



EMERALD
RESOURCES NL

ABN: 72 009 795 046

ANNUAL REPORT

for the year ended 30 June 2015

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This financial report covers the consolidated entity consisting of Emerald Resources NL ("Emerald" or "the Company") and its subsidiaries (together "the Group" or "the Consolidated Entity"). The financial report is presented in the Australian currency.

Emerald Resources NL is a company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Emerald Resources NL
1110 Hay Street
West Perth, WA, 6005

A description of the nature of the Consolidated Entity's operations and its principal activities is included in the operating and financial review in the Directors' Report.



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Corporate Information

Directors:

Simon Lee AO
Morgan Hart
Ross Stanley
Ross Williams

Non-Executive Chairman
Managing Director
Non-Executive Director
Non-Executive Director

Registered & Principal Office

1110 Hay Street
WEST PERTH, WA, 6005
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Facsimile 1300 729 528
www.emeraldresources.com.au
Email:
info@emeraldresources.com.au

Postal Address:

P.O. Box 1408
WEST PERTH, WA, 6872

Company Secretary:

Mark Clements

Auditors:

HLB Mann Judd
Level 4, 130 Stirling Street
PERTH, WA, 6000

Home Securities Exchange:

Australian Securities Exchange Ltd
Level 40, Central Park
152-158 St George's Terrace
PERTH, WA, 6000

ASX Code – EMR

Solicitors:

Steinepreis Paganin
Level 4, The Read Buildings
16 Milligan Street
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Share Registry:

Security Transfer Registrars Pty Ltd
770 Canning Highway
APPLECROSS, WA, 6153
Telephone +618 9315 2333
Facsimile +618 9315 2033
www.securitytransfer.com.au



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Chairman's Letter

Dear Fellow Shareholders,

In my last address to you I reported the Company was in a strong position to fund future opportunities that have the potential to grow shareholder value.

I am pleased to advise that despite market conditions remaining challenging we remain poised to take advantage of emerging opportunities in the energy and broader resources sector.

During the year, we pursued several projects which demonstrated the potential for our team to add significant value. Some of these projects remain on foot as we continue our discussions with third parties. We will keep you informed of any developments as and when we are in a position to do so.

Following an evaluation of the expected future returns on the Appalachian gas business, we announced in July 2015 that we had entered into an assignment of our 75% owned Magoffin County oil and gas leases with Slone Energy LLC. The assignment included existing fixtures, casing and pipelines utilized on and for the leases and in return EMR has retained a 5% overriding royalty interest in all gas production from these leases.

The royalty interest will continue over any new oil and gas lease acquired by Slone Energy where that new oil and gas lease is associated with the assigned leases.

We remain focussed on utilising our cash reserves on the right project which will create a pathway to enhancing shareholder value and our team lead by respected mining executive, Morgan Hart are working diligently to deliver on that strategy.

On behalf of the Board I would like to thank all our shareholders for your continued support.

A handwritten signature in black ink, appearing to read "Simon", with a stylized flourish at the end.

SIMON LEE AO
Chairman



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Directors' Report

Your Directors are pleased to submit their report on the Consolidated Entity ("Consolidated Entity" or "Group") representing Emerald Resources NL (the "Company") and its controlled entities, for the year ended 30 June 2015.

1. DIRECTORS

The names and details of Directors in office at any time during the financial year including up to the date of this report are:

Simon Lee AO appointed 20 August 2014, Non-Executive Chairman

Experience and Expertise

Mr Lee has had extensive management experience with a diverse range of business enterprises in a career that has based him in Asia, England, Canada and Australia. Mr. Lee has held a number of positions, which included Board Member of the Australian Trade Commission (AUSTRADE) and President of the Western Australian Chinese Chamber of Commerce Inc. In 1993, he received the Advance Australia Award for his contribution to commerce and industry and in 1994, he was bestowed an Officer of the Order of Australia. Mr Lee has a successful track record in the resources industry which has included building gold mine companies, Great Victoria Gold NL, Samantha Gold NL and Equigold NL.

Other Current Directorships

MOD Resources Limited, Non-Executive Director

Other Directorships in the Last Three Years

None

Morgan Hart appointed 30 July 2014, Non-Executive Director, appointed to Managing Director 20 August 2014

Experience and Expertise

Mr Hart is a Geologist and experienced Mining Executive. He is formerly an Executive Director and Chief Operating Officer of Regis Resources Ltd, responsible for the development of three gold mines in four years (Moolart Well, Garden Well and Rosemont). Prior to that, Mr Hart was Executive Director and Chief Operating Officer of Equigold NL, responsible for the development and construction of the Bonikro Gold Project in Ivory Coast West Africa in addition to the management of Equigold's Australian mining operations.

Other Current Directorships

None

Other Directorships in the Last Three Years

Regis Resources Ltd, Executive Director



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Directors' Report (continued)

Ross Stanley appointed 20 August 2014, Non-Executive Director

Experience and Expertise

Mr Stanley is a well-respected mining executive with extensive experience both in Australia and African mining enterprises. Mr Stanley was formally the majority shareholder and Managing Director of ASX Listed Stanley Mining Services prior to its merger with Layne Christensen in 1997. Stanley Mining was the dominant drill services provider in Ghana in the 1990's. Ross also served as a Non-Executive Director of Equigold NL.

Other Current Directorships

None

Other Current Directorships in the Last Three Years

None

Ross Williams appointed 3 October 2013 Non-Executive Director, appointed Non-Executive Chairman from 20 May 2014 to 20 August 2014, appointed Non-Executive Director from 20 August 2014

Experience and Expertise

Mr Williams is a founding shareholder of MACA Limited and up until July 2014 held the position of CFO and Finance Director with responsibility for capital management, finance, financial reporting and corporate strategy. He played a key role in the highly successful initial public offering of MACA in 2010 and was pivotal to its subsequent success as a publicly listed company. He continues to serve on the Board of MACA as a Non-Executive Director. Mr Williams holds a Post Graduate Diploma in Financial Services Management from Macquarie University and was a Fellow of the Australian Institute of Banking and Finance prior to establishing MACA in 2002.

Other Current Directorships

Neon Energy Limited, Chairman

Other Directorships in the Last Three Years

MACA Limited, Non-Executive Director

OTHER OFFICERS THAT SERVED DURING THE YEAR

Peter Pynes - appointed 11 October 2013, resigned 20 August 2014, Non-Executive Director

Tim Kestell - appointed 11 October 2013, resigned 20 August 2014, Non-Executive Director



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Directors' Report (continued)

2. COMPANY SECRETARY

Mark Clements – appointed 20 August 2014

Mr Clements gained a Bachelor of Commerce degree from the University of Western Australia. He is a Fellow of the Institute of Chartered Accountants and a member of both the Australian Institute Company Directors and the Governance Institute of Australia. Mr Clements currently holds the position of Company Secretary of a number of publically listed companies and has experience in corporate finance, accounting and administration, capital raising and ASX Compliance and regulatory requirements.

OTHER OFFICERS THAT SERVED DURING THE YEAR

Amanda Burgess – appointed 20 March 2014, resigned 20 August 2014

3. DIRECTORS' MEETINGS

During the financial year, one Directors' meeting was held with the following attendances:

Directors	Meetings Attended	Meetings Eligible to Attend
S. Lee	6	6
M. Hart	6	6
R. Stanley	6	6
R. Williams	6	6
P. Pynes	-	-
T. Kestell	-	-

There were also 4 occasions when the Board resolved matters via circular resolution.

4. PRINCIPAL ACTIVITIES

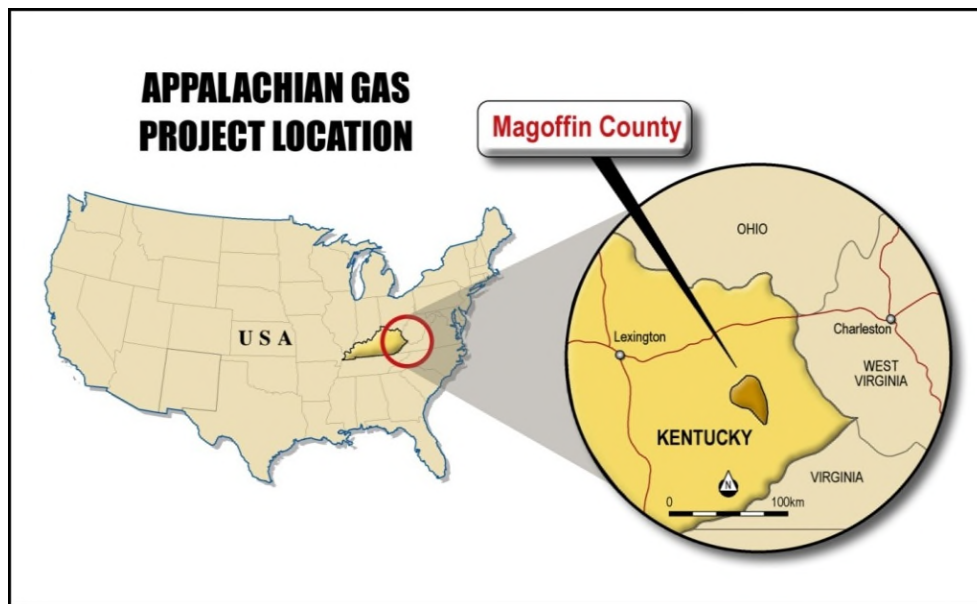
The principal activities of the Group were the exploration and development of oil and gas properties in the United States of America and continued analysis of more significant opportunities in the energy and broader resources sector with a view to enhancing shareholder value.

Directors' Report (continued)

5. OPERATING AND FINANCIAL REVIEW

5.1 Appalachian Gas - Magoffin County, Kentucky

(Emerald 75% Equity Interest in Kentucky Energy Partners LLC)



Following an evaluation of the expected future returns of the Appalachian gas business, Kentucky Energy Partners, LLC (KEP), a partnership between EMR (75%) and Slone Production, LLC (Slone Production) (25%), entered into an assignment of oil and gas leases with Slone Energy, LLC (Slone Energy), a company associated with Slone Production, to assign the various oil and gas interests located in Magoffin County, Kentucky (Leases), to Slone Energy (Agreement).

KEP has assigned the various oil and gas interests, including existing fixtures, casing and pipelines utilized on and for the Leases for a nominal consideration in return for EMR retaining a 5% overriding royalty interest in all gas production from the Leases (Royalty Interest).

The Royalty Interest will continue over any new oil and gas lease acquired by Slone Energy where that new oil and gas lease is in respect of any part of an area that was the subject of the Leases that may be relinquished, surrendered or not renewed.

EMR will receive quarterly reports from Slone Energy setting out the product recovered and sold and the royalty payable for that period.

The Board continues to evaluate the strategy with respect to the core operating asset in Magoffin County, Kentucky and pursue and evaluate more significant opportunities in the energy and broader resources sector.



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Directors' Report (continued)

5. OPERATING AND FINANCIAL REVIEW (CONTINUED)

5.2 Corporate

On 5 August 2014 the Company announced the completion of the placement which raised approximately \$5.7 million. The involved the issue of 457,307,940 fully paid ordinary shares at 1.25 cents per share to sophisticated investor clients of Euroz Limited, including Mr Morgan Hart who was appointed as a director of the Company.

On 20 August 2014 the Company announced a board restructure resulting in Mr Simon Lee AO being appointed Chairman, Mr Ross Stanley appointed Non-Executive Director, Mr Morgan Hart appointed as Managing Director and Mr Ross Williams stepping down as Non-Executive Chairman but remaining as Non-Executive Director. Mr Peter Pynes and Mr Tim Kestell resigned as Directors on 20 August 2014. Mr Mark Clements was appointed Company Secretary following the resignation of Ms Amanda Burgess on 20 August 2014.

At the Annual General Meeting held 27 November 2014, shareholders approved the Board's proposed change of name to "Emerald Resources NL" to eliminate any perception that the activities of the Company are focused on a single resource or that it is seeking to undertake investments solely in the oil and gas industry.

On 22 January 2015, the Company issued 20 million unlisted 2.5 cent options, exercisable on or before 21 January 2020 to employees and consultants as part of the incentive component of their remuneration package pursuant to the Company's Employee Option Plan approved by shareholders on 27 November 2014.

The options are subject to vesting conditions which restrict exercise of 50% of the options until 24 months from the date the employee or consultant was appointed and the remaining 50% until 36 months from appointment date.

During the year the Company completed an offer to those shareholders to sell their unmarketable holdings. On 5 September 2014 the Company announced that 6,143,272 shares were sold on market for 2.6 cents per share for the proceeds of \$159,725 before costs.

During the year, the Company also relocated to 1110 Hay Street, West Perth, WA.

5.3 Corporate Governance Statement

The directors of the Company support and adhere to the principles of corporate governance, recognising the need for the highest standard of corporate behaviour and accountability. Please refer to the Corporate Governance Statement released to ASX and posted at www.emeraldresources.com.au/corporate_governance.



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Directors' Report (continued)

5. OPERATING AND FINANCIAL REVIEW (CONTINUED)

5.3 Financial Results

The comprehensive (loss)/income of the Group for the financial year 30 June 2015 amounted to (\$1,424,982) (2014: profit \$354,306) included a loss on sale of assets of (\$819,699) (2014: profit \$1,177,785) following the assignment of the Company's oil and gas leases.

At 30 June 2015 the Group had cash on hand of \$17,965,799 (2014:\$12,573,838).

6. DIVIDENDS PAID OR RECOMMENDED

No dividend was paid or declared during the financial year and the Directors do not recommend the payment of a dividend.

7. SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

On 5 August 2014 the Company announced the completion of the placement which raised approximately \$5.7 million. The involved the issue of 457,307,940 fully paid ordinary shares at 1.25 cents per share to sophisticated investor clients of Euroz Limited, including Mr Morgan Hart who was appointed as a director of the Company.

On 20 August 2014 the Company announced a board restructure resulting in Mr Simon Lee AO being appointed Chairman, Mr Ross Stanley appointed Non-Executive Director, Mr Morgan Hart appointed as Managing Director and Mr Ross Williams stepping down as Non-Executive Chairman but remaining as Non-Executive Director. Mr Peter Pynes and Mr Tim Kestell resigned as Directors on 20 August 2014. Mr Mark Clements was appointed Company Secretary following the resignation of Ms Amanda Burgess on 20 August 2014.

As at 30 June 2015 the Company signed an agreement to assign the leases held by KEP, an entity the Company has a 75% share, to a related party Slone Energy, a company associated with Slone Production (25% share in KEP), in consideration for a nominal amount in return for a royalty interest in all gas production for the leases.

8. SIGNIFICANT EVENTS AFTER THE BALANCE DATE

The Board is not aware of any matters or circumstances that have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company or Group, the results of those operations or the state of affairs of the Company and Group in subsequent financial years, other than those already mentioned.

9. LIKELY DEVELOPMENTS

The Board continues to evaluate and pursue more significant opportunities in the energy and broader resources sector. Further information as to likely developments in the operations of the Group and likely results of those operations would in the opinion of the Directors, be likely to result in unreasonable prejudice to the Group.



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Directors' Report (continued)

10. DIRECTORS' INTERESTS IN THE SHARES AND OPTIONS OF THE COMPANY

As at the date of this report, the interests of the Directors in ordinary shares, of the Company were:

	Shares	
Director	<i>Held Directly</i>	<i>Held Indirectly</i>
M Hart	257,318,823	-
S Lee AO ⁽ⁱ⁾	-	64,000,000
R Williams	25,000,000	-
R Stanley	103,671,158	-
Total	378,439,518	64,000,000

Note:

⁽ⁱ⁾SHL Pty Ltd is a trustee for SHL Family Trust and Phoenix Properties International Pty Ltd is a Trustee of the Wellington Place Property Trust. Mr Lee AO is not a director, shareholder or involved in the management of SHL Pty Ltd or Phoenix Properties International Pty Ltd as trustees for the SHL Family Trust and Wellington Place Property Trust. He is only a direct and indirect contingent beneficiary of these trusts.

Directors' Report (continued)

11. REMUNERATION REPORT (AUDITED)

This report outlines the remuneration arrangements in place for Directors, Executives and Key Management Personnel of the Group in accordance with the requirements of the Corporations Act 2001 and its regulations. For the purposes of this report Key Management Personnel (KMP) of the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly.

The remuneration report is set out under the following main headings:

- A. Names and positions of Directors and other Key Management Personnel
- B. Principles used to determine the nature and amount of remuneration
- C. Details of remuneration
- D. Service agreements
- E. Share-based compensation
- F. Additional information

A. Names and positions of Directors and other Key Management Personnel in office at any time during the financial year are:

Name	Position	Appointment / Resignation date
S. Lee AO	Chairman	Appointed 20 August 2014
M. Hart	Managing Director	Appointed 30 July 2014, Non-Executive Director, Appointed to Managing Director 20 August 2014
R. Stanley	Non-Executive Director	Appointed 20 August 2014
R. Williams	Non-Executive Director	Appointed 3 Oct 2013, served as Chairman from 20 May 2014 to 20 August 2014
P. Pynes	Non-Executive Director	Appointed 11 Oct 2013, resigned 20 Aug 2014
T. Kestell	Non-Executive Director	Appointed 11 Oct 2013, resigned 20 Aug 2014

B. Principles used to determine the nature and amount of remuneration

Remuneration philosophy

The remuneration policy of the Group has been designed to align Director and Executive objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives based on key performance areas affecting the consolidated entity's financial results. The Board believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best Key Management Personnel and Directors to run and manage the Group. The Key Management Personnel of the Group are the Executive and Non-Executive Directors.

For the purposes of this report, the term 'Executive' encompasses the Executive Directors of the Group. The Board's policy for determining the nature and amount of remuneration for Board members and Key Management Personnel of the Group is as follows:

Remuneration structure

In accordance with best practice corporate governance, the structure of Non-Executive Director and Executive Director Remuneration is separate and distinct.



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Directors' Report (continued)

11. REMUNERATION REPORT (AUDITED) (CONTINUED)

B. Principles used to determine the nature and amount of remuneration (continued)

Fixed Remuneration

The remuneration policy, setting the terms and conditions for the Executive Directors and other Key Management Personnel, was developed by the Board. Non-Executive Directors are remunerated on a fixed fee and consultancy basis based on services provided by each person. The Board reviews Key Management Personnel packages annually by reference to the Group's performance, executive performance and comparable information from industry sectors and other listed companies in similar industries.

The Board policy is to remunerate Non-Executive Directors at market rates for comparable companies for time, commitment and responsibilities. The Board determines payments to the Non-Executive Directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at the Annual General Meeting (currently \$200,000). Fees for Non-Executive Directors are not linked to the performance of the Group. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Group and are able to participate in employee option plans that may exist from time to time.

Variable remuneration – short term incentive (STI)

There is currently no variable short term incentives provided to management in the form of a STI or bonus program. The Board is of the opinion that the variable long term remuneration provided to Directors and Executives is sufficient to align the interest of management with shareholders.

Variable remuneration – long term incentive (LTI)

Currently, this is facilitated through the issue of options to Key Management Personnel to encourage the alignment of personal and shareholder interests. The Board as a whole agrees upon an appropriate level of remuneration incentive for each Director, relative to their involvement in the management of the consolidated entity. The main performance criteria of the LTI remuneration is increasing shareholder value through aligning the Group with high quality exploration assets, which in turn increase share price. Options issued to Directors may be subject to market based price hurdles and vesting conditions, and the exercise price of options is set at a level that encourages the Directors to focus on share price appreciation. The Group believes this policy will be effective in increasing shareholder wealth.

On the resignation of Directors the options issued as remuneration lapse within 3 months unless exercised. For details of Directors and other Key Management Personnel interests in options at year end, see below.

The Board may exercise discretion in relation to approving incentives such as options. The policy is designed to attract the highest calibre of Key Management Personnel and reward them for performance that results in long-term growth in shareholder wealth.

Directors' Report (continued)

11. REMUNERATION REPORT (AUDITED) (CONTINUED)

Key Management Personnel are also entitled to participate in the employee share and option arrangements. Consultants, Executive Directors and other Key Management Personnel do not receive any retirement benefits other than superannuation.

C. Details of Remuneration

Details of the remuneration of the Directors and other Key Management Personnel of Emerald Resources NL are set out in the following table. All individuals were in office for the full year, unless otherwise stated.

Key Management Personnel of Emerald Resources NL (Company and Group)

Key Management Personnel of Emerald Resources NL (Company and Group)					Performance based remuneration and % consisting of options	
	Short term benefits	Post employment benefits	Share-based payments (LTI)	Total		
	Salary and Fees	Non Monetary	Super-annuation	Options		
2015	\$	\$	\$	\$	%	
Directors – Non Executive						
Simon Lee (Chairman) ⁽ⁱ⁾	41,549	-	-	-	41,549	0%
Morgan Hart ⁽ⁱⁱ⁾	41,549	-	3,843	-	45,392	0%
Ross Stanley ⁽ⁱⁱⁱ⁾	31,161	-	-	-	31,161	0%
Ross Williams	38,000	-	-	-	38,000	0%
Tim Kestell ^(iv)	8,000	-	740	-	8,740	0%
Peter Pynes ^(v)	8,000	-	740	-	8,740	0%
Total	168,259	-	5,323	-	173,582	0%
(i)	Appointed 20 August 2014					
(ii)	Appointed 31 July 2014					
(iii)	Appointed 20 August 2014					
(iv)	Resigned 20 August 2014					
(v)	Resigned 20 August 2014					
2014						
Directors – Non Executive						
Jeremy Shervington (Chairman) ^(vi)	52,500	-	-	-	52,500	0%
Mike Krzus ^(vii)	13,420	-	1,241	-	14,661	0%
McAndrew Rudisill ^(viii)	12,387	-	-	-	12,387	0%
Davide Bosio ^(ix)	12,387	-	1,146	-	13,533	0%
Dino Di Costa ^(x)	12,387	-	1,146	-	13,533	0%
Tim Kestell ^(xi)	35,613	-	3,294	-	38,907	0%
Peter Pynes ^(xiii)	35,613	-	3,294	-	38,907	0%
Ross Williams ^(xiii) (Chairman)	35,613	-	-	-	35,613	0%
Total	209,920	-	10,121	-	220,041	0%
(vi)	Resigned 20 May 2014					
(vii)	Resigned 3 October 2013					
(viii)	Resigned 3 October 2013					
(ix)	Resigned 3 October 2013					
(x)	Resigned 3 October 2013					
(xi)	Appointed 3 October 2013 Resigned 20 August 2014					
(xii)	Appointed 3 October 2013 Resigned 20 August 2014					
(xiii)	Appointed 3 October 2013 Appointed Chairman 20 May 2014					

Directors' Report (continued)

11. REMUNERATION REPORT (AUDITED) (CONTINUED)

D. Service Agreements

S Lee AO, Chairman (appointed 20 August 2014)

- Monthly contract, agreed and reviewed annually
- Director fees of \$48,000 p.a. (2014: nil)
- There are no termination benefits or provisions in the contract
- No explicitly stated notice period

M Hart, Managing Director (appointed Non-Executive Director from 30 July 2014 to 20 August 2014)

- Director fees of \$48,000 p.a. (2014: nil)
- No explicitly stated notice period
- Termination by the Company or Mr Hart may occur by giving the other party three month's written notice
- Termination benefit of 6 months' salary if due to termination of change of control event

Ross Stanley, Non-Executive Director (appointed 20 August 2014)

- Monthly contract, agreed and reviewed annually
- Director fees of \$36,000 p.a. (2014: \$nil)
- There are no termination benefits or provisions in the contract
- No explicitly stated notice

R Williams, Non-Executive Director, served as Chairman from 20 May 2014 to 20 August 2014)

- Monthly contract, agreed and reviewed annually
- Director fees of \$36,000 p.a. (2014: \$48,000)
- There are no termination benefits or provisions in the contract
- No explicitly stated notice period

P Pynes, Non-Executive Director (resigned 20 August 2014)

- Monthly contract, agreed and reviewed annually
- Director fees of \$48,000 p.a. (2014: \$48,000)
- There are no termination benefits or provisions in the contract
- No explicitly stated notice period

T Kestell, Non-Executive Director (resigned 20 August 2014)

- Monthly contract, agreed and reviewed annually
- Director fees of \$48,000 p.a. (2014: \$48,000)
- There are no termination benefits or provisions in the contract
- No explicitly stated notice period

E. Share-based Compensation

Details of the share-based remuneration of the Directors and other Key Management Personnel (as defined in AASB 124 *Related Party Disclosures*) of the Group are set out in section 10 above. The options issued to Directors in prior periods were part of their remuneration and as incentive options to increase goal convergence between Directors and shareholders. The options are granted for no consideration, and are subject to vesting conditions which relate to the continuation of employment.



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Directors' Report (continued)

11. REMUNERATION REPORT (AUDITED) (CONTINUED)

E. Share-based Compensation (continued)

Where the Director ceases employment prior to the vesting of their options, the options are forfeited unless the termination was as a result of redundancy, death or in other circumstances where the Board believes are fair and reasonable. Vested options will lapse 3 months after termination of an Executive's employment unless exercised. Options granted carry no dividend or voting rights.

The Group currently has no provisions to prohibit Executives from entering into arrangements to protect the value of unvested options. This includes entering into contracts to hedge their exposure to options or shares granted as part of their remuneration package.

Options Granted and vested during the year

On 22 January 2015, the Company issued 20 million unlisted 2.5 cent options, exercisable on or before 21 January 2020 to employees and consultants as part of the incentive component of their remuneration package pursuant to the Company's Employee Option Plan approved by shareholders on 27 November 2014.

The options are subject to vesting conditions which restrict exercise of 50% of the options until 24 months from the date the employee or consultant was appointed and the remaining 50% until 36 months from appointment date.

The recipients of these options are not currently considered to meet the definition of Key Management Personnel. However, it is expected that these recipients will form an important part of the proposed management team if or when the Company completes a significant transaction in the energy or broader resources sector.

No options issued were exercised during the current or comparative year and no options issued expired during the current or comparative year.

F. Additional Information

Principles used to determine the nature and amount of remuneration: relationship between remuneration and company performance.

The overall level of executive reward takes into account the performance of the Group over a number of years, with greater emphasis given to the current and prior year.

The Group issues options to Directors and Executives in order to provide incentives to deliver shareholder returns. In addition to share price performance, Group performance is also reflected in the movement of the Group's earnings or loss per share over time.



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11. REMUNERATION REPORT (AUDITED) (CONTINUED)

F Additional Information (CONTINUED)

Voting of Shareholders at Last Year's Annual General Meeting

The adoption of the remuneration report for the year ended 30 June 2014 was put to shareholders at the Company's annual general meeting held 27 November 2014. The resolution was passed by a show of hands. The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

Related party payments

	2015 \$	2014 \$
1) Legal	-	126,066
2) Serviced office charges	67,830	25,818

1) Includes payments made or payable to Drumgaghan Pty Ltd trading as Jeremy Shervington Legal Practice, for legal services provided by former director Jeremy Shervington and employees of Jeremy Shervington Legal Practice in relation to the preparation of legal documentation, agreements, prospectus, notice of meeting and other services in relation to secondary capital raisings.

2) Includes payments made or payable to Blue Capital Limited (a company associated with Peter Pynes and Tim Kestell) for serviced offices at the Company's previous registered office totalling \$6,455 (2014: \$25,818) and payments made or payable to Castilo Pty Ltd (a company associated with Ross Stanley) for serviced offices at the current registered office totalling \$61,375 (2014: Nil).

G. Directors' Interests in the Shares and Options of the Company

Share holdings of Key Management Personnel

The movement during the year in the number of ordinary shares in Emerald Resources NL held, directly, indirectly or beneficially, by each Director and other KMP, including their personally-related entities is as follows:

2015

Directors	Held at beginning of year	Movement during year*	Options Exercised	Interest at date of retirement	Held at 30 June 2015
Directors					
S. Lee AO	-	64,000,000	-	-	64,000,000
M Hart	-	257,318,823	-	-	257,318,823
R Stanley	-	95,839,781	-	-	95,839,781
R. Williams	4,702,695	20,297,305	-	-	25,000,000
P. Pynes	231,798,347	-	-	(231,798,347)	-
T. Kestell	231,798,347	-	-	(231,798,347)	-
Total	468,299,389	437,455,909	-	(463,596,694)	442,158,604

Directors' Report (continued)

11. REMUNERATION REPORT (AUDITED) (CONTINUED)

2014

Directors	Held at beginning of year	Movement during year*	Options Exercised	Interest at date of retirement	Held at 30 June 2014
Directors					
J. Shervington	8,331,915	-	-	(8,331,915)	-
M. Krzus	5,709,226	-	-	(5,709,226)	-
M. Rudisill	14,750,000	-	-	(14,750,000)	-
D. Bosio	-	-	-	-	-
D. Di Costa	-	-	-	-	-
R. Williams	-	4,702,695	-	-	4,702,695
P. Pynes	-	231,798,347	-	-	231,798,347
T. Kestell	-	231,798,347	-	-	231,798,347
Total	28,791,141	468,299,389	-	(28,791,141)	468,299,389

* Movement represents shares purchased via placement, rights issue, or on market during the financial year, as well as shares held at the date of appointment.

Option holdings of Key Management Personnel

The movement during the year in the number of options over ordinary shares in Emerald Resources NL held, directly, indirectly or beneficially, by each Director and other KMP, including their personally-related entities, is as follows:

2015

There were no options held by Key Management Personnel during the year.

2014

Listed Options

Directors	Held at beginning of year	Movement during year	Exercised	Interest at date of Retirement	Held at 30 June 2014	Vested and exercisable at 30 June 2014
J. Shervington	2,040,469	(2,040,469)	-	-	-	-
M. Krzus	5,173,688	(5,173,688)	-	-	-	-
M. Rudisill	-	-	-	-	-	-
N. Featherby	-	-	-	-	-	-
J. Hannaford ⁽ⁱ⁾	1,531,645	-	-	(1,531,645)	-	-
Specified Executives						
M. Barron	-	-	-	-	-	-
Total	8,745,802	(7,214,157)	-	(1,531,645)	-	-

(i) Interest at date of retirement (16 July 2012)



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Directors' Report (continued)

11. REMUNERATION REPORT (AUDITED) (CONTINUED)

2014 Unlisted Options

Directors	Held at beginning of year	Movement during year	Exercised	Interest at date of Retirement	Held at 30 June 2014	Vested and exercisable at 30 June 2014
J. Shervington	-	-	-	-	-	-
M. Krzus	5,000,000	(5,000,000)	-	-	-	-
M. Rudisill	28,920,000	(28,920,000)	-	-	-	-
D. Bosio	-	-	-	-	-	-
D. Di Costa	-	-	-	-	-	-
P Pynes	-	-	-	-	-	-
T Kestell	-	-	-	-	-	-
R Williams	-	-	-	-	-	-
Total	33,920,000	(33,920,000)	-	-	-	-

(a) Loans to or from Key Management Personnel

As at 30 June 2015 there were no loans to or from any Directors or other KMP.

*****End of Remuneration Report*****

12. PROCEEDINGS ON BEHALF OF THE GROUP

No person has applied to the Court to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or any part of those proceedings. The Group was not a party to any such proceedings during the year.

13. SHARE OPTIONS

SHARES UNDER OPTION

The Company issued 20 million unlisted options \$0.025 exercisable on or before 21 January 2020 to employees and consultants as part of the incentive component of their remuneration packages.

The options have been issued in accordance with the Company's Employee Option Plan as approved by shareholders on 27 November 2014. No director or director related entity has been the recipient of these options.



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Directors' Report (continued)

14. INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

During the financial year, the Group has paid a premium of \$20,996 (2014: \$21,670) to insure the Directors and Secretary of the Group.

The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Company, and any other payments arising from liabilities incurred by the officers in connection with such proceedings. This does not include such liabilities that arise from conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else or to cause detriment to the Group.

15. NON-AUDIT SERVICES

There were no non-audit services provided by the Group's auditor, HLB Mann Judd in the current or prior year.

During the year the following fees were paid or payable for services provided by the auditors.

	Consolidated	
	2015	2014
	\$	\$
<i>Paid or payable to HLB Mann Judd:</i>		
Audit and review fees	33,500	33,500

16. AUDITOR'S INDEPENDENCE DECLARATION

Section 307C of the Corporation 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 annual report. This Independence Declaration is set out on page 19 and forms part of this directors' report for the year ended 30 June 2015.

17. AUDITOR

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

Signed in accordance with a resolution of the Directors.

A handwritten signature in black ink, appearing to read "Simon Lee", with a stylized flourish at the end.

Simon Lee AO
Chairman

Perth
30 September 2015

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the consolidated financial report of Emerald Resources NL for the year ended 30 June 2015, 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.



Perth, Western Australia
30 September 2015

N G Neill
Partner

Consolidated Statement of Comprehensive Income

For the year ended 30 June 2015

	Note	2015 \$	2014 \$
Revenue	4	7,042	94,781
Cost of sales		(34,343)	(98,691)
Gross loss		(27,301)	(3,910)
(Loss)/Profit on sale of assets		(819,699)	1,177,785
Corporate, legal and administration expenses		(1,187,216)	(747,021)
Consulting and contracting expenses	6	(185,053)	(220,041)
(Loss)/Profit from operating activities		(2,219,269)	206,813
Finance income		601,197	146,925
Net finance income	5	601,197	146,925
(Loss)/Profit before income tax		(1,618,072)	353,738
Income tax benefit	8	-	-
(Loss)/Profit from continuing operations		(1,618,072)	353,738
(Loss)/Profit for the year	6	(1,618,072)	353,738
Other comprehensive income			
<i>Items that may be reclassified to profit or loss</i>			
Exchange differences on translation of foreign operations		193,089	568
Other comprehensive income for the year		193,089	568
Total comprehensive (loss)/income for the year		(1,424,983)	354,306
(Loss)/Profit for the year is attributable to:			
Owners of the parent		(1,342,774)	411,117
Non-controlling interest		(275,298)	(57,379)
		(1,618,072)	353,738
Total comprehensive (loss)/income for the year is attributable to:			
Owners of the parent		(1,124,972)	407,135
Non-controlling interest		(300,011)	(52,829)
		(1,424,983)	354,306
Basic (loss)/earnings per share for (loss)/profit attributable to owners of the parent (cents)	7	(0.106)	0.042

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

Consolidated Statement of Financial Position

As at 30 June 2015

	Note	2015 \$	2014 \$
CURRENT ASSETS			
Cash and cash equivalents	10	17,965,799	12,573,838
Trade and other receivables	11	134,021	71,935
Total current assets		18,099,820	12,645,773
NON-CURRENT ASSETS			
Property, plant and equipment	12	9,608	88,142
Exploration and evaluation expenditure	13	-	297,688
Oil and gas assets	14	-	434,362
Total non-current assets		9,608	820,192
TOTAL ASSETS		18,109,428	13,465,965
CURRENT LIABILITIES			
Trade and other payables	15	128,484	88,934
Total current liabilities		128,484	88,934
TOTAL LIABILITIES		128,484	88,934
NET ASSETS		17,980,944	13,377,031
EQUITY			
Issued capital	16	51,057,425	45,412,529
Reserves	17	1,924,366	1,145,592
Accumulated losses		(34,904,943)	(33,128,873)
Total equity attributable to owners of the parent		18,076,848	13,429,248
Non-controlling interest		(95,904)	(52,217)
TOTAL EQUITY		17,980,944	13,377,031

The above Statement of Financial Position should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity

For the year ended 30 June 2015

	Issued Capital \$	Options Reserve \$	Foreign Exchange Translation Reserve \$	Non-controlling Shareholders Premium Reserve \$	Accumulated Losses \$	Equity attributable to owners of the parent \$	Non- controlling interest \$	Total equity \$
Total equity at 30 June 2013	46,356,181	1,327,132	(586)	(266,833)	(33,539,990)	13,875,904	90,473	13,966,377
Profit/(Loss) for the year	-	-	-	-	411,117	411,117	(57,379)	353,738
Other comprehensive income (loss)	-	-	-	-	-	-	-	-
Exchange differences on translation of foreign operations	-	-	(3,982)	-	-	(3,982)	4,550	568
Total other comprehensive income (loss)	-	-	(3,982)	-	-	(3,982)	4,550	568
Total comprehensive loss for the year	-	-	(3,982)	-	411,117	407,135	(52,829)	354,306
Transactions with owners, recorded directly in equity:								
Share Buy Back of ordinary shares, net of transaction costs	(943,652)	-	-	-	-	(943,652)	-	(943,652)
Share based payments:								
Non-controlling interest distributions	-	-	-	13,902	-	13,902	(13,902)	-
Non-controlling shareholders premium reserve	-	-	-	75,959	-	75,959	(75,959)	-
Total equity at 30 June 2014	45,412,529	1,327,132	(4,568)	(176,972)	(33,128,873)	13,429,248	(52,217)	13,377,031
Profit/(Loss) for the year	-	-	-	-	(1,342,774)	(1,342,774)	(275,298)	(1,618,072)
Other comprehensive income (loss)	-	-	-	-	-	-	-	-
Exchange differences on translation of foreign operations	-	-	217,802	-	-	217,802	(24,713)	193,089
Total other comprehensive income (loss)	-	-	217,802	-	-	217,802	(24,713)	193,089
Total comprehensive loss for the year	-	-	217,802	-	(1,342,774)	(1,124,972)	(300,011)	(1,424,983)
Transactions with owners, recorded directly in equity:								
Issue of ordinary shares, net of transaction costs	5,644,896	-	-	-	-	5,644,896	-	5,644,896
Share based payments:	-	384,000	-	-	-	384,000	-	384,000
Non-controlling shareholders premium reserve	-	-	-	(256,324)	-	(256,324)	256,324	-
Transfer from premium reserve to accumulated losses	-	-	-	433,296	(433,296)	-	-	-
Total equity at 30 June 2015	51,057,425	1,711,132	213,234	-	(34,904,943)	18,076,848	(95,904)	17,980,944

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

Consolidated Statement of Cash Flows

For the year ended 30 June 2015

	Note	2015 \$	2014 \$
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		7,042	100,015
Interest received		543,328	97,198
Payments to suppliers and employees		(814,455)	(856,329)
Net cash used in operating activities	19	<u>(264,085)</u>	<u>(659,116)</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Exploration and evaluation expenditure		-	(19,087)
Proceeds on sale of subsidiary, net of cash disposed		(11,159)	-
Proceeds on sale of financial assets		-	13,675,432
Net cash (used in)/provided by investing activities		<u>(11,159)</u>	<u>13,656,345</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Share buy back		-	(943,651)
Proceeds from issue of shares		5,716,350	-
Capital raising costs		(71,454)	-
Net cash provided by/(used in) financing activities		<u>5,644,896</u>	<u>(943,651)</u>
Net increase in cash and cash equivalents		5,369,652	12,053,578
Cash and cash equivalents at the beginning of the year		12,573,838	403,672
Effect of exchange rates on cash holding in foreign currencies		22,309	116,588
Cash and cash equivalents at the end of the year	10	<u>17,965,799</u>	<u>12,573,838</u>

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

Notes to the Financial Statements

For the year ended 30 June 2015

1. Reporting entity

Emerald Resources NL ("the Company") is a company domiciled in Australia. The Company was incorporated on 15 September 1969 and is a company limited by shares incorporated in Australia.

The consolidated financial statements of the Company for the financial year ended 30 June 2015 comprise the Company and its controlled entities (together referred to as "the Consolidated Entity" or "the Group") and the Group's interest in jointly controlled operations and jointly controlled entities.

The consolidated financial statements were authorised for issue by the Directors on 30 September 2015.

2. Basis of preparation

a) Statement of compliance

The consolidated financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards (AASBs) (including Australian interpretations), adopted by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001.

The consolidated financial statements comply 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).

b) Basis of measurement

The consolidated financial statements have been prepared on a historical cost basis, except for disposal groups held for sale, which are measured at fair value.

c) Functional currency

The consolidated financial statements are presented in Australian dollars, which is the Company's functional currency and the functional currency of the major entities comprising the consolidated entity.

d) Use of estimates and judgements

The preparation of consolidated financial statements in conformity with Australian Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses.

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

2. Basis of preparation (continued)

d) Use of estimates and judgements (continued)

These estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements are discussed below.

e) Key sources of estimation uncertainty and judgements

Oil and Gas assets

Determining the recoverability of oil and gas assets capitalised in accordance with the Group's accounting policy requires estimates and assumptions as to whether successful development and commercial exploitation, or alternatively sale, of the respective areas of interest will be achieved. This assessment requires estimates and assumptions about the reserves, the timing of expected cashflows and future capital requirements. If after having capitalised the expenditure, a judgement is made that recovery of expenditure is unlikely, an impairment loss is recognised in profit or loss.

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 as at the date at which they are granted. The fair value is determined by using a Black and Scholes model, using the assumptions detailed in Note 24.

The Group measures the cost of cash-settled share-based payments at the fair value at the grant date using the Black and Scholes formula taking into account the terms and conditions upon which the instruments were granted, as discussed in Note 24.

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

2. Basis of preparation (continued)

f) Adoption of new and revised standards

In the year ended 30 June 2015, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Group's operations and effective for the current annual reporting period.

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

The Directors have also reviewed all new Standards and Interpretations that have been issued but are not yet effective for the year ended 30 June 2015. As a result of this review the Directors have determined that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on the Group's business and, therefore, no change is necessary to Group accounting policies.

3. Summary of significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements and have been applied consistently by the Group.

a) Principles of consolidation

Subsidiaries

Subsidiaries are entities controlled by any member of the Group. Control exists when a member of the Group has the power, directly or indirectly, to govern the financial and operating policies of any entity so as to obtain benefits from its activities.

In assessing control, potential voting rights that presently are exercisable or convertible are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed where necessary to align them with the policies adopted by the Group.

Non-controlling interests

Non-controlling interests are allocated their share of net profit/(loss) after tax in the statement of comprehensive income and are presented within equity in the consolidated statement of financial position, separately from the equity of the owners of the parent.

Losses are attributed to the non-controlling interest even if that results in a deficit balance.

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

3. Summary of significant accounting policies (continued)

a) Principles of consolidation (continued)

Transactions eliminated on consolidation

Intragroup balances (including balances related to jointly controlled operations and assets) and any unrealised gains or losses or income and expenses arising from intragroup transactions are eliminated in preparing the consolidated financial statements

b) Revenue

Revenue is recognised and measured at the fair value of the consideration receivable to the extent it is probable that the economic benefits will flow to the Group and the revenue can be measured reliably.

The Group uses the sales method to account for sales of natural gas revenues. Under this method, revenues are recognised based on volumes of oil and gas sold to purchasers.

The following specific recognition criteria must also be met before revenue is recognised:

Revenue for product sales is brought to account when the product is passed from the Group's physical control under an enforceable contract, when selling prices are known or can be reasonably estimated and the products are in a form that requires no further treatment by the Group.

c) Finance income and expenses

Finance income comprises interest income and foreign currency gains that are recognised in profit or loss. Interest income is recognised as it accrues, using the effective interest rate, applicable.

Finance expenses comprise interest expenses on borrowings, foreign currency losses and impairment losses recognised on financial assets (other than trade receivables).

d) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised where the borrowing cost is added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in profit or loss, using the effective interest rate as applicable.

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

3. Summary of significant accounting policies (continued)

e) Leases

Operating lease payments are recognised as an expense on a straight line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

f) Segment reporting

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. This includes start-up operations which are yet to earn revenues. Management will also consider other factors in determining operating segments such as the existence of a line manager and the level of segment information presented to the board of directors.

Operating segments have been identified based on the information provided to the chief operating decision makers – being the Board of Directors.

The Group aggregates two or more operating segments when they have similar economic characteristics, and the segments are similar in the nature of the minerals targeted.

Operating segments that meet the quantitative criteria as prescribed by AASB 8 are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements.

Information about other business activities and operating segments that are below the quantitative criteria are combined and disclosed in a separate category for "all other segments".

g) Goods and services tax (GST)

Revenue, expenses and assets are recognised net of the amount of GST or overseas equivalent, except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the taxation authority is included as a current asset or liability in the consolidated statement of financial position.



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Notes to the Financial Statements (continued)

For the year ended 30 June 2015

3. Summary of significant accounting policies (continued)

g) Goods and services tax (GST) (continued)

Cash flows are included in the consolidated statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the taxation authority are classified as operating cash flows.

h) Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated to Australian dollars at the foreign exchange rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to Australian dollars at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the profit or loss. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rate at the date of the transaction.

Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to Australian dollars at the foreign exchange rates ruling at the dates the fair value was determined.

Foreign operations

The assets and liabilities of foreign operations are translated to Australian dollars at the foreign exchange rates as at the balance date. The income and expenses of foreign operations are translated to Australian dollars at the foreign exchange rates at the dates of the transactions.

Foreign currency differences arising upon translation of foreign operations are recognised in other comprehensive income and presented in the foreign exchange translation reserve (FETR) within equity.

When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the FETR related to that foreign operation is transferred to the profit or loss as part of the gain or loss on disposal. In the case of a partial disposal that does not result in the consolidated entity losing control over a subsidiary that includes a foreign operation, the relevant proportion of the cumulative amount in the FETR is reattributed to non-controlling interests and is not recognised in the profit or loss. For all other partial disposals, the relevant proportion of the cumulative amount in the FETR is transferred to the profit or loss.



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Notes to the Financial Statements (continued)

For the year ended 30 June 2015

3. Summary of significant accounting policies (continued)

h) Foreign currency (continued)

When a settlement of a monetary item of receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, unrealised foreign exchange gains and losses on these monetary items are recognised in other comprehensive income and presented in the FETR in equity.

i) Income tax

The income tax expense or benefit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and liabilities for the current and prior periods 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 at the balance date. Deferred income tax is provided on all temporary differences at the balance 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 interest 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



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Notes to the Financial Statements (continued)

For the year ended 30 June 2015

3. Summary of significant accounting policies (continued)

i) Income tax (continued)

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 transactions, 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 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.

Unrecognised deferred income tax assets are reassessed at each balance 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 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.

j) Business combinations

Tax consolidation legislation

The company and its wholly owned Australian resident subsidiary have not formed a tax-consolidated group as at the balance date.

The acquisition method of accounting is used to account for all business combinations, including business combinations involving entities or business under common control, regardless of whether equity instruments or other assets are



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Notes to the Financial Statements (continued)

For the year ended 30 June 2015

3. Summary of significant accounting policies (continued)

j) Business combinations (continuing)

acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified as either equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

k) Impairment of assets

The Group assesses at each balance 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 Group 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.



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Notes to the Financial Statements (continued)

For the year ended 30 June 2015

3. Summary of significant accounting policies (continued)

k) Impairment of assets (continued)

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 balance 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.

l) Cash and Cash equivalents

Cash comprises of cash at bank and in hand. 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. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

m) Trade and other receivables

Trade receivables, which generally have 30-90 day terms, are recognised and carried at fair value and subsequently at amortised cost less an allowance for any uncollectible amounts.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. An impairment allowance is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms or receivables. The amount of impairment loss is the difference between the asset's carrying amount



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Notes to the Financial Statements (continued)

For the year ended 30 June 2015

3. Summary of significant accounting policies (continued)

m) Trade and other receivables (continued)

and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial. The amount of the impairment is recognised in the statement of comprehensive income.

n) 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 transaction costs. The Group determines the classification of its financial assets after initial recognition and, when allowed and appropriate, re-evaluates this designation at each financial year-end. All regular way purchases and sales of financial assets are recognised on the trade date i.e. the date that the Group 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.

o) 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.

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

Plant and equipment – over 3 to 5 years

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

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

3. Summary of significant accounting policies (continued)

p) Plant and equipment (continued)

Impairment

The carrying values of plant and equipment are reviewed for impairment at each balance 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 approximate 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 statement of comprehensive income in the cost of sales line item.

Derecognition and disposal

An item of 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.

q) Exploration and evaluation expenditure

Exploration and evaluation expenditure in relation to each area of interest is either written off as incurred or accumulated in respect of each identifiable area of interest. Costs are only carried forward if rights to tenure of the area of interest are current and to the extent that they are expected to be recouped through the successful development of the area (or, alternatively by its sale) or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves and operations in relation to the area are continuing. Accumulated costs in relation to an abandoned area are



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Notes to the Financial Statements (continued)

For the year ended 30 June 2015

3. Summary of significant accounting policies (continued)

q) Exploration and evaluation expenditure (continued)

written off in full against the statement of comprehensive income in the period in which the decision to abandon the area is made.

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

Once production statements are received from a particular well, the carried costs are transferred to oil and gas assets.

r) Oil & gas assets

Oil and gas assets are recognised at cost less accumulated depletion and any impairment losses. Where commercial production in an area of interest has commenced, the associated costs together with any forecast capital expenditure necessary to develop proved and probable reserves are amortised over the estimated economic life of the field on a units-of-production basis.

Changes in factors such as estimates of proved and probable reserves that affect unit-of-production calculations are dealt with on a prospective basis.

Although an area of interest has entered the development and production phase, exploration activities within the same area of interest may continue. Such costs, although of an exploration nature, are classified as expenditure on development phase properties and are amortised along with carried forward costs and current financial year development expenditure. Areas of interest are recognised at the cash generating unit level, being the smallest grouping of assets generating independent cash flows which usually is represented by an individual oil or gas well.

s) Trade and other payables

Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. Trade and other payables are presented as current liabilities unless payment is not due within 12 months.

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

3. Summary of significant accounting policies (continued)

t) Provisions

Provisions are recognised when the Group 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. Provisions are not recognised for future operating losses. When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate assets but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of comprehensive income net of any reimbursement.

Provisions are measured at the present value or management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. 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 an interest expense.

u) Employee Leave Benefits

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 balance date are recognised in other payables in respect of employees' services up to the balance 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.

v) Share-based payments

The Group provides benefits to employees (including Directors and KMP) in the form of share-based compensation, whereby employees render services in exchange for shares or rights over shares ('equity-settled transactions').

There is currently an Employee Share Option Plan (ESOP) in place to provide these benefits to Directors and senior executives.

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 using the Black & Scholes method.



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Notes to the Financial Statements (continued)

For the year ended 30 June 2015

3. Summary of significant accounting policies (continued)

v) Share-based payments (contd)

The Black & Scholes option pricing model takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The fair value of the options granted is adjusted to reflect market vesting conditions, but excludes the impact of any non-market vesting conditions. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each balance date, the entity revises its estimates of the number of options that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate.

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

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

Until an award has vested, any amounts recorded are contingent and will be adjusted if more or fewer awards vest than were originally anticipated to do so. Any award subject to a market condition is considered to vest irrespective of whether or not that market condition is fulfilled, provided that all other conditions are satisfied.

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 increase in the value of the transaction as a result of the modification, 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 is treated as if it 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 diluted earnings per share.

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

3. Summary of significant accounting policies (continued)

w) 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. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a new business are not included in the cost of acquisition as part of the purchase consideration.

x) Earnings per share

Basic earnings/loss per share

Basic earnings/loss per share is calculated by dividing the profit/loss attributable to equity holders of the Group, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings/loss per share

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

y) Parent entity financial information

The financial information for the parent entity, Emerald Resources NL, disclosed in Note 22 has been prepared on the same basis as the consolidated financial statements, except as set out below.

Investments in subsidiaries, associates and joint venture entities

Investments in subsidiaries, associates and joint venture entities are accounted for at cost in the financial statements of Emerald Resources NL. Dividends received from associates are recognised in the parent entity's profit or loss, rather than being deducted from the carrying amount of these investments.

Share-based payments

The grant by the company of options over its equity instruments to the employees of subsidiary undertakings in the group is treated as a capital contribution to that subsidiary undertaking. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity.

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

4. Revenue

	2015	2014
	\$	\$
Sale of gas	7,042	94,781
Total Revenue	7,042	94,781

5. Net finance income

	2015	2014
	\$	\$
Interest income	601,197	146,925
Finance income	601,197	146,925
Net finance income	601,197	146,925

6. Profit/(loss) for the year

	2015	2014
	\$	\$
Profit/(loss) before income tax has been determined after:		
a) Employee benefits expense		
Wages, salaries and fees	178,843	209,919
Defined contribution superannuation expense	6,210	10,122
Options granted	384,000	-
Total employee benefits expense	569,053	220,041
b) Other expenses		
Depreciation and amortisation	170,654	171,714
Bank charges	2,275	1,588
	172,929	173,302

7. Earnings/(loss) per share

	2015	2014
	cents	cents
Basic earnings/(loss) per share attributable to owners of the parent (cents)	(0.106)	0.042
	\$	\$
Earnings used in the calculation of total base earnings/(loss) per share:		
Profit/(loss) attributable to owners of the parent	(1,342,774)	411,117
loss attributable to discontinued operations	-	-
Profit/(loss) attributable to owners of the parent	(1,342,774)	411,117
	No.	No.
Weighted average number of ordinary shares outstanding during the period used in calculation of basic earnings per share	1,261,489,769	967,553,877

The 20,000,000 (2014:-) options outstanding at 30 June 2015 are potential ordinary shares but are antidilutive for the periods presented.

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

8. Income tax

	2015 \$	2014 \$
(a) Income tax benefit		
The major components of income tax benefit are:		
Statement of Comprehensive Income		
Current income tax expense	-	-
Deferred income tax expense	-	-
Income tax expense/(benefit) reported in the statement of comprehensive income	-	-

(b) Numerical reconciliation between aggregate tax benefit recognised in the statement of comprehensive income and tax benefit calculated per the statutory income tax rate

	2015 \$	2014 \$
Profit/(Loss) before income tax	(1,618,073)	353,738
At statutory income tax rate of 30% (2014: 30%)	(485,422)	106,121
Non-deductible expenses	482,375	7,137
Current tax losses not recognised as a DTA	112,303	182,502
Foreign tax rate adjustment	-	(14,712)
Non-assessable items	-	(281,048)
Utilisation of previously unrecognised capital losses	(30,648)	-
Deductible equity	(78,609)	-
Income tax benefit	-	-

(c) Unrecognised Deferred Tax Assets and Liabilities

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

	2015 \$	2014 \$
Timing Differences	44,024	106,781
Australian tax losses	1,777,145	1,668,727
Australian capital losses	11,851,595	11,889,138
United States of America tax losses	2,117,079	2,117,079
United States of America capital losses	7,174,022	7,174,022
Gross deferred tax assets	22,963,865	22,955,747

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

9. Key Management Personnel Disclosures

(a) Key Management Personnel remuneration

	Short term benefits	Post employment benefits	Share-based payments (LTI)	Total	% Performance Related
	Salary and Fees	Superannuation	Options		
	\$	\$	\$	\$	%
2015 Consolidated	168,259	5,323	-	173,582	-
2014 Consolidated	209,920	10,121	-	220,041	-

(b) Other Transactions with Key Management Personnel

Other related parties	2015 \$	2014 \$
1) Legal	-	126,066
2) Serviced office charges	6,455	25,818
3) Serviced office charges	61,675	-

1) Payments made or payable to Drumgaghan Pty Ltd trading as Jeremy Shervington Legal Practice, for legal services provided by former director Jeremy Shervington and employees of Jeremy Shervington Legal Practice in relation to the preparation of legal documentation, agreements, prospectus, notice of meeting and other services in relation to secondary capital raisings.

2) Payments made or payable to Blue Capital Ltd (a company associated with Peter Pynes and Tim Kestell) for serviced offices totalling \$6,455 (2014: \$25,818)(excl GST).

3) Payments made or payable to Castilo Pty Ltd (a company associated with Ross Stanley) for serviced offices totalling \$61,375(2014: -)(excl GST).

All related party services were provided on normal commercial terms and conditions.

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

10. Cash and Cash equivalents

	2015 \$	2014 \$
Cash at bank and on hand	17,965,799	12,573,838

11. Trade and other receivables

	2015 \$	2014 \$
Current		
Trade debtors	-	49,728
Deposits and prepayments	16,443	12,803
Other receivables	117,578	9,404
	<u>134,021</u>	<u>71,935</u>

Other receivables do not bear interest and their carrying amount is equivalent to their fair value. There are no trade and other receivables considered to be impaired at balance date. There are no past due but not impaired trade and other receivables.

12. Property, plant and equipment

	Plant and Equipment \$	Total \$
Year ended 30 June 2015		
At 30 June 2013 net of depreciation and impairment	182,037	182,037
Depreciation	(90,534)	(90,534)
Effect of foreign exchange	(3,361)	(3,361)
At 30 June 2014 net of depreciation and impairment	<u>88,142</u>	<u>88,142</u>
Additions	11,159	11,159
Depreciation	(72,448)	(72,448)
Effect of foreign exchange	18,201	18,201
Loss on sale of assets	(35,446)	(35,446)
At 30 June 2015 net of depreciation and impairment	<u>9,608</u>	<u>9,608</u>
At 30 June 2015		
Cost	88,142	88,142
Accumulated depreciation	(78,534)	(78,534)
Net carrying amount	<u>9,608</u>	<u>9,608</u>
At 30 June 2014		
Cost	293,807	293,807
Accumulated depreciation	(205,665)	(205,665)
Net carrying amount	<u>88,142</u>	<u>88,142</u>

The Board has entered into an assignment of oil and gas leases with Slone Energy, LLC (Slone Energy), a company associated with Slone Production LLC, for the various oil and gas interests located in Magoffin County, Kentucky (Leases), to Slone Energy. This includes existing fixtures, casing and pipelines utilized on and for the Leases for a nominal consideration in return for EMR retaining a 5% overriding royalty interest in all gas production from the leases.

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

13. Exploration and evaluation expenditure

	2015 \$	2014 \$
Exploration and evaluation costs carried forward in respect of exploration areas of interest in the USA	-	297,688

Reconciled as follows:

Balance at the beginning of the year	297,688	389,068
Capitalised during the year	-	19,087
Effect of foreign exchange	60,413	(110,467)
Loss on sale of assets	(358,401)	-
Balance at the end of the year	-	297,688

As mentioned in Note 12, EMR has entered into an assignment of the leases and in doing so has assigned the various assets for a nominal amount in return for a royalty interest.

14. Oil and gas assets

	2015 \$	2014 \$
Costs carried forward in respect of: Oil and gas assets, at cost	-	434,361

Reconciliation:

Reconciled as follows:

Carrying amount at beginning of the year	434,362	530,149
Additions	-	-
Amortisation for the year	(98,206)	(74,534)
Effect of foreign exchange	89,706	(21,253)
Loss on sale of assets	(425,862)	-
Carrying amount at end of the year	-	434,362

As mentioned in Note 12, EMR has entered into an assignment of the leases and in doing so has assigned the various assets for a nominal amount in return for a royalty interest.

15. Trade and other payables

	2015 \$	2014 \$
Trade creditors	27,869	53,934
Accruals	100,615	35,000
	128,484	88,934

Trade payables are non-interest bearing, unsecured and are usually paid within 30 days of recognition.

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

16. Issued share capital

	Number of Shares	\$
(a) Issued and Paid Up Capital		
Fully paid ordinary shares	1,306,594,114	51,057,424
(b) Movements in fully paid shares on issue		
Opening balance as at 1 July 2013	943,651,304	46,356,181
Buy Back from February 2014-to April 2014	(94,365,130)	(943,652)
Total fully paid shares on issue at 30 June 2014	849,286,174	45,412,529
Issued Capital August 2014	457,307,940	5,644,895
Total fully paid shares on issue at 30 June 2015	1,306,594,114	51,057,424

Consolidated Entity

The issued capital of the Group comprises the issued capital of Emerald Gas Pty Ltd, a company deemed to be the acquirer of Emerald Resources NL under a reverse acquisition transaction. The monetary share capital balance represents the equity in Emerald Gas Pty Ltd at the time of the acquisition plus the fair value of the equity held in Emerald Resources NL and subsequent transactions with equity holders of Emerald Resources NL in their capacity as equity holders.

(c) Terms and conditions of issued capital

Ordinary shares have the right to receive dividends as declared, and the proceeds on winding up of the parent entity in proportion to the number of shares held.

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

(d) Share Options

Information relating to options issued, exercised and expired during the financial year and options outstanding at the end of the financial year, is set out below:

	2015 No.	2014 No.
Balance at beginning of the year	-	167,600,000
Issued during the year	20,000,000	-
Expired during the year	-	(167,600,000)
Balance at the end of the year	20,000,000	-

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

16. Issued share capital (continued)

(e) Capital management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor, and market confidence and to sustain future development of the business. Given the stage of the Group's development there are no formal targets set for return on capital. Capital consists of issued capital as disclosed in the statement of financial position. There were no changes to the Group's approach to capital management during the year. The Group is not subject to externally imposed capital requirements.

17. Reserves

Nature and purpose of reserves

- 1) Options reserve - the options reserve is used to record the value of options issued for the services provided by employees and consultants.
- 2) Foreign exchange translation reserve - the foreign exchange translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.
- 3) Non-controlling shareholders premium reserve - arises as a result of the adjustment made to the interest of non-controlling shareholders in the equity of Kentucky Energy Partners LLC.

Refer to the statement of changes in equity for movements in reserves for the year.

18. Segment reporting

Identification of reportable segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (the chief operating decision maker) in assessing performance and in determining the allocation of resources. The operating segments are identified by management based on the location of activity. Discrete financial information about each of these locations is reported to the Board of Directors on at least a monthly basis.

Reportable segments requiring disclosure are operating segments that meet any of the following thresholds:

- Segment loss greater than 10% of combined loss of loss making operating segments; and
- Segment assets greater than 10% of combined assets of all operating segments.

In accordance with AASB 8 *Segment Reporting*, the reportable segments are based on aggregated operating segments determined by the similarity of the locations, as these are the sources of the Group's major risks and have the most effect on the rates of return.

Once reportable segments have been identified, all remaining segments that do not satisfy the thresholds are to be aggregated together to form an "all other segments" reporting segment. In accordance with AASB 8 corporate and administration activities are included in the 'all other segments' reporting segment.



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Notes to the Financial Statements (continued)

For the year ended 30 June 2015

18. Segment reporting (Continued)

The Group operates in one business segment, being the exploration of oil and gas, and two geographical segments, being USA and Australia.

Description of Operating Segments

Appalachian (USA) continuing operation

Emerald's subsidiaries Emerald Gas USA Holdings LLC, Emerald Gas Developments LLC, Emerald Kentucky Gas Ventures LLC and Kentucky Energy Partners LLC undertake onshore oil and gas exploration activities in the USA. The combined operations of these entities represent a single reportable segment.

KEP Projects – 75% equity interest in Kentucky Energy Partners LLC, which is progressing gas projects located in Kentucky, USA. Carrying value of exploration assets at 30 June 2015: \$nil (2014: \$732,050).

KEP has assigned the various oil and gas interests, including existing fixtures, casing and pipelines utilized on and for the leases for a nominal consideration in return for EMR retaining a 5% overriding royalty interest in all gas production from the leases (Royalty Interest).

The Royalty Interest will continue over any new oil and gas lease acquired by Slone Energy where that new oil and gas lease is in respect of any part of an area that was the subject of the Leases that may be relinquished, surrendered or not renewed.

Accounting policies and inter-segment transactions

The accounting policies used by the Group in reporting segments internally are the same as those contained in Note 3 to the financial statements.

2015 Geographical segment	USA Appalachian \$	Australia All other segments \$	Consolidated \$
Segment revenues	7,042	-	7,042
Segment result	(1,132,844)	(485,228)	(1,618,072)
Segment assets	2,402	18,107,026	18,109,428
Segment liabilities	(3,049)	(125,435)	(128,484)
Included in segment result:			
Interest income	-	601,197	601,197
Interest expense	-	-	-
Depreciation and amortisation	(169,103)	(1,551)	(170,654)
Acquisition of non-current assets	-	11,159	11,159

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

18. Segment reporting (Continued)

2014 Geographical segment	USA Appalachian \$	Australia All other segments \$	Consolidated \$
Segment revenues	94,781	-	94,781
Segment result	(254,914)	608,652	353,738
Segment assets	831,760	12,634,205	13,465,965
Segment liabilities	-	(88,934)	(88,934)
Included in segment result:			
Interest income	-	146,925	146,925
Interest expense	-	-	-
Depreciation and amortisation	(171,714)	-	(171,714)
Acquisition of non-current assets	-	-	-

19. Statement of Cash Flows

Reconciliation of cash flows from operations with loss after income tax:

Cash flows from operating activities	2015 \$	2014 \$
(Loss)/Profit for the year	(1,618,072)	353,738
Adjustments for non-cash items and reclassifications:		
Depreciation & amortisation depletion of assets	170,654	171,714
Loss on sale assets	819,699	-
Profit on sale of EOX Shares	-	(1,177,785)
Options issued for consideration	384,000	-
	(243,719)	(652,233)
<i>Changes in operating assets and liabilities</i>		
Change in trade creditors and accruals	41,720	24,910
Change in trade and other receivables	(62,086)	(31,693)
Cash flows used in operations	(264,085)	(659,116)

20. Interest in controlled entities

The Company has the following subsidiaries:

Name of Subsidiary	Country of Incorporation	Class of Shares	Percentage held	
			2015	2014
Emerald Gas USA LLC	USA	Ordinary	100%	100%
Emerald Gas Pty Ltd	Australia	Ordinary	100%	100%
Emerald Gas USA Holdings Inc	USA	Ordinary	100%	100%
Emerald Gas Development USA LLC	USA	Ordinary	100%	100%
Emerald Gas Kentucky Ventures LLC	USA	Ordinary	100%	100%
Kentucky Energy Partners LLC	USA	Ordinary	75%	75%



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Notes to the Financial Statements (continued)

For the year ended 30 June 2015

21. Related party transactions

(a) Parent Entity

The parent entity within the Group is Emerald Resources NL.

(b) Subsidiaries

Interests in subsidiaries are set out in Note 20.

(c) Key Management Personnel

Disclosures relating to key management personnel are set out in the Remuneration Report and in Note 9.

Transactions with related parties are made on normal commercial terms and conditions and at market rates. Outstanding balances are unsecured and are repayable in cash.

22. Parent entity disclosures

Financial Position

	2015	2014
	\$	\$
Assets		
Current assets	18,097,417	12,650,275
Non-current assets	9,608	1,016,893
Total assets	<u>18,107,025</u>	<u>13,667,168</u>
Liabilities		
Current liabilities	125,433	88,934
Total liabilities	<u>125,433</u>	<u>88,934</u>
Equity		
Issued capital	131,420,083	125,775,188
Accumulated losses	(114,765,623)	(113,524,086)
Options reserve	1,327,132	1,327,132
Total Equity	<u>17,981,592</u>	<u>13,578,234</u>

Financial Performance

	2015	2014
	\$	\$
Profit/(Loss) for the year	(1,241,537)	645,981
Other comprehensive income	-	-
Total comprehensive income/(loss)	<u>(1,241,537)</u>	<u>645,981</u>

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

23. Auditor's remuneration

	2015 \$	2014 \$
Amounts received or due and receivable by HLB Mann Judd:		
Audit and review of the financial reports of the Company and any other entity in the Group	33,500	33,500

24. Share based payments

Fair value of options granted

There were 20,000,000 options granted in the year ended 30 June 2015 (2014: Nil). The options were granted on 21 January 2015 to employees and consultants as part of their incentive component of their remuneration packages. The options are \$0.025 unlisted exercisable on or before 21 January 2020. The options were issued in accordance with the Company's Employee Option Plan approved at the shareholders annual general meeting on 27 November 2014. The options were valued using the Black and Scholes method.

The options are subject to vesting conditions which restrict exercise of 50% of the options until 24 months from the date the employee or consultant was appointed and the remaining 50% until 36 months from appointment date.

	Number	Grant Date	Expiry Date	Exercise Price \$	Fair Value at Grant Date \$	Vesting Date
Jan 15	20,000,000	21 January 2015	21 January 2020	\$0.025	\$384,000	See vesting conditions above

25. Contingencies

The Directors are not aware of any other contingencies that the Company is party to that are quantifiable.

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

26. Financial Risk Management

The Group's activities expose it to a variety of financial risks; market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. Risk management is carried out by the Board of Directors. The Board provides written principles for overall risk management, as well as policies covering specific areas, such as mitigating foreign exchange and interest rate and credit risks.

a) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from currency exposures to the US dollar. Foreign currency risk refers to the risk that the fair value of future cash flows of a financial instrument will fluctuate due to exchanges in foreign exchange rates. The Group is exposed to foreign exchange currency risk primarily through undertaking certain transactions denominated in foreign currency. Risks are managed at Board level but there are currently no formal measures in place.

b) Market risk

Price risk

The Group is exposed to equity securities price risk through the investments in securities classified on the statement of financial position as at fair value through profit or loss. Risks are managed at Board level but there are currently no formal measures in place. Refer to Note 27 for price risk exposure and sensitivity analysis.

The Group is exposed to commodity price risk through the future sales of oil and gas. During the current year, a total of \$7,042 (2014: \$94,781) was received or receivable from oil and gas sales. This amount is considered immaterial and therefore a sensitivity analysis has not been included in the financial statements.

c) Credit risk

The maximum exposure of the Group and the Company to credit risk at balance date in relation to each class of recognised financial asset is limited to the carrying amounts of the financial assets as indicated in the statement of financial position. The credit risk relates to trade and other receivables and deposits. At balance date there are no receivables past due. The Group monitors its receivables regularly to minimise its exposure to credit risk. Emerald is currently aligned with financial institutions that demonstrate high credit quality, significantly mitigating credit risk in regard to the Group's financial assets. Emerald has no significant concentration of credit risk at 30 June 2015.

d) Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash to meet commitments as and when they fall due. The Group manages liquidity risk by continuously monitoring forecast and actual cashflows.

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

26. Financial Risk Management (continued)

e) Cashflow and Fair value Interest Rate Risk

The Group's exposure to interest rate risk relates primarily to the Group's floating interest rate cash balance which is subject to movements in interest rates. The Board monitors its cash balance on an ongoing basis and liaises with its financiers regularly to mitigate cash flow and interest rate risk. Refer to Note 27 for interest rate risk exposure and sensitivity analysis.

There were no changes to the risk management policies from prior years.

27. Financial Instruments

a) Fair value

All financial assets and financial liabilities recognised in the statement of financial position, whether they are carried at cost or fair value, are recognised at amounts that represent a reasonable approximation of fair value unless otherwise stated in the applicable notes.

b) Interest rate risk

At 30 June 2015, the interest rate profile of the Group's interest-bearing financial instruments was:

	Floating interest rate	Non interest bearing	Total
	\$	\$	\$
2015 Consolidated			
<i>Financial assets</i>			
Cash and cash equivalents	17,965,799	-	17,965,799
Trade and other receivables	-	134,021	134,021
<i>Financial Liabilities</i>			
Trade and other payables	-	(128,484)	(128,484)
Net assets	<u>17,965,799</u>	<u>(5,537)</u>	<u>17,971,336</u>
2014 Consolidated			
<i>Financial assets</i>			
Cash and cash equivalents	12,573,838	-	12,573,838
Trade and other receivables	-	71,935	71,935
<i>Financial Liabilities</i>			
Trade and other payables	-	(88,934)	(88,934)
Net assets	<u>12,573,838</u>	<u>(16,999)</u>	<u>12,556,839</u>

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

27. Financial Instruments (continued)

Sensitivity Analysis

A change of 150 basis points (2014: 150 basis points) in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 2014.

Risk Variable	Sensitivity	Effect On:		Effect On:	
		Results 2015	Equity 2015	Results 2014	Equity 2014
		\$	\$	\$	\$
Interest Rate	+ 1.50%	269,487	269,487	188,607	188,607
	- 1.50%	(269,487)	(269,487)	(188,607)	(188,607)

c) Currency risk

At 30 June 2015 the Group had the following exposures to US\$ foreign currency risk that is not designated in cash flow hedges:

	2015	2014
	\$	\$
<i>Financial assets</i>		
Cash and cash equivalents	2,389	1,128
Trade receivables	-	-
Financial assets at fair value through profit or loss	-	-
Total financial assets	-	-
<i>Trade payables and other payables</i>		
Short term loans	-	-
Net exposure	2,389	1,128

Risk Variable	Sensitivity	Effect On:		Effect On:	
		Results 2015	Equity 2015	Results 2014	Equity 2014
		\$	\$	\$	\$
AUD:USD rate	+ 10.0%	(305)	(305)	(216)	(216)
	- 10.0%	305	305	216	216

The possible fluctuation in exchange rates between the Australian and US dollar of +/- 10% (2014: 10%) has been determined by the Board of Directors as being a 'reasonably possible' estimate of movement. This analysis assumes that all other variables, in particular price risk, remain constant.

Notes to the Financial Statements (continued)

For the year ended 30 June 2015

27. Financial Instruments (continued)

d) Liquidity risk

The table below sets out the Group's financial liabilities into relevant maturing groups, based on the remaining period at 30 June 2015 to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows, including the estimated interest payments.

	Carrying amount liabilities \$	Contractual cash flows \$	Less than 12 months \$
2015			
Trade and other payables	128,483	128,483	128,483
Total	128,483	128,483	128,483
2014			
Trade and other payables	88,934	88,934	88,934
Total	88,934	88,934	88,934

28. Events subsequent to balance date

The Board is not aware of any matters or circumstances that have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company or Group, the results of those operations or the state of affairs of the Company and Group in subsequent financial years, other than the following:

On 22 July 2015 the Company announced the signing of an agreement to assign the leases, including all existing fixtures, casings and pipelines. Including a nominal consideration, the Company will receive a 5% royalty in all gas production from the leases. This was effective as at balance date 30 June 2015.

Directors' Declaration

In the opinion of the directors of Emerald Resources NL ("the Company"):

- a) the accompanying financial statements and notes are in accordance with the Corporations Act 2001 including:
 - i. giving a true and fair view of the Group's financial position as at 30 June 2015 and of its performance for the year then ended; and
 - ii. complying with Australian Accounting Standards, the Corporations Regulations 2001, professional reporting requirements and other mandatory requirements.
- b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
- c) the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board

This declaration has been made after receiving the declarations required to be made to the directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2015.

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

On behalf of the Board



Simon Lee AO
Chairman

Perth
30 September 2015

INDEPENDENT AUDITOR'S REPORT

To the members of Emerald Resources NL

Report on the Financial Report

We have audited the accompanying financial report of Emerald Resources NL ("the company"), which comprises the consolidated statement of financial position as at 30 June 2015, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration for the consolidated entity. The consolidated entity comprises the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the financial report

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

In Note 2(a), the directors also state, in accordance with Accounting Standard AASB 101: *Presentation of Financial Statements*, that the financial report complies with International Financial Reporting Standards.

Auditor's responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the consolidated 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 internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

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

Independence

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

Auditor's opinion

In our opinion:

- (a) the financial report of Emerald Resources NL is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 2(a).

Report on the Remuneration Report

We have audited the remuneration report included in the directors' report for the year ended 30 June 2015. 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 Emerald Resources NL for the year ended 30 June 2015 complies with section 300A of the *Corporations Act 2001*.



HLB Mann Judd
Chartered Accountants



N G Neill
Partner

Perth, Western Australia
30 September 2015

ASX Additional Information

Additional information required by the ASX Limited Listing Rules not disclosed elsewhere in this Annual Report is set out below.

Shareholdings

The issued capital of the Company at 24 September 2015 is 1,306,594,114 ordinary fully paid shares. All ordinary shares carry one vote per share.

Top 20 Shareholders as at 24 September 2015

	No. of Shares Held	% Held
1 HART MORGAN CAIN	257,318,823	19.69%
2 CONFEDERATE CAP PL	137,498,347	10.52%
3 STANLEY ROSS FRANCIS	103,701,158	7.94%
4 DESERTFOX PL	84,300,000	6.45%
5 P & L CAP INV PL	84,300,000	6.45%
6 SHL PL	64,000,000	4.90%
7 ZERO NOM PL	59,464,505	4.55%
8 WILLIAMS ROSS CAMPBELL	25,000,000	1.91%
9 UOB KAY HIAN PRIVATE LTD	23,366,375	1.79%
10 TROCA ENTPS PL	20,000,000	1.53%
11 LENNAN B J D M + I J M	17,814,972	1.36%
12 WISE DANIEL PAUL	12,974,614	0.99%
13 CITICORP NOM PL	11,405,620	0.87%
14 HART GARRICK	10,022,753	0.77%
15 SEAH KEE KHOO	10,000,000	0.77%
16 SNOWDON SUSAN EDITH	8,795,226	0.67%
17 MERRILL LYNCH AUST NOM PL	7,701,364	0.59%
18 HSBC CUSTODY NOM AUST LIM	6,573,645	0.50%
19 TALEX INV PL	6,000,000	0.46%
20 FOPAR NOM PL	6,000,000	0.46%
	956,237,402	73.19%

Shares Range

	No. of Holders	No. of Shares
1 – 1,000	113	22,190
1,001 – 5,000	20	58,232
5,001 – 10,000	46	340,665
10,001 – 100,000	384	20,751,311
100,001 and over	450	1,285,421,716
	1,013	1,306,594,114

Number holding less than a marketable parcel at \$0.021 per share

257 1,738,338

Shareholders by Location

	No. of Holders	No. of Shares
Australian holders	984	1,261,280,040
Overseas holders	26	45,153,192
Unknown	3	160,882
	1,013	1,306,594,114

ASX Additional Information (continued)

Voting Rights

In accordance with the Company's Constitution, on a show of hands every shareholder present in person or by proxy, attorney or representative of a shareholder has one vote and on a poll every shareholder present in person or by proxy, attorney or representative of a shareholder has in respect of fully paid shares, one vote for every share held. No class of option holder has a right to vote, however the shares issued upon exercise of options will rank pari passu with the then existing issued fully paid ordinary shares.

Substantial Shareholders as at 24 September 2015

		<u>No. of Shares Held</u>	<u>% Held</u>
1	CONFEDERATE CAPITAL PTY LTD AND ASSOCIATED ENTITIES AND PERSONS INCLUDING DESERT FOX PTY LTD, P & L CAPITAL INVESTMENTS PTY LTD, TIMOTHY ARTHUR KESTELL, PETER ARISTIDE GEORGE PYNES AND LARA OLIMPIA PYNES	325,942,549	24.96%
2	MORGAN CAIN HART	257,318,823	19.69%
3.	ROSS STANLEY	103,671,158	7.94%

Unquoted Securities

At 24 September 2015, the Company has 20,000,000 unlisted options exercisable at \$0.025, expiring 21 January 2020 held by 4 parties.