Company Secretary. Standing items include the management report, financial reports, strategic matters, governance and compliance. Submissions are circulated in advance.

The entity is not currently considered to be of a size, nor is its affairs of such complexity to justify the establishment of separate board committees, including a Nomination Committee, Remuneration Committee or an Audit Committee. Accordingly, all matters that may be considered by such committees are dealt with by the full Board. Details of the Board's procedures in respect to each of these areas are further outlined within the Corporate Governance Statement below - see Nomination Committee, Remuneration Committee and Audit committee respectively.

#### Director Education

The company has a formal process to educate new directors about the nature of the business, current issues, the corporate strategy and the expectations of the entity concerning performance of directors. Directors also have the opportunity to visit entity facilities and meet with management to gain a better understanding of business operations. Directors are given access to continuing education opportunities to update and enhance their skills and knowledge.

#### Independent Professional Advice and Access to Company Information

Each Director has the right of access to all relevant company information and to the Company's executives and, subject to prior consultation with the chairman, may seek independent professional advice from a suitably qualified adviser at the entity's expense. The director must consult with an advisor suitably qualified in the relevant field, and obtain the chairman's approval of the fee payable for the advice before proceeding with the consultation. A copy of the advice received by the director is made available to all other members of the Board.

**Composition of the Board**

The names of the Directors of the Company in office at the date of this report are set out in the Directors' Report on page 4 and 5.

The composition of the Board is determined using the following principles:

- A minimum of three directors, with a broad range of expertise both nationally and internationally
- Directors having extensive knowledge of the Company's industries, and those which do not, have extensive expertise in significant aspects of auditing and financial reporting, or risk management and financing of public companies
- The roles of Chairman and Managing Director are not to be exercised by the same individual; and
- A maximum period of three years service, subject to re-election every two years (except for the Managing Director).

**Board of Directors**

Board members have experience in the management of public companies. The board currently does not have a majority of independent directors as recommended by the ASX Corporate Governance Council. The directors consider that, given the current size and stage of development of the Company, the current number of independent directors in the Company is appropriate for the effective execution of the board's responsibilities. The directors periodically monitor the need to appoint additional independent directors.

**Nomination Committee**

The board considers that a formally constituted Nomination Committee is not appropriate as the board, as part of its usual role, oversees the appointment and induction process for directors, and the selection, appointment and succession planning process of the Company's executive officers. The board considers the appropriate skill mix, personal qualities, expertise and diversity of each position. When a vacancy exists or there is a need for particular skills, the board determines the selection criteria based on the skills deemed necessary. The board identifies potential candidates and may take advice from an external consultant. The board then appoints the most suitable candidate. Board candidates must stand for election at the next general meeting of shareholders.

The chairman of the board continually reviews the effectiveness of the board, individual directors, and senior executives. The other directors have an opportunity to contribute to the review process. The reviews generate recommendations to the board, which votes on them. Directors displaying unsatisfactory performance are required to retire.

**Remuneration Committee**

The board considered that a formally constituted Remuneration Committee is not appropriate as the board, as part of its usual role, oversees the appointment and remuneration of directors and the Company's executive officers. Remuneration levels are competitively set to attract and retain appropriately qualified and experienced directors and senior executives. The board may seek independent advice on the appropriateness of remuneration packages, given trends in comparative companies both locally and internationally. Remuneration packages include a mix of fixed remuneration, performance-based remuneration, and equity-based remuneration.

The remuneration structures explained below are designed to attract suitably qualified candidates, and to affect the broader outcome of maximising the Company's profitability. The remuneration structures take into account:

- Overall level of remuneration for each director and executive;
- The executive's ability to control the performance of the relevant area; and
- The amount of incentives within each executive's remuneration.

Shares and options can only be issued to Company Directors under a resolution at a general meeting of shareholders.

Non executive Directors may receive a base fee and can be remunerated by way of share and option issues approved under a resolution at a general meeting of shareholders.

The board has no established retirement or redundancy schemes.

#### Audit committee

The company is not currently considered to be of a size, nor is its affairs of such complexity to justify the establishment of a separate Audit Committee. Whilst the Company does not have a formally constituted Audit Committee, the board, as part of its usual role, undertakes audit related responsibilities including:

- Reviewing the annual and interim financial reports and other financial information distributed externally. This includes approving new accounting policies to ensure compliance with Australian Accounting Standards and generally accepted accounting principles, and assessing whether the financial information is adequate for shareholders needs;
- Assessing corporate risk assessment processes;
- Assessing whether non-audit services provided by the external auditor are consistent with maintaining the external auditor's independence. The external auditor provides an annual declaration of independence which is consistent with Code of Conduct APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board;
- Addressing any matters outstanding with auditors, Australian Taxation Office, Australian Securities and Investments Commission, Australian Securities Exchange and financial institutions;
- Reviewing the nomination and performance of the external auditor. The external audit engagement partner will be rotated every five years;
- Assessing the adequacy of the internal control framework and the Company's code of ethical standards;
- Monitoring the procedures to ensure compliance with the Corporations Act 2001 and the ASX Listing Rules and all other regulatory requirements.

The directors review the performance of the external auditors on an annual basis and normally meet with them during the year to:

- Discuss the external audit plans, identify any significant changes in structure, operations, internal controls or accounting policies likely to impact the financial statements and to review the fees proposed for the audit work to be performed;
- Review the annual and half-year reports prior to lodgement with the ASX, and any significant adjustments required as a result of the auditor's findings, prior to announcement of the result.

The Board monitors the need to form an Audit Committee on a periodic basis.

#### Risk Management

##### Overview of the Risk Management System

The Board adopts practices designed to identify significant areas of business risk and to effectively manage those risks in accordance with the Company's risk profile. This includes assessing, monitoring and managing operational, financial reporting, and compliance risks for the company. The company is not of a size nor is its affairs of such complexity to justify the establishment of a formal system for reporting risk management and associated compliance and controls. Instead, a director, in accordance with company policy, approves all expenditure, is intimately acquainted with all operations and reports all relevant issues to the other directors at the directors' meetings. The company secretary has

declared to the board, that the aforementioned system is working efficiently and effectively. The operational and other compliance risk management have also been assessed and found to be operating efficiently and effectively. All risk assessments covered the entire part of the financial year that the Company operated and the period up to the signing of the annual financial report for all material operations in the company.

#### **Risk Profile**

The company is not currently considered to be of a size, nor is its affairs of such complexity to justify the establishment of a separate Risk Management Committee. Instead, the board, as part of its usual role and through direct involvement in the management of the Company's operations ensures risks are identified, assessed and appropriately managed. Where necessary, the board draws on the expertise of appropriate external consultants to assist in dealing with or mitigating risk.

Major risks arise from such matters as actions by competitors, government policy changes, difficulties in sourcing raw materials, the robustness of the technologies being used or proposed to be used, environment, occupational health and safety, financial reporting and the purchase, development and use of information systems.

#### **Risk Management, Compliance and Control**

The board acknowledges that it is responsible for the overall internal control framework, but recognises that no cost effective internal control system will preclude all errors and irregularities.

Practices have been established to ensure:

- Capital expenditure and revenue commitments above a certain size obtain prior board approval;
- Financial exposures are controlled, including the potential use of derivatives;
- Occupational health & safety standards and management systems are monitored and reviewed to achieve high standards of performance and compliance with regulations;
- Business transactions are properly authorised and executed;
- The quality and integrity of personnel (see below);
- Financial reporting accuracy and compliance with the financial reporting regulatory framework (see below); and
- Environmental regulation compliance (see below).

#### **Quality and Integrity of Personnel**

The Company conducts a comprehensive review of the ability and experience of potential employees prior to appointment. Informal appraisals will be conducted regularly with continuous feedback and on the job monitoring and training for all employees. Formal appraisals will be conducted at least annually for all employees. Training and development and appropriate remuneration and incentives with regular performance reviews will create an environment of co-operation and constructive dialogue with employees and senior management.

#### **Financial Reporting**

The company secretary has declared, to the board that the Company's financial reports are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the board.

Following the reporting period, monthly actual results are reported against budgets approved by the directors and revised forecasts for the year are prepared regularly.

#### **Environmental Regulation**

The Company's operations are subject to significant environmental regulation in relation to its operational activities. The Company is committed to achieving a high standard of environmental performance. The board is responsible for the regular monitoring of environmental exposures and compliance with environmental regulations.

The board believes that the Company has adequate systems in place for the management of its environmental requirements and is not aware of any breach of those environmental requirements as they apply to the Company.

#### **Internal Audit**

The Company does not have a formally established internal audit function. The board ensures compliance with the internal controls and risk management procedures previously mentioned.

#### **Ethical Standards**

All directors, managers and employees are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

#### **Conflict of Interest**

Directors must keep the Board advised, on an ongoing basis, of any interest that could potentially conflict with those of the Company. The board has developed procedures to assist directors to disclose potential conflicts of interest.

Where the board believes that a significant conflict exists for a director on a board matter, the director concerned is not present at the meeting whilst the item is considered.

#### **Code of conduct**

The Company has established a Code of Conduct (Code) which aims to develop a consistent understanding of, and approach to, the desired standards of conduct and behaviour of the directors, officers, employees and contractors (collectively, the employees) in carrying out their roles for the Company. Through this Code, the Company seeks to encourage and develop a culture of professionalism, honesty and responsibility in order to maintain and enhance our reputation as a valued employer, business operator and "corporate citizen". The Code is designed to broadly outline the ways in which the Company wishes to conduct its business. The Code does not cover every possible situation that employees may face, but is intended to provide employees with a guide to taking a commonsense approach to any given situation, within an overall framework.

#### **Trading in the Company's securities by directors and employees**

The Company has established a Security Trading Policy that is provided to all Directors and employees on commencement.

The constitution permits directors to acquire shares in the Company. Company policy prohibits directors from dealing in shares whilst in possession of price sensitive information. Directors must notify the company secretary once they have bought or sold shares in the Company or exercised options over ordinary shares. In accordance with the provisions of the Corporations Act 2001 and the Listing Rules of the Australian Securities Exchange, the Company on behalf of the directors must advise the Australian Securities Exchange of any transactions conducted by them in shares and / or options in the Company.

#### **Communication with Shareholders**

The Board has formally documented the Company's continuous disclosure procedures and established a Compliance policy. The board, as part of its usual role, provides shareholders with information using comprehensive continuous disclosure processes which includes identifying matters that may have a material effect on the price of the Company's securities, notifying them to the ASX and issuing media releases.

In summary, the continuous disclosure processes operate as follows:

- The chairman and the company secretary are responsible for all communications with the ASX. Matters that may have an effect on the price of the Company's securities are advised to the ASX on the day they are discovered. Senior executives monitor all areas of the Company's internal and external environment;

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- The full annual financial report is made available to all shareholders, and includes relevant information about the operations of the Company during the year, changes in the state of affairs and details of future developments;
- The half-yearly report contains summarised financial information and a review of the operations of the Company during the period. The half-year reviewed financial report is lodged with the Australian Securities and Investments Commission and the ASX, and sent to any shareholder who requests it;
- Proposed major changes in the Company which may impact on share ownership rights are submitted to a vote of shareholders;
- All announcements made to the market, and related information (including information provided to analysts and the media), are released to the ASX; and
- The external auditor attends the Annual General Meeting to answer any questions concerning the audit and the content of the Auditor's Report.

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

The shareholders are requested to vote on the appointment and aggregate remuneration of directors, the granting of options and shares to directors and changes to the constitution. Copies of the constitution are available to any shareholder on request.



Accountants | Business and Financial Advisers

#### Auditor's Independence Declaration

As lead auditor for the audit of the financial report of Beacon Minerals Limited for the year ended 30 June 2008, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

This declaration is in respect of Beacon Minerals Limited.

A handwritten signature in black ink, appearing to read 'L Digiallonardo'.

Perth, Western Australia

30 September 2008

**L DIGIALLONARDO**


**Partner, HLB Mann Judd**

#### **HLB Mann Judd (WA Partnership) ABN 22 193 232 714**

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HLB Mann Judd (WA Partnership) is a member of  International, a world-wide organisation of accounting firms and business advisers

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## INCOME STATEMENT

## INCOME STATEMENT

FOR THE YEAR ENDED 30 JUNE 2008

	Notes	2008 \$	2007 \$
Revenue	2	148,493	157,258
Other income	2	133,111	9,163
Accounting expense		(58,185)	(38,948)
Audit fees		(16,360)	(13,700)
Consultants		(309)	(2,430)
Depreciation expense		(10,122)	(4,788)
Directors' fees		(24,000)	(18,000)
Employee benefits expense		(206,492)	(135,700)
Exploration expense		(1,316,762)	-
Insurance		(21,456)	(12,087)
Interest		(436)	-
Legal expense		(12,028)	(32)
Listing fees		(22,482)	(8,286)
Office expense		(81,133)	(44,291)
Option issue expense		(27,908)	(92,794)
Other expenses		(37,412)	(17,936)
Promotions and advertising		(17,300)	(11,876)
Share registry expense		(20,526)	(23,655)
Travel and accommodation		(117,559)	(14,441)
<b>LOSS BEFORE INCOME TAX EXPENSE</b>	2	<b>(1,708,866)</b>	<b>(272,543)</b>
Income tax expense	3	-	-
<b>LOSS AFTER TAX</b>		<b>(1,708,866)</b>	<b>(272,543)</b>
Basic loss per share (cents per share)	5	5.00 cents	1.12 cents

The accompanying notes form part of these financial statements

**BALANCE SHEET**

AS AT 30 JUNE 2008

	Notes	2008 \$	2007 \$
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	6	1,243,617	3,018,961
Trade and other receivables	7	95,154	123,118
<b>TOTAL CURRENT ASSETS</b>		<b>1,338,771</b>	<b>3,142,079</b>
<b>NON-CURRENT ASSETS</b>			
Other financial assets	8	240,000	-
Property, plant and equipment	9	23,202	31,004
Deferred exploration expenditure	10	1,371,317	1,476,617
<b>TOTAL NON-CURRENT ASSETS</b>		<b>1,634,519</b>	<b>1,507,621</b>
<b>TOTAL ASSETS</b>		<b>2,973,290</b>	<b>4,649,700</b>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Trade and other payables	12	89,174	118,676
Total Current Liabilities		89,174	118,676
<b>TOTAL LIABILITIES</b>		<b>89,174</b>	<b>118,676</b>
<b>NET ASSETS</b>		<b>2,884,116</b>	<b>4,531,024</b>
<b>EQUITY</b>			
Issued capital	13	4,535,573	4,541,523
Reserves	13	329,952	262,044
Accumulated losses	13	(1,981,409)	(272,543)
<b>TOTAL EQUITY</b>		<b>2,884,116</b>	<b>4,531,024</b>

The accompanying notes form part of these financial statements

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## CASH FLOW STATEMENT

## CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 JUNE 2008

	Note	2008 \$	2007 \$
		Inflows/ (Outflows)	Inflows/ (Outflows)
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees		(544,166)	(336,661)
Interest received		146,254	157,258
NET CASH PROVIDED BY/(USED IN) OPERATING ACTIVITIES	6	(397,912)	(179,403)
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from sale of non-current assets		77,412	-
Purchase of property, plant and equipment		(2,320)	(35,792)
Payments for deferred exploration expenditure		(1,446,574)	(996,617)
NET CASH PROVIDED BY/(USED IN) INVESTING ACTIVITIES		(1,371,482)	(1,032,409)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		-	4,552,830
Share issue expenses		(5,950)	(322,057)
NET CASH PROVIDED BY/(USED IN) FINANCING ACTIVITIES		(5,950)	4,230,773
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		(1,775,344)	3,018,961
Cash and cash equivalents at beginning of period		3,018,961	-
CASH AND CASH EQUIVALENTS AT 30 JUNE 2008	6	1,243,617	3,018,961

The accompanying notes form part of these financial statements

## STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2008

STATEMENT OF CHANGES IN EQUITY

	Ordinary Shares	Accumulated losses	Option Premium Reserve	Employee Equity Benefits Reserve	Fair Value Reserve	Total
	\$	\$	\$	\$	\$	\$
For the Period ended 30 June 2007						
Shares issued during the year	4,863,580	-	-	-	-	4,863,580
Transaction costs	(322,057)	-	-	-	-	(322,057)
Loss attributable to members of the parent entity	-	(272,543)	-	-	-	(272,543)
Proceeds from the issue of options	-	-	169,250	-	-	169,250
Issue of options to directors	-	-	-	92,794	-	92,794
Balance at 30 June 2007	4,541,523	(272,543)	169,250	92,794	-	4,531,024
For the Year ended 30 June 2008						
Opening Balance 1 July 2007	4,541,523	(272,543)	169,250	92,794	-	4,531,024
Shares issued during the year	-	-	-	-	-	-
Transaction costs	(5,950)	-	-	-	-	(5,950)
Loss attributable to members of the parent entity	-	(1,708,866)	-	-	-	(1,708,866)
Issue of options to employee	-	-	-	27,908	-	27,908
Revaluation of listed investments	-	-	-	-	40,000	40,000
Balance at 30 June 2008	4,535,573	(1,981,409)	169,250	120,702	40,000	2,884,116

The accompanying notes form part of these financial statements

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2008

### NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

**(a) Basis of Preparation**

The financial report is a general-purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001, Accounting Standards and Interpretations, and complies with other requirements of the law. The financial report has also been prepared on a historical cost basis, except for available for sale investments which have been measured at fair value.

The financial report is presented in Australian dollars.

The company is an Australian Securities Exchange Limited listed public company, incorporated in Australia and operating in Australia. The company's principal activity is the exploration and development of minerals projects.

*Going Concern*

The Company has working capital of \$1,249,597 at balance date, however this has reduced significantly since that date. As disclosed in Note 17 and as announced to ASX on 26 September 2008, the Company has completed a loan agreement with a major shareholder for the amount of \$1,500,000, which will enable the Company to continue its exploration efforts and meet its other ongoing commitments in the next financial year. The directors will also consider other fund raising options, including capital raisings in the next financial year. For these reasons, the financial statements have been prepared on a going concern basis.

**(b) Adoption of new and revised standards**

In the year ended 30 June 2008, the Company has reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to its operations and effective for annual reporting periods beginning on or after 1 July 2007. It has been determined by the Company that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on its business and, therefore, no change is necessary to Company accounting policies.

**(c) Statement of Compliance**

The financial report was authorised for issue on 30 September 2008.

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

**(d) Significant accounting judgments, estimates and assumptions**

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

*Share-based payment transactions:*

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 applying the Black and Scholes model, using the assumptions detailed in Note 11.

The Company measures the cost of cash-settled share-based payments at fair value at the grant date using the Black-Scholes formula taking into account the terms and conditions upon which the instruments were granted, as discussed in Note 11.

**(e) Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

*Interest income*

Interest revenue is recognised on a time proportionate basis that takes into account the effective yield on the financial asset.

**(f) Cash and cash equivalents**

Cash comprises cash at bank and short term deposits. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purposes of the Cash Flow Statement, cash and cash equivalents consist of cash and cash equivalents as defined above.

**(g) Trade and other receivables**

Trade receivables, which generally have 30-90 day terms, are recognised and carried at original invoice amount less an allowance for any uncollectible amounts. Impairment of trade receivables is continually reviewed and those that are considered to be uncollectible are written off by reducing the carrying amount directly. An allowance for doubtful debts is made when there is objective evidence that the Company will not be able to collect the debts. Bad debts are written off when identified.

The amount of the impairment loss is recognised in the income statement within other expenses. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against other expenses in the income statement.

**(h) Derecognition of financial assets and financial liabilities****(i) Financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired;
- the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass-through' arrangement; or
- the Company has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

**NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

When the Company has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Company's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration received that the Company could be required to repay.

When continuing involvement takes the form of a written and/or purchased option (including a cash-settled option or similar provision) on the transferred asset, the extent of the Company's continuing involvement is the amount of the transferred asset that the Company may repurchase, except that in the case of a written put option (including a cash-settled option or similar provision) on an asset measured at fair value, the extent of the Company's continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

*(ii) Financial liabilities*

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

**(i) Impairment of financial assets**

The Company assesses at each balance sheet date whether a financial asset or group of financial assets is impaired.

*(i) Financial assets carried at amortised cost*

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced either directly or through use of an allowance account.

The amount of the loss is recognised in profit or loss.

The Company first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. Any subsequent reversal of an impairment loss is recognised in profit or loss, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

*(ii) Financial assets carried at cost*

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value (because its fair value cannot be reliably measured), or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the current market rate of return for a similar financial asset.

*(iii) Available-for-sale investments*

If there is objective evidence that an available-for-sale investment is impaired, an amount comprising the difference between its cost (net of any principal repayment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is transferred from equity to the income statement. Reversals of impairment losses for equity instruments classified as available-for-sale are not recognised in profit. Reversals of impairment losses for debt instruments are reversed through profit or loss if the increase in an instrument's fair value can be objectively related to an event occurring after the impairment loss was recognised in profit or loss.

**(j) Income tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Deferred income tax is provided on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences except:

- when the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

**NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

Unrecognised deferred income tax assets are reassessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

**(k) Other taxes**

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

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

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

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

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

**(l) Property, plant and equipment**

Plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses. Such cost includes the cost of replacing parts that are eligible for capitalisation when the cost of replacing the parts is incurred. Similarly, when each major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement only if it is eligible for capitalisation.

Land and buildings are measured at fair value less accumulated depreciation on buildings and less any impairment losses recognised after the date of the revaluation.

Depreciation is calculated on a straight-line basis over the estimated useful life of the assets as follows:

Office Equipment – over 5 to 8 years

Computer Equipment – over 2.5 years

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate, at each financial year end.

*(i) Impairment*

The carrying values of plant and equipment are reviewed for impairment at each reporting date, with recoverable amount being estimated when events or changes in circumstances indicate that the carrying value may be impaired.

The recoverable amount of plant and equipment is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For an asset that does not generate largely independent cash inflows, recoverable amount is determined for the cash-generating unit to which the asset belongs, unless the asset's value in use can be estimated to be close to its fair value.

An impairment exists when the carrying value of an asset or cash-generating units exceeds its estimated recoverable amount. The asset or cash-generating unit is then written down to its recoverable amount.

For plant and equipment, impairment losses are recognised in the income statement in the other expenses line item.

*(ii) Derecognition and disposal*

An item of property, plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal.

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognised.

**(m) Financial assets**

Financial assets in the scope of AASB 139 Financial Instruments: Recognition and Measurement are classified as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, or available-for-sale investments, as appropriate. 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 transactions costs. The Company 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 of financial assets are recognised on the trade date i.e. the date that the Company commits to purchase the asset. Regular way purchases or sales are purchases or sales of financial assets under contracts that require delivery of the assets within the period established generally by regulation or convention in the marketplace.

*(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 or loss'. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. 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-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity when the Company has the positive intention and ability to 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-

**NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

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 and 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 are non-derivative 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 value of investments that are actively traded in organised financial markets is 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 value is 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.

**(n) Intangible assets**

Intangible assets acquired separately or in a business combination are initially measured at cost. The cost of an intangible asset acquired in a business combination is its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is charged against profits in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortisation period or method, as appropriate, which is a change in accounting estimate. The amortisation expense on intangible assets with finite lives is recognised in profit or loss in the expense category consistent with the function of the intangible asset.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangibles are not amortised. The useful life of an intangible asset with an indefinite life is reviewed each reporting period to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for as a change in an accounting estimate and is thus accounted for on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

**(o) Impairment of assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease).

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

**(p) Trade and other payables**

Trade payables and other payables are carried at amortised costs and represent liabilities for goods and services provided to the Company prior to the end of the financial year that are unpaid and arise when the Company becomes obliged to make future payments in respect of the purchase of these goods and services.

**(q) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability.

When discounting is used, the increase in the provision due to the passage of time is recognised as a borrowing cost.

**NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)****(r) Employee leave benefits***(i) Wages, salaries, annual leave and sick leave*

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

*(ii) Long service leave*

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures, and period of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

**(s) Share-based payment transactions***Equity settled transactions:*

The Company provides benefits to employees (including senior executives) of the Company in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions).

The cost of these equity-settled transactions with employees is measured 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 internal valuation using a Black-Scholes option pricing model, further details of which are given in Note 11.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Beacon Minerals Limited (market conditions) if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

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 Company's best estimate of the number of equity instruments that will ultimately vest. 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. The income statement charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

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

If the terms of an equity-settled award 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 modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense

not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, 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 (see Note 5).

**(t) Issued capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**(u) Earnings per share**

Basic earnings per share is calculated as net profit attributable to members of the Company, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted earnings per share is calculated as net profit attributable to members of the Company, adjusted for:

- costs of servicing equity (other than dividends) and preference share dividends;
- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares; divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element

**(v) Exploration and evaluation**

Exploration, evaluation and development expenditure in relation to separate areas of interest for which rights of tenure are current, are capitalised in the period in which they are incurred and are carried at cost less accumulated impairment losses. The cost of acquisition of an area of interest and exploration expenditure relating to that area of interest are carried forward as an asset in the Balance Sheet so long as the following conditions are satisfied:

- (i) the rights to tenure of the area of interest are current; and
- (ii) at least one of the following conditions is also met:
  - the exploration and evaluation expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; or
  - exploration and evaluation activities in the area of interest have not at the reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that their carrying amount exceeds their recoverable amount and where this is the case an impairment loss is recognised. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years. Should a project or an area of interest be abandoned, the expenditure will be written off in the period in which the decision is made.

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Once an area of interest enters a production phase all capitalised expenditure in relation to that area of interest is transferred to Development Expenditure within Property, Plant and Equipment in the Balance Sheet. Capitalised Development Expenditure is amortised from the commencement of production on a unit of production basis over recoverable reserves. Recoverable reserves are subject to review annually. The recoverable reserves are estimates calculated from available production and reservoir data and are subject to change.

**NOTE 2: REVENUES AND EXPENSES**

	<b>2008</b>	<b>2007</b>
	<b>\$</b>	<b>\$</b>
<b>(a) Revenue</b>		
Interest	148,493	157,258
	<u>148,493</u>	<u>157,258</u>
<b>(b) Other income</b>		
Profit on sale of Tenement	92,300	-
Other	40,811	9,163
	<u>133,111</u>	<u>9,163</u>
<b>(c) Expenses</b>		
Depreciation of non-current assets	10,122	4,788
Option issue expense	27,908	92,794
Contribution to employee superannuation plans	32,715	16,337

**NOTE 3: INCOME TAX****Income tax recognised in profit or loss**

The major components of tax expense are:

Current tax expense/(income)

Adjustments recognised in the current period in relation to the current tax of prior years

Deferred tax expense/(income) relating to the origination and reversal of temporary differences

**Total tax expense/(income)**

	2008 \$	2007 \$
Current tax expense/(income)	-	-
Adjustments recognised in the current period in relation to the current tax of prior years	-	-
Deferred tax expense/(income) relating to the origination and reversal of temporary differences	-	-
<b>Total tax expense/(income)</b>	<b>-</b>	<b>-</b>

The prima facie income tax expense on pre-tax accounting profit from operations reconciles to the income tax expense in the financial statements as follows:

Accounting loss before tax

Income tax benefit calculated at 30%

Non-deductible expenses:

Option issue expense

Exploration expenditure written off

Unrecognised tax losses

Income tax expense reported in the income statement

Unrecognised deferred tax assets:

Deferred tax assets have not been recognised in respect of the following items:

Tax losses

Capital raising costs

Potential unrecognised tax benefit at 30%

Accounting loss before tax	(1,708,866)	(272,543)
Income tax benefit calculated at 30%	512,659	81,763
Non-deductible expenses:		
Option issue expense	(8,372)	(27,838)
Exploration expenditure written off	(395,029)	-
Unrecognised tax losses	(109,258)	(53,925)
Income tax expense reported in the income statement	-	-
Unrecognised deferred tax assets:		
Deferred tax assets have not been recognised in respect of the following items:		
Tax losses	163,184	53,925
Capital raising costs	98,402	96,617
Potential unrecognised tax benefit at 30%	261,586	150,542

**NOTE 4: SEGMENT REPORTING**

Segment Information

The Company operates in one geographical segment, for primary reporting, being Australia, and in one business segment for secondary reporting, being mineral exploration.

**NOTE 5: EARNINGS PER SHARE**

	<b>2008</b>	<b>2007</b>
	<b>Cents per share</b>	<b>Cents per share</b>
<i>Basic Loss per share:</i>	5.00	1.12
The loss and weighted average number of ordinary shares used in the calculation of basic earnings per share is as follow:		
Loss for the period	(1,708,866)	(272,543)
Weighted average number of ordinary shares for the purposes of basic loss per share	34,186,648	24,240,049

*Diluted Loss per share*

There is no dilution of shares due to options as the potential ordinary shares are not dilutive and are therefore not included in the calculation of diluted loss per share.

**NOTE 6: CASH AND CASH EQUIVALENTS**

	<b>2008</b>	<b>2007</b>
	<b>\$</b>	<b>\$</b>
Cash at bank	243,617	518,961
Short term deposits	1,000,000	2,500,000
	1,243,617	3,018,961

Cash at bank earns interest at floating rates based on daily bank deposit rates. Short term deposits are made for varying periods of between 30 days and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short term deposit rates.

**(i) Reconciliation to Cash Flow Statement:**

For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand and at bank.

Cash and cash equivalents as shown in the cash flow statement are reconciled to the related items in the balance sheet as follows:

Cash and cash equivalents	1,243,617	3,018,961
	1,243,617	3,018,961

**NOTE 6: CASH AND CASH EQUIVALENTS (continued)**

<b>(ii) Reconciliation of loss for the period to net cash flows from operating activities:</b>	<b>2008</b>	<b>2007</b>
	<b>\$</b>	<b>\$</b>
Loss for the year	(1,708,866)	(272,543)
Option issue expense	27,908	92,794
Depreciation expense	10,122	4,788
Deferred exploration expenditure written off	1,316,762	-
Profit on sale of tenement	(92,300)	-
(Increase)/decrease in operating assets:		
Trade and other receivables	77,964	(123,118)
Increase/(decrease) in operating liabilities:		
Trade and other payables	(29,502)	118,676
Net cash from operating activities	<u>(397,912)</u>	<u>(179,403)</u>
<b>(iii) Non-cash investing activities:</b>		
Consideration on sale of tenements in the form of listed company shares	<u>200,000</u>	<u>-</u>

**NOTE 7: CURRENT TRADE AND OTHER RECEIVABLES**

	<b>2008</b>	<b>2007</b>
	<b>\$</b>	<b>\$</b>
Trade receivables	67,607	65,558
Prepayments	9,833	8,688
GST recoverable	14,250	48,872
Other	3,464	-
	<u>95,154</u>	<u>123,118</u>

Trade receivables are non-interest bearing and are generally on 30 day terms. An allowance for doubtful debts is made when there is objective evidence that a trade receivable is impaired. The amount of the allowance/impairment loss has been measured as the difference between the carrying amount of the trade receivables and the estimated future cash flows expected to be received from the relevant debtors. At balance date, there are no past due debtors.

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## NOTE 8: OTHER FINANCIAL ASSETS

	2008 \$	2007 \$
Investment in listed shares		
At cost	200,000	-
Revaluation to current market value	40,000	-
	<u>240,000</u>	<u>-</u>

The investment in listed shares has been increased to reflect the market value at 30 June 2008. The value will be reviewed six monthly to coincide with the preparation of Financial Statements. The market value has reduced by \$90,000 after the end of the financial year.

## NOTE 9 : PROPERTY, PLANT AND EQUIPMENT

	Office Equipment \$	Computer Equipment \$	Total \$
<b>Period ended 30 June 2007</b>			
Opening written down value	-	-	-
Additions	17,727	18,065	35,792
Disposals	-	-	-
Depreciation charge for the period	(1,050)	(3,738)	(4,788)
Closing written down value	16,677	14,327	31,004
<b>At 30 June 2007</b>			
Cost or fair value	17,727	18,065	35,792
Accumulated depreciation and impairment	(1,050)	(3,738)	(4,788)
Net carrying amount	16,677	14,327	31,004
<b>Year ended 30 June 2008</b>			
Opening written down value	16,677	14,327	31,004
Additions	-	2,320	2,320
Disposals	-	-	-
Depreciation charge for the year	(2,566)	(7,556)	(10,122)
Closing written down value	14,111	9,091	23,202
<b>At 30 June 2008</b>			
Cost or fair value	17,727	20,385	38,112
Accumulated depreciation and impairment	(3,616)	(11,294)	(14,910)
Net carrying amount	14,111	9,091	23,202

The useful life of the assets was estimated as follows for 2008:

Office equipment	5 to 8 years
Computer equipment	2.5 years

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## NOTE 10: DEFERRED EXPLORATION EXPENDITURE

	2008 \$	2007 \$
Costs carried forward in respect of:		
<b>Exploration and evaluation phase – at cost</b>		
Balance at beginning of period	1,476,617	-
Purchase of exploration projects	-	480,000
Sale of exploration projects	(235,112)	-
Expenditure incurred	1,446,574	996,617
	2,688,079	1,476,617
Expenditure written off	(1,316,762)	-
Total exploration expenditure	1,371,317	1,476,617

The recoupment of costs carried forward in relation to areas of interest in the exploration and evaluation phases are dependent on the successful development and commercial exploitation or sale of the respective areas.

## NOTE 11 : SHARE BASED PAYMENT PLANS

The expense recognised in the income statement in relation to share-based payments is disclosed in Note 2.

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

	2008 No.	2008 Weighted average exercise price	2007 No.	2007 Weighted average exercise price
Outstanding at the beginning of the year	6,000,000	20 cents	-	-
Granted during the year	150,000	27 cents	6,000,000	20 cents
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	6,150,000	20.2 cents	6,000,000	20 cents
Exercisable at the end of the year	6,150,000	20.2 cents	6,000,000	20 cents

**NOTE 11: SHARE BASED PAYMENT PLANS (continued)**

The outstanding balance as at 30 June 2007 is represented by:

- 6,000,000 options over ordinary shares with an exercise price of 20 cents each, exercisable on or before 31 May 2011.

The weighted average fair value of options granted during the period was \$92,794.

The fair value of the equity-settled share options granted is estimated as at the date of grant using a Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted.

The following table lists the inputs to the model used for the period ended 30 June 2007:

Volatility (%)	60
Risk-free interest rate (%)	5.7
Expected life of option (years)	5
Exercise price (cents)	20
Weighted average share price at grant date (cents)	8

The outstanding balance as at 30 June 2008 is represented by:

- 6,000,000 options over ordinary shares with an exercise price of 20 cents each, exercisable on or before 31 May 2011.
- 150,000 options over ordinary shares with an exercise price of 27 cents each, exercisable on or before 1 August 2012.

The weighted average fair value of options granted during the period was \$27,908.

The fair value of the equity-settled share options granted is estimated as at the date of grant using a Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted.

The following table lists the inputs to the model used for the period ended 30 June 2008:

Volatility (%)	120
Risk-free interest rate (%)	6.14
Expected life of option (years)	5
Exercise price (cents)	27
Weighted average share price at grant date (cents)	31

The expected life of the options is based on yearly historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other features of options granted were incorporated into the measurement of fair value.

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## NOTE 12: TRADE AND OTHER PAYABLES (current)

	2008 \$	2007 \$
Trade payables <sup>1</sup>	61,580	72,993
Employee entitlements	15,594	15,891
Accruals	12,000	10,000
Other payables	-	19,792
	<u>89,174</u>	<u>118,676</u>

<sup>1</sup> Trade payables are non-interest bearing and are normally settled on 30-day terms

An amount of \$9,729 is payable to Target Energy Limited. Target Energy Limited is a related party due to the fact that Paul Lloyd is a Director of the company.

## NOTE 13: ISSUED CAPITAL AND RESERVES

	2008 \$	2007 \$
Ordinary shares issued and fully paid	4,535,573	4,541,523

Fully paid ordinary shares carry one vote per share and carry the right to dividends.

	2008 Number	2008 \$	2007 Number	2007 \$
<i>Movement in ordinary shares on issue</i>				
At 1 July 2007	34,186,648	4,541,523	-	-
Issue of promoter and seed capital shares	-	-	11,450,000	316,250
Issue of shares as consideration for exploration projects	-	-	2,400,000	480,000
Issue of shares pursuant to the IPO Prospectus	-	-	20,000,000	4,000,000
Issue of shares pursuant to the exercise of options	-	-	336,648	67,330
Share issue costs	-	(5,950)	-	(322,057)
At 30 June 2008	<u>34,186,648</u>	<u>4,535,573</u>	<u>34,186,648</u>	<u>4,541,523</u>

	2008 Number	2008 \$	2007 Number	2007 \$
<i>Movement in 20 cent options on issue</i>				
At 1 July 2007	16,588,352	169,250	-	-
Issue of options pursuant to the Prospectus dated 16 February 2007	-	-	16,925,000	169,250
Conversion of options during the year	-	-	(336,648)	-
At 30 June 2008	16,588,352	169,250	16,588,352	169,250

*Each option entitles the holder to subscribe for one share at an issue price of 20 cents on or before 31 August 2010.*

*Movement in 20 cent Director options on issue*

At 1 July 2007	6,000,000	-	-	-
Issue of options 8 June 2006 (remuneration options issued to directors)	-	-	6,000,000	-
At 30 June 2008	6,000,000	-	6,000,000	-

*Each option entitles the holder to subscribe for one share at an issue price of 20 cents on or before 31 May 2011.*

## NOTE 13: ISSUED CAPITAL AND RESERVES (continued)

	2008 Number	2008 \$	2007 Number	2007 \$
<i>Movement in 27 cent Employee options on issue</i>				
At 1 July 2007	-	-	-	-
Issue of options 24 August 2007 (remuneration options issued to an employee)	150,000	-	-	-
At 30 June 2008	150,000	-	-	-

Each option entitles the holder to subscribe for one share at an issue price of 27 cents on or before 1 August 2012.

*Accumulated losses*

Movements in accumulated losses were as follows:

	2008 \$	2007 \$
Opening balance	(272,543)	-
Net loss for the year	(1,708,866)	(272,543)
Balance at 30 June 2008	(1,981,409)	(272,543)

## Reserves

	Fair Value Reserve \$	Employee Equity Benefits Reserve \$	Option Premium Reserve \$	Total \$
<b>At 9 May 2006</b>	-	-	-	-
Proceeds from the issue of options	-	-	169,250	169,250
Share-based payments	-	92,794	-	92,794
At 30 June 2007	-	92,794	169,250	262,044
Share-based payments	-	27,908	-	27,908
Revaluation of listed investments	40,000	-	-	40,000
At 30 June 2008	40,000	120,702	169,250	329,952

**Nature and purpose of reserves***Fair value reserve*

This reserve is used to record the value of the investment in listed shares at current market value.

*Employee equity benefits reserve*

This reserve is used to record the value of equity benefits provided to employees and directors as part of their remuneration. Refer to Note 11 for further details.

*Option Premium reserve*

This reserve records the proceeds from the issue of options at 1 cent as per the prospectus dated 16 February 2007.

**NOTE 14: FINANCIAL INSTRUMENTS**

Set out below is a comparison by category of carrying amounts and fair values of all of the Company's financial instruments recognised in the financial statements.

The Directors consider that the carrying amounts of the financial assets and liabilities recorded in the financial statements approximates their fair value.

	<b>Carrying Amount 2008 \$</b>	<b>Fair Value 2008 \$</b>	<b>Carrying Amount 2007 \$</b>	<b>Fair Value 2007 \$</b>
<i>Financial assets</i>				
Cash and cash equivalents	1,243,617	1,243,617	3,018,961	3,018,961
Trade and other receivables	95,154	95,154	123,118	123,118
Other financial assets	240,000	240,000	-	-
	<b>1,578,771</b>	<b>1,578,771</b>	<b>3,142,079</b>	<b>3,142,079</b>
<i>Financial liabilities</i>				
Trade and other payables	89,174	89,174	118,676	118,676
	<b>89,174</b>	<b>89,174</b>	<b>118,676</b>	<b>118,676</b>

**30 June 2007**

	<b>Weighted average effective interest rate</b>	<b>Fixed interest rate \$</b>	<b>Floating interest rate \$</b>	<b>Non-interest bearing \$</b>	<b>Total \$</b>
<b>Financial Assets:</b>					
Current:					
Cash at bank	4.50%	2,525,890	518,961	-	3,044,851
Receivables		-	-	123,118	123,118
<b>Net exposure to cash flow interest rate risk</b>		<b>2,525,890</b>	<b>518,961</b>	<b>123,118</b>	<b>3,167,969</b>

## NOTE 14: FINANCIAL INSTRUMENTS (continued)

30 June 2008	Weighted average effective interest rate	Fixed interest rate \$	Floating interest rate \$	Non-interest bearing \$	Total \$
<b>Financial Assets:</b>					
Current:					
Cash at bank	7.10%	1,006,310	243,617	-	1,249,927
Receivables		-	-	95,154	95,154
Non current:					
Investments		-	-	240,000	240,000
<b>Net exposure to cash flow interest rate risk</b>		1,006,310	243,617	335,154	1,585,081

The Company's principal financial instruments comprise of cash and short-term deposits.

The main purpose of these financial instruments is to raise finance for the Company's operations. The Company has various other financial assets and liabilities such as receivables and trade payables, which arise directly from its operations. The main risks arising from the Company's financial instruments are interest rate risk and credit risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below.

**Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities to ensure continuity of tenure to exploration assets and to be able to conduct the Company's business in an orderly and professional manner. Cash deposits are only held with one of the Australian "Big 4" banks.

**Interest rate risk**

All cash at bank balances attract a floating rate of interest. Excess funds that are not required in the short term are placed on deposit for a period of no more than 6 months at a fixed interest rate. The Company's exposure to interest rate risk and the effective interest rate by maturity periods is set out below. As the Company has no borrowings its exposure to interest rate movements is limited to the amount of interest income it can potentially earn on surplus cash deposits.

**Interest rate risk sensitivity analysis**

During 2008, if interest rates had been 5% higher or lower than the prevailing rates realised, with all other variable held constant, there would have been an immaterial change in post tax profit for the year. The impact on equity would have been the same.

**Capital risk**

The Company has no debt facilities outside of normal creditor trading terms and thus the board does not deem necessary a formal Capital Risk Management charter.

**Credit risk**

Credit risk relates to the risk that counterparties will default on their contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with credit worthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from any defaults.

The exposure of the Company to credit risk in relation to each class of recognised financial asset is the carrying amount as indicated in the balance sheet.

**NOTE 15: EXPENDITURE COMMITMENTS**

	<b>2008</b>	<b>2007</b>
	<b>\$</b>	<b>\$</b>
Exploration expenditure committed:		
Not longer than 1 year	190,000	566,955
1-5 years	-	-
Longer than 5 years	-	-
	190,000	566,955
Remuneration commitment		
Not longer than 1 year	90,000	67,500
Total	280,000	634,455

**NOTE 16: OPERATING LEASES**

	<b>2008</b>	<b>2007</b>
	<b>\$</b>	<b>\$</b>
Non cancellable operating lease for premises:		
Not longer than 1 year	114,264	110,364
1 to 5 years	447,672	499,466
Longer than 5 years	-	-
	561,936	609,830

50% of these commitments are funded by a sub-tenant.

**NOTE 17: EVENTS AFTER THE BALANCE SHEET DATE**

At a meeting of shareholders held 24 July 2008, the shareholders approved the acquisition of Silcom Resources Limited. The consideration for 100% of the share capital of Silcom Resources Limited was the issue of 43,283,580 ordinary shares of the company and the allotment of 42,283,580 options over ordinary shares of the company that are exercisable on or before 31 August 2010 at a price of 30 cents. At the same meeting, the shareholders also approved;

- The issue of 1,500,000 options to Darryl Harris (Managing Director) with an exercise price of 30 cents and an expiry date of 31 August 2010
- The issue of 500,000 options to John Hebenton (non executive Director) with an exercise price of 30 cents and an expiry date of 31 August 2010
- The issue of 1,000,000 ordinary shares to Paul Lloyd (executive Director)
- The issue of 1,000,000 options to facilitators of the transaction with an exercise price of 30 cents and an expiry date of 31 August 2010
- The employee share option plan

**NOTE 17: EVENTS AFTER THE BALANCE SHEET DATE (continued)**

- Authority to issue 20,000,000 ordinary shares of the company without the requirement to seek shareholder approval.

Silcom Resources Limited has 100% ownership to four advanced exploration projects in Kyrgyzstan, Central Asia.

The transaction involving the company acquiring all the issued shares of Silcom Resources Limited will be accounted for under the principles of Reverse Acquisitions included in Australian Accounting Standard AASB3 Business Combinations.

The legal structure of the Beacon Mineral Limited Group is that Beacon Minerals Limited is the parent entity. However, the principles of reverse acquisition accounting apply where the owners of the acquired entity (in this case, Silcom Resources Limited) obtain control of the acquiring entity (in this case, Beacon Minerals Limited) as a result of the business combination. Under reverse acquisition accounting, the consolidated financial statements are issued under the name of the legal parent (Beacon Minerals Limited) but are a continuation of the financial statements of the legal subsidiary (Silcom Resources Limited), with assets and liabilities of the subsidiary being recognised and measured at their pre-combination carrying amounts rather than their fair values.

There has not arisen in the interval between the end of the year and the date of this report any other item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company, to affect significantly the operations of the Company, the results of those operations, or the state of affairs of the Company in future periods.

**Funding Agreement**

As announced to ASX on 26 September 2008, the Company has completed a loan arrangement with a major shareholder for \$1,500,000. The proceeds from this loan will enable the company to continue the exploration efforts in Australia and Kyrgyzstan. The loan has a term of two years, interest rate of 10.5% per annum and is secured by a mortgage over the Barlee Gold project.

**NOTE 18: AUDITORS' REMUNERATION**

The auditors of Beacon Minerals Limited are HLB Mann Judd.

	<b>2008</b>	<b>2007</b>
	<b>\$</b>	<b>\$</b>
Amounts received or due and receivable by HLB Mann Judd for:		
An audit or review of the financial report of the entity	16,360	13,700
Other services in relation to the entity.		
- Independent Accountant's report for inclusion in IPO prospectus	-	7,500
	16,360	21,200

**NOTE 19: DIRECTORS AND EXECUTIVE DISCLOSURES****(a) Details of Key Management Personnel***(i) Directors*

Matthew Egan	Chairman (non executive)
Darryl Harris	Managing Director
Paul Lloyd	Director (executive)
Lyle Thorne	Director (executive)
John Heberton	Director (non executive)

*(ii) Executives*

None

There were no changes of the Managing Director or key management personnel after the date the financial report was authorised for issue.

**(b) Compensation of Key Management Personnel**

The key management personnel compensation included in 'employee benefits expense' are as follows:

	<b>2008</b>	<b>2007</b>
	<b>\$</b>	<b>\$</b>
Short-Term	328,806	202,706
Post Employment	24,840	14,379
Other Long-Term	-	-
Termination Benefits	-	-
Share-based Payments	-	92,794
	<u>353,646</u>	<u>309,879</u>

*(i) Individual Directors' and executives' compensation disclosures:*

The company has transferred the detailed remuneration disclosures to the Directors' Report in accordance with Corporations Amendment Regulations 2006 (no. 4). These remuneration disclosures are provided in the Remuneration Report section of the Directors' Report and are designated as audited.

*(ii) Contract for Services*

An executive Director, Mr Lyle Thorne is employed under contract. The current employment contract commenced on 20 November 2006 and has no defined termination date. The main terms of the employment contract with Mr Thorne are as follows;

- Remuneration of \$180,000 pa plus superannuation
- Salary reviewed each year at the discretion of the Company
- Either party is entitled to terminate the agreement by six months notice

## NOTE 19: DIRECTORS AND EXECUTIVE DISCLOSURES (continued)

## (c) Option holdings of Key Management Personnel

	Balance at beginning of year	Granted as remuneration	Options exercised	Options issued	Balance at end of year	Vested as at Year end		
						Total	Exercisable	Not Exercisable
<b>30 June 2007</b>								
<b>Directors</b>								
Matthew Egan	-	2,000,000	-	635,974	2,635,974	2,635,974	2,635,974	-
Paul Lloyd	-	2,000,000	-	2,015,000	4,015,000	4,015,000	4,015,000	-
Lyle Thorne	-	2,000,000	-	537,500	2,537,500	2,537,500	2,537,500	-
<b>Total</b>	-	6,000,000	-	3,188,474	9,188,474	9,188,474	9,188,474	-
<b>30 June 2008</b>								
<b>Directors</b>								
Matthew Egan	2,635,974	-	-	-	2,635,974	2,635,974	2,635,974	-
Darryl Harris	-	-	-	-	-	-	-	-
Paul Lloyd	4,015,000	-	-	-	4,015,000	4,015,000	4,015,000	-
Lyle Thorne	2,537,500	-	-	-	2,537,500	2,537,500	2,537,500	-
John Hebenton	-	-	-	-	-	-	-	-
	9,188,474	-	-	-	9,188,474	9,188,474	9,188,474	-

**(d) Shareholdings of Key Management Personnel**

Shares held in Beacon Minerals Limited (number of ordinary shares)

	Balance at beginning of year	Granted as remuneration	On Exercise of Options	Net Change Other	Balance 30 June 2008
	Ord	Ord	Ord	Ord	Ord
<b>30 June 2007</b>					
<b>Directors</b>					
Matthew Egan	-	-	-	1,271,947	1,271,947
Paul Lloyd	-	-	-	3,030,000	3,030,000
Lyle Thorne	-	-	-	775,000	775,000
	-	-	-	5,076,947	5,076,947
<b>30 June 2008</b>					
<b>Directors</b>					
Matthew Egan	1,271,947	-	-	100,000	1,371,947
Darryl Harris	-	-	-	-	-
Paul Lloyd	3,030,000	-	-	300,000	3,330,000
Lyle Thorne	775,000	-	-	166,370	941,370
John Hebenton	-	-	-	-	-
	5,076,947	-	-	566,370	5,643,317

All equity transactions with key management personnel other than those arising from the exercise of remuneration options have been entered into under terms and conditions no more favourable than those the Company would have adopted if dealing at arm's length.

**(e) Loans to Key Management Personnel**

No loans have been provided to key personnel during the year.

**(f) Other transactions and balances with Key Management Personnel**

No other transactions with key management personnel have occurred during the year.

## 11

**DIRECTORS' DECLARATION**

1. In the opinion of the directors:
  - a. the financial statements and notes of the company are in accordance with the Corporations Act 2001 including:
    - i. giving a true and fair view of the company's financial position as at 30 June 2008 and of the performance for the year then ended; and
    - ii. complying with Accounting Standards and Corporations Regulations 2001; and
  - b. there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.
2. This declaration has been made after receiving the declarations required to be made to the directors in accordance with Section 295A of the Corporations Act 2001 for the year ended 30 June 2008.

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



Matthew Egan

Chairman

Dated this 30th day of September 2008



Accountants | Business and Financial Advisers

## INDEPENDENT AUDITOR'S REPORT

To the members of

**BEACON MINERALS LIMITED**

### Report on the Financial Report

We have audited the accompanying financial report of Beacon Minerals Limited, which comprises the balance sheet as at 30 June 2008, the income statement, statement of changes in equity, cash flow statement and notes to the financial statements for the year ended on that date, and the directors' declaration as set out on pages 38 to 70.

#### *Directors' Responsibility for the Financial Report*

The directors of the company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Act 2001. This responsibility includes establishing and maintaining internal controls 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 1(c), the directors also state, in accordance with Accounting Standard AASB 101: Presentation of Financial Statements, that compliance with the Australian equivalents to International Financial Reporting Standards ensures 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 controls 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 controls. 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.

**HLB Mann Judd (WA Partnership) ABN 22 193 232 714**

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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 Beacon Minerals Limited is in accordance with the Corporations Act 2001, including:
  - (i) giving a true and fair view of the company's financial position as at 30 June 2008 and of its 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; and
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1(c).

#### **Report on the Remuneration Report**

We have audited the Remuneration Report included on pages 28 to 29 of the directors' report for the year ended 30 June 2008. 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 Beacon Minerals Limited for the year ended 30 June 2008 complies with section 300A of the Corporations Act 2001.



Chartered Accountants



L DI GIALLONARDO

Partner

Perth, Western Australia

30 September 2008

## SHAREHOLDER INFORMATION

### DISTRIBUTION OF EQUITY SECURITIES

The distribution of members and their holdings of fully paid ordinary shares as at 18 September 2008 were as follows:

Shares held	No. of Shareholders	Percentage
1 – 1,000	30	4.02
1,001 – 5,000	160	21.45
5,001 – 10,000	168	22.52
10,001 – 100,000	310	41.55
100,001 and over	78	10.46
<b>Total</b>	<b>746</b>	<b>100.00</b>

	Min Parcel size	Holders	Units
Less than marketable parcel	6,666	214	646,145

### TWENTY LARGEST SHARE SECURITY HOLDERS

The names of the 20 largest holders of fully paid ordinary shares as at 18 September 2008 are listed below:

Name	No. of Shareholders	Percentage
Nikolajs Zuks	15,683,570	19.99
Jumaliev Imanbek Asankulovich	9,000,000	11.47
Abdykaparov Chynbek	6,000,000	7.65
Mr Paul Geoffrey Lloyd & Mrs Sharon Marie Lloyd	3,780,000	4.82
Equipment Finance Pty Ltd	2,000,000	2.55
Roscious Pty Ltd	1,400,000	1.78
Kyla Pty Ltd	1,350,000	1.72
MyWest Investments Pty Ltd	1,210,000	1.54
Straits Exploration Pty Ltd	1,140,000	1.46
Pater Investments Pty Ltd	1,000,000	1.27
Jumalieva Djamilya Imanbekovna	1,000,000	1.27
Pit N Portal Equipment Hire Pty Ltd	1,000,000	1.27
Michael Charles Mann	1,000,000	1.27
Forty Traders Limited	900,000	1.15
Cadogan Grove Pty Ltd	841,670	1.07

<b>Name</b>	<b>No. of Shareholders</b>	<b>Percentage</b>
Mr Lyle Haxton Thorne & Ms Sharon Gaye Schreck	700,000	0.89
Menzies Limited	650,000	0.83
Mrs Judy Calcei	628,000	0.80
Mr Shane Hartwig	575,000	0.73
Champion Financial Services Pty Ltd	550,000	0.70
<b>Total</b>	<b>50,408,240</b>	<b>64.23%</b>

**TWENTY LARGEST OPTION HOLDERS**

The names of the 20 largest holders of options (exercisable at 20 cents on or before 31 August 2010, as at 18 September 2008 are listed below:

<b>Name</b>	<b>No. of Shareholders</b>	<b>Percentage</b>
Mr Paul Geoffrey Lloyd & Mrs Sharon Marie Lloyd	1,390,000	8.38
Dr Rosemary Elizabeth Anne Green	750,000	4.52
Mrs Angela Jurman	736,577	4.44
Mywest Investments Pty Ltd	605,000	3.65
Mr Michael Kipling Mazalevskis	542,700	3.27
Shackleton Capital Pty Ltd	537,500	3.24
Guritali Pty Ltd	536,513	3.23
Mr Paul Geoffrey Lloyd	500,000	3.01
Sharon Gaye Schreck	500,000	3.01
Forty Traders Limited	450,000	2.71
Reyer Investments Pty Ltd	440,000	2.65
Mr Stephen Spurrier	401,500	2.42
Mr David James Willett	380,000	2.29
Lawrence Crowe Consulting	360,000	2.17
Mr Cliff Yorke & Mrs Ann Yorke	300,000	1.81
Mr Mark Henry Cornell	250,000	1.51
Mr Hongyu Liu	230,000	1.38
Mrs Richard Upjohn & Mrs Frances Mary UpJohn	200,000	1.21
Miss Marnie Elizabeth Grubisa	200,000	1.21
Mr Andrew John Robinson	200,000	1.21
<b>Total</b>	<b>9,509,790</b>	<b>57.32%</b>

The names of the holders of options (exercisable at 20 cents on or before 31 May 2011, as at 18 September 2008 are listed below:

<b>Name</b>	<b>No. of Shareholders</b>	<b>Percentage</b>
Paul Lloyd	2,000,000	33.33
Lyle Thorne	2,000,000	33.33
Matthew Egan	2,000,000	33.33
<b>Total</b>	<b>6,000,000</b>	<b>100%</b>

### TWENTY LARGEST OPTION HOLDERS

The names of the 20 largest holders of options (exercisable at 30 cents on or before 31 August 2010, as at 18 September 2008 are listed below

<b>Name</b>	<b>No. of Shareholders</b>	<b>Percentage</b>
Nikolajs Zuks	15,683,570	35.14
Jumaliev Imanbek Asankulovich	9,500,000	21.28
Abdykaparov Chynbek	6,000,000	13.44
Equipment Finance Pty Ltd	2,000,000	4.48
Darryl Harris	1,500,000	3.36
Kyla Pty Ltd 1,	1,450,000	3.25
Ajamilia Tumalieva	1,000,000	2.24
Pit n Portal Equipment Hire Pty Ltd	1,000,000	2.24
Dasmac (WA) Pty Ltd	941,680	2.11
Cadogan Grove Pty Ltd	641,670	1.44
Emmanuel Correira	575,000	1.29
Shane Hartwig	575,000	1.29
Champion Financial Services Pty Ltd	550,000	1.23
Nomial Pty Ltd	516,660	1.16
Stuart Andrew Tucker, Lisa Karen Tucker	500,000	1.12
John Hebenton	500,000	1.12
Roscious Pty Ltd	500,000	1.12
Bremworth and Associates Pty Ltd	500,000	1.12
Watkins Investment Trust	400,000	0.90
Bremworth Superannuation Fund	300,000	0.67
<b>Total</b>	<b>44,633,580</b>	<b>100%</b>

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**SUBSTANTIAL SHAREHOLDERS**

The Company's Register of Substantial Shareholders, prepared in accordance with section 715 of the Corporations Act 2001, recorded the following information as at 18 September 2008:

<b>Name</b>	<b>Number Shareholders</b>	<b>Class of Percentage</b>
Mr Paul Geoffrey Lloyd & Mrs Sharon Marie Lloyd	4,330,000	ORD

