



ANNUAL REPORT

30 June 2014

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CORPORATE DIRECTORY

Directors

Nathan McMahon (Non-Executive Chairman)
Lisa Wynne (Non-Executive Director) (Resigned 13/12/13)
Chris Chalwell (Non-Executive Director)
Terry Gardiner (Non-Executive Director) (Appointed 13/12/13)

Company Secretary

Mike Robbins (Appointed 26/7/13)

Registered Office

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West Perth, WA, 6005
Ph: +61 8 9322 6283
Fax: +61 8 9322 6398
Email: admin@dempseyminerals.com.au
Website: www.dempseyminerals.com.au

Auditors

Bentleys
Level 1, 12 Kings Park Road
West Perth WA 6005

Share Registry

Advanced Share Registry Limited
110 Stirling Highway
Nedlands WA 6009

Stock Exchange Listing

Australian Securities Exchange Limited (ASX)
Home Exchange-Perth, Australia

ASX Code

DMI

DIRECTORS' REPORT

The Directors submit their report on Dempsey Minerals Limited (the "Company") for the year ending 30 June 2014 ("the year").

1. DIRECTORS

The names and details of the Company's Directors in office during the year and until the date of this report are as follows. Directors were in office for the entire year unless otherwise stated.

Nathan Bruce McMahon B.Com
Non-executive Chairman

Experience

Mr McMahon has provided tenement management advice to the mining industry for approximately 15 years to in excess of 20 public listed mining companies. Mr McMahon has specialised in native title negotiations, joint venture negotiations and project acquisition due diligence. Mr McMahon is also joint Managing Director of Cazaly Resources Ltd and Non-executive Chairman of Hodges Resources Ltd.

Other listed directorships

Hodges Resources Limited	Since May 2008
Cazaly Resources Limited	Since June 2002
Whitestar Resources Limited	From December 2009 to April 2012

Interest in shares and options

3,443,837 ordinary shares

Christopher William Chalwell M.Aus.I.M.M; GAICD,
Non-executive Director

Experience

Mr Chalwell is a graduate of the Kalgoorlie School of Mines and has held senior executive roles during his career including being a key member of the executive management team for SKILLED, one of Australia and New Zealand's largest workforce solution companies. He was Chief Operating Officer for Skilled Workforce Services Australian and New Zealand Business Units with combined revenues approaching \$1B per annum.

Mr Chalwell was also Non-Executive Chairman of Minera Gold Ltd and a Non-Executive Director for the Industrial Foundation of Accident Prevention (IFAP). Mr Chalwell has also held roles With Foxboro Australia as a Project Director where he combined his technical and project management knowledge to lead a range of significant projects including the coal to gas conversion of the Mica Creek Power station and major automation and process technology packages for the Pasminco Century Mine in far north Queensland.

Mr Chalwell has experience with operations including in the capacity of Resident Mine Manager and mine-commissioning activities for mineral processing plants both at technical and management levels. He has participated in and led technical studies, contract negotiation, contract appraisal, through to award and is passionate about safety leadership.

DIRECTORS' REPORT

Other listed directorships

Minera Gold Ltd

From March 2012 to October 2013

Interest in shares and options

1,003,488 ordinary shares

Terry James Gardiner Non-executive Director (Appointed 13/12/13)

Experience

Mr Gardiner has been involved in capital markets, stockbroking & derivatives trading for nearly 18 years and prior to that had many years trading in equities & derivatives for his family accounts. He has also started and operated numerous small business ventures.

Other listed directorships

Raptor Resources Limited

Since December 2012

Interest in shares and options

2,225,000 ordinary shares

Lisa Wynne Non-executive Director (Resigned 13/12/13)

Ms Wynne held the position of Non-executive Director up until her resignation date.

Mike Robbins Company Secretary (Appointed 26/7/13)

Mr Robbins has over 20 years resource industry experience gathered at both operational and corporate levels, both within Australia and overseas. During that time, he has held numerous project and head office management positions and is currently CFO and Company Secretary for Blackham Resources Ltd, Cazaly Resources Ltd and Hodges Resources Ltd.

Julie Hill Company Secretary (Resigned 26/7/13)

Ms Hill held the position of Company Secretary up until her resignation date.

2. DIVIDENDS

No dividend has been paid during the year and no dividend is recommended for the year.

DIRECTORS' REPORT

3. DIRECTORS' MEETINGS

The number of Directors' meetings and/or circular resolutions held and/or conducted during the financial year and the number of meetings and/or circular resolutions attended or signed by each Director are:

	Directors'	
	Meetings/Resolutions	
	No.	No.
	Eligible	Attended
Mr McMahon	10	10
Mr Chalwell	10	10
Mr Gardiner (Appointed 13/12/13)	4	4
Ms Wynne (Resigned 13/12/13)	5	5

For details of the function of the Board, Audit Committee and Remuneration Committee, please refer to the Corporate Governance Statement.

4. PRINCIPAL ACTIVITIES

The principal activity of the Company during the course of the financial year consisted of mineral exploration, acquisition and evaluation.

There were no significant changes in the nature of the Company's principal activities during the financial year other than as detailed in the Review of Operations.

5. OPERATING & FINANCIAL REVIEW

Fraser Range Tenement Application – E28/2369 (100% application)

Dempsey Minerals Ltd ('the Company' or 'Dempsey') is the priority applicant for the highly prospective tenement (E28/2369) situated within the Fraser Range region. It covers an area of approximately 200 km² and is located around 40 km north of the Sirius Resources Ltd discoveries of Nova and Bollinger.

The Fraser Range project includes 40 kilometres of strike length of the Proterozoic Albany-Fraser mobile belt on the south-east margin of the Yilgarn Craton. In July 2012, Sirius announced the discovery of the Nova nickel-copper-cobalt deposit, which sits within the Fraser Range Joint Venture. The Dempsey lease application is located to the North of the Sirius Resources discoveries of Nova and Bollinger.

The Nova deposit is a magmatic nickel sulphide deposit, a style of deposit never before seen in Australia, which occupies a geological structure known as the Eye. This style of deposit has many features in common with various aspects of Canadian deposits such as Thompson (owned by Vale), Raglan (owned by Xstrata) and Voisey's Bay (owned by Vale) which are frequently an order of magnitude larger than most Australian nickel sulphide deposits. Common features include the age of the rocks, the degree of metamorphism and deformation, the association with a (once) mafic intrusive rock, the presence of copper and cobalt in addition to nickel, and the ratios of these metals.

The Company has commenced a data review process and planning for an initial exploration programme. The Company is progressing the grant of the tenement through the native title process and has received several expressions of interest regarding potential joint ventures for this project.

DIRECTORS' REPORT

Bungarra Ridge Phosphate Tenement Application – E04/2335 (100% application)

The Company has previously applied for tenement E04/2335 referred to as the Bungarra Ridge Phosphate Project. It is located in the West Kimberley Mineral Field, 50 km south southeast of Derby in the Kimberley Region of Western Australia (Figure 1). The Great Northern Highway provides direct access in the northeast of the project area and several station tracks and fence lines provide good additional access.

The geological units of interest are Jurassic–Cretaceous glauconite and phosphate rich horizons within a marine sequence deposited into the Fitzroy Trough, Canning Basin. A complete review of previous work is being undertaken but it appears the most valuable work was completed between 2008 and 2011. A first pass reverse circulation (RC) drilling programme comprising 151 holes for 2,263 m was completed in October 2008. The holes were drilled over 18 lines on a sparse and irregularly spaced grid ranging from 80mE to 640mE and 640mE x 1920mN. The average depth of the holes was 15 m. The main geological focus was to determine the depth, thickness and competency of the phosphate horizon. A best result of 8.86% P₂O₅ was obtained at 6.5–7.0 m depth in drill hole LCRC0009, and K₂O up to 4.04% at 17.0– 17.5 m depth in drill hole LCRC0031 (558560 mE 8047680 mN).

More detailed research is ongoing. The Company notes that there are significant agricultural developments planned for the Kimberley region. The Company is progressing the grant through the native title process.



Figure 1.

DIRECTORS' REPORT

Dandaragan Phosphate Project

Following a review of the tenement's prospectivity the tenement was surrendered. The Company sold the technical information to Potash West NL for 200,000 fully paid ordinary shares in Potash West NL and a 0.4% Net Smelter Royalty over the ground formerly held by E70/3741.

Mt Silica – E39/1753 (100%)

Data review is ongoing with rock chip sampling expected to commence in the next quarter.

Phillips – E74/0543 (100%)

No work conducted on this tenement.

Financial

The loss after tax for the year was \$419,140 (2013:\$496,914). The Company's net assets at the end of the year decreased to \$1,292,354 compared to \$1,707,326 in 2013. The main reasons for this were a decrease in cash on hand, a decrease in receivables and a net write off in exploration expenditure.

Cash and cash equivalents as at year end were \$1,238,666 (2013 - \$1,426,015).

Exploration expenditure for the year was \$57,984 (2013:\$119,296). The majority of this expenditure was on the Dandaragan project and other new project opportunities in Australia. Exploration expenditure written off for the year was \$175,191 compared to \$345,906 in the previous financial year due to the write down of the acquisition costs and exploration expenditure up to the date of surrender of the Dandaragan tenement.

Net administration expenses and employee benefits for the year totalled \$224,410 (2013 - \$207,459).

The Company was not required to raise any equity funds during the year.

Business Strategies and Prospects

The Company intends to continue to explore new mining opportunities both in Australia and overseas as well as other opportunities in the non-mineral sector. These opportunities are explored by the Board and corporate consultants who operate on a success fee basis only.

Risks

There are specific risks associated with the activities of the Company and general risks which are largely beyond the control of the Company and the Directors. The risks identified below, or other risk factors, may have a material impact on the future financial performance of the Company and the market price of the Company's shares.

All mining ventures are exposed to risks and the Board continues to monitor risks associated with current projects whilst also analysing the risks associated with any new mining opportunities. These risks may cover such areas as:

- Title Risk

This may specifically cover mining tenure whereby country specific mining laws and legislation apply.

DIRECTORS' REPORT

Any opportunity in Australia and overseas will be subject to particular risks associated with operating in Australia or the respective foreign country. These risks may include economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, exchange control, exploration licensing, export duties, investment into a foreign country and repatriation of income or return of capital, environmental protection, land access and environmental regulation, mine safety, labour relations as well as government control over mineral properties or government regulations that require the employment of local staff or contractors or require other benefits be provided to local residents.

- **Exploration Risk**

The Board realises that mineral exploration and development are high risk undertakings due to the high level of inherent uncertainty. There can be no assurance that exploration of the Company's tenements, or of any other tenements that may be acquired by the Company in the future, will result in the discovery of economic mineralisation. Even if economic mineralisation is discovered there is no guarantee that it can be commercially exploited.

Any future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.

- **Resource Estimates**

In the future, the Company's main projects may contain JORC Code compliant resources. There is no guarantee that a JORC Code compliant resource will be discovered on any of the Company's other tenements. Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis the estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations and the value of the Company's Listed Shares.

- **Access Risks – Cultural Heritage and Native Title**

The Company must comply with various country specific cultural heritage and native title legislation including access agreements which require various commitments, such as base studies and compliant survey work, to be undertaken ahead of the commencement of mining operations.

It is possible that some areas of those tenements may not be available for exploration due to cultural heritage and native title legislation or invalid access agreements. The Company may need to obtain the consent of the holders of such interests before commencing activities on affected areas of the tenements. These consents may be delayed or may be given on conditions which are not satisfactory to the Company.

DIRECTORS' REPORT

- Economic

General economic conditions, introduction of tax reform, new legislation, the general level of activity within the resources industry, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and possible production activities, as well as on its ability to fund those activities.

- JV and Contractual Risk

The Company has and may have additional options where it can increase its holding in the selective assets by achieving or undertaking selected milestones. The Company's ability to achieve its objectives and earn or maintain an interest in these projects is dependent upon it and the registered holders of those tenements complying with their respective contractual obligations under joint venture agreements in respect of those tenements, and the registered holders complying with the terms and conditions of the tenements and any other relevant legislation.

- Market conditions

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- introduction of tax reform or other new legislation;
- interest rates and inflation rates;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

- Volatility in Global Credit and Investment Markets

Global credit, commodity and investment markets have recently experienced a high degree of uncertainty and volatility. The factors which have led to this situation have been outside the control of the Company and may continue for some time resulting in continued volatility and uncertainty in world stock markets (including the ASX). This may impact the price at which the Listed Options and Shares trade regardless of operating performance and affect the Company's ability to raise additional equity and/or debt to achieve its objectives, if required.

- Commodity Price Volatility and Exchange Rates Risks

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of coal or any other minerals it may discover exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for commodities and metals, technological advancements, forward selling activities and other macro-economic factors such as inflation expectations, interest rates and general global economic conditions.

DIRECTORS' REPORT

Furthermore, international prices of various commodities are denominated in United States dollars whereas the income and expenditure of the Company are and will be taken into account in Australian currency. This exposes the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

If the price of commodities declines this could have an adverse effect on the Company's exploration, development and possible production activities, and its ability to fund these activities, which may no longer be profitable.

- **Environmental Risks**

The operations and proposed activities of the Company are subject to each project's jurisdiction, laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. Future legislation and regulations governing exploration, development and possible production may impose significant environmental obligations on the Company.

The cost and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop potential economically viable mineral deposits. The Company may require approval from the relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals or to obtain them on terms acceptable to the Company may prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations, which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments in such respect which could have a material adverse effect on the Company's business, financial condition and results of operations.

The above risks are not exhaustive but are the minimum exposure areas observed by the Company. Outside of the above, the Company is continually assessing Industry type risk (covering resources, commercial, commodity prices & volatility, insurance and environmental) and general type risk (economic, share markets, government & legal and global volatility).

6. SIGNIFICANT CHANGES IN STATE OF AFFAIRS

There were no significant changes in the state of affairs of the Company that occurred during the financial year.

7. AFTER BALANCE SHEET DATE EVENTS

In July 2014, the Company decided to surrender tenement E70/3741. The Company sold its technical information on the Dandaragan Phosphate Project to Potash West NL for 200,000 fully paid shares in Potash West NL and a 0.4% Net Smelter Royalty.

Apart from the above mentioned event, the Directors are not aware of any matters or circumstances at the date of the report, other than those referred to in this report or the financial statements or notes thereto, that has significantly affected or may significantly affect the operations, the results of operations or the state of affairs of the Company in subsequent financial years.

DIRECTORS' REPORT

8. FUTURE DEVELOPMENTS, PROSPECTS AND BUSINESS STRATEGIES

The Directors continue the Company's strategy for the advancement of Shareholders' interests and asset values through well-defined work programmes on the Company's tenements and to implement a growth strategy to seek out further exploration, acquisition and joint venture opportunities.

Further information about likely developments in the operations of the Company and the expected results of those operations in future financial years has not been included in this report because disclosure of the information would be likely to result in unreasonable prejudice to the Company.

9. ENVIRONMENTAL ISSUES

The Company's exploration activities are subject to the 1978 (WA) Mining Act. The Company has a policy of complying with or exceeding its environmental performance obligations. The Board believes that the Company has adequate systems in place for the management of its environmental requirements. The Company aims to ensure the appropriate standard of environmental care is achieved, and in doing so, that it is aware of and is in compliance with all environmental legislation. The Directors are not aware of any breach of environmental legislation for the financial year under review.

10. REMUNERATION REPORT (Audited)

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

- A Remuneration Philosophy
- B Remuneration Structure & Contractual Arrangements
- C Details of Remuneration
- D Remuneration and Performance
- E Equity-based compensation
- F Value of options to Directors
- G Voting and comments at the Company's 2013 Annual General Meeting

The information provided in this remuneration report has been audited as required by section 308(3C) of the Corporations Act 2001. The remuneration arrangements detailed in this report are for the key management personnel comprising the non-executive Chairman, non-executive Directors and one company consultant as follows:

Nathan McMahon	Non-executive Chairman
Christopher Chalwell	Non-executive Director
Terry Gardiner	Non-executive Director (appointed 13/12/13)
Lisa Wynne	Non-executive Director (resigned 13/12/13)
Julie Hill	Company Secretary (resigned 26/7/13)

A Remuneration Philosophy

Key management personnel have authority and responsibility for planning, directing and controlling the activities of the Company. The performance of the Company depends upon the quality of its key management personnel. To prosper the Company must attract, motivate and retain appropriately skilled directors and executives.

DIRECTORS' REPORT

10. REMUNERATION REPORT (Audited) (Cont'd)

The Company's broad remuneration policy is to ensure the remuneration package properly reflects the person's duties and responsibilities and that remuneration is competitive in attracting, retaining and motivating people of the highest quality.

B Remuneration Structure & Contractual Arrangements

The Company has in place non-executive letters of engagement for all Non-executive Directors. The Directors hold office until the next annual general meeting at which point 1/3 of the directors retire by rotation and will be eligible for election as a Director at that meeting in accordance with the Company's Constitution.

The Directors' appointments will automatically cease in the event that he or she give notice to the Board of their resignation as a Director or if he or she retires by rotation and is not re-elected as a Director by the Shareholders of the Company. Moreover his or her appointment will be terminated immediately if, for any reason, he or she becomes disqualified or prohibited by law from being or acting as a Director or from being involved in the management of a Company.

The Non-executive Chairman and the Non-executive Directors are all engaged on contracts that have paid director's fees of \$30,000 per year.

Remuneration of Non-executive Directors is based on fees approved by the Board of Directors (from within the remuneration pool approved by Shareholders from time to time at a general meeting) and is set at levels to reflect market conditions and encourage the continued services of the Directors.

The Company is an exploration entity and therefore speculative in terms of performance. Consistent with attracting and retaining talented executives, directors and senior management personnel are paid market rates associated with individuals in similar positions within the same industry.

The Company does not offer any variable remuneration incentive plans or bonus schemes to Non-executive Directors or any retirement benefits and, as such, there are no performance related links to the existing remuneration policies.

The Company does not currently employ any executives; the current Company Secretary continues to be engaged under a consulting services contract on commercial terms.

C Details of Remuneration

The key management personnel of the Company are the Non-executive Chairman and Directors and one consultant of Dempsey Minerals Limited. Details of the remuneration of the key management personnel of the Company are set out below:

DIRECTORS' REPORT

10. REMUNERATION REPORT (Audited) (Cont'd)

	Short-term Benefits				Post-Employment Benefits	Other Long-term Benefits	Equity Based Payment		Total	Performance Related
	Cash, salary & commissions	Cash profit Share	Non-cash benefit	Other	Super-annuation	Other	Equity	Options		
	\$	\$	\$	\$	\$	\$	\$	\$	\$	%
Mr McMahon – Non Executive Chairman (i)										
2014	30,000	-	-	-	-	-	-	-	30,000	
2013	30,000	-	-	-	-	-	-	-	30,000	
Mr Chalwell – Non Executive Director (ii)										
2014	30,000	-	-	-	-	-	-	-	30,000	
2013	30,000	-	-	-	-	-	-	-	30,000	
Ms Wynne – Non Executive Director (resigned 13/12/13) (iii)										
2014	15,000	-	-	-	-	-	-	-	15,000	
2013	30,000	-	-	-	-	-	-	-	30,000	
Mr Gardiner – Non Executive Director (appointed 13/12/13)										
2014	17,500	-	-	-	-	-	-	-	17,500	
2013	-	-	-	-	-	-	-	-	-	
Ms Hill – Company Secretary (resigned 26/7/13)										
2014	2,500	-	-	-	-	-	-	-	2,500	
2013	30,000	-	-	-	-	-	-	-	30,000	
Total Remuneration										
2014	95,000	-	-	-	-	-	-	-	95,000	
2013	120,000	-	-	-	-	-	-	-	120,000	

- (i) Director fees of \$30,000 were paid, or were due and payable to Kingsreef Pty Ltd, a company controlled by Mr McMahon.
- (ii) Director fees of \$30,000 were paid, or were due and payable to Westdev Pty Ltd, a company controlled by Mr Chalwell.
- (iii) Director fees of \$15,000 were paid, or were due and payable to Sila Consulting Pty Ltd, a company controlled by Ms Wynne.

D Remuneration and Performance

During the reporting period, Director remuneration was not linked to either long term or short term performance conditions. The Board feels that the terms and conditions of options and shares held by Directors were a sufficient, long term incentive to align the goals of the Directors with those of the shareholders to maximise shareholder wealth.

E Equity Instruments Issued on Exercise of Remuneration Options

No shares were issued during the year to Directors or key management as a result of exercising remuneration options.

F Options Issued as Part of Remuneration

No options were issued to Directors as part of their remuneration for the years ended 30 June 2014 and 30 June 2013.

DIRECTORS' REPORT

10. REMUNERATION REPORT (Audited) (Cont'd)

G Interests of Key Management Personnel (KMP)

As at 30 June 2014, the following interests in shares and options were held by KMP.

Option holdings of KMP

30 June 2014

Name	Balance at the start of the year	Granted as Remuneration	Options Exercised	Other	Balance at the end of the year
Nathan McMahon	-	-	-	-	-
Chris Chalwell	-	-	-	-	-
Lisa Wynne (i)	-	-	-	-	-
Terry Gardiner (ii)	-	-	-	-	-
Julie Hill (iii)	100,000	-	-	(100,000)	-
Total	100,000	-	-	(100,000)	-

30 June 2013

Name	Balance at the start of the year	Granted as Remuneration	Options Exercised	Other	Balance at the end of the year
Nathan McMahon	-	-	-	-	-
Chris Chalwell	-	-	-	-	-
Lisa Wynne (i)	-	-	-	-	-
Terry Gardiner (ii)	-	-	-	-	-
Julie Hill (iii)	100,000	-	-	-	100,000
Total	100,000	-	-	-	100,000

Share holdings of KMP

30 June 2014

Name	Balance at the start of the year	Options Exercised	Other	Balance at the end of the year
Nathan McMahon	3,443,837	-	-	3,443,837
Chris Chalwell	578,471	-	425,017	1,003,488
Lisa Wynne (i)	167,112	-	-	167,112
Terry Gardiner (ii)	2,310,415	-	(135,493)	2,174,922
Julie Hill (iii)	-	-	-	-
Total	6,500,221	-	289,524	6,789,745

30 June 2013

Name	Balance at the start of the year	Options Exercised	Other	Balance at the end of the year
Nathan McMahon	2,378,806	-	1,065,031	3,443,837
Chris Chalwell	350,000	-	228,471	578,471
Lisa Wynne (i)	130,000	-	37,112	167,112
Terry Gardiner (ii)	-	-	-	-
Julie Hill (iii)	-	-	-	-
Total	2,858,806	-	1,330,614	4,189,806

- (i) Ms Wynne resigned as a Non-executive Director on 13/12/13
- (ii) Mr Gardiner was appointed a Non-executive Director on 13/12/13
- (iii) Ms Hill resigned as Company Secretary on 26/7/13

H Voting and Comments at the Company's 2013 Annual General Meeting

The adoption of the Remuneration Report for the financial year ended 30 June 2013 was put to the shareholders of the Company at the Annual General Meeting held 25 November 2013. The Company received more than 98% of the vote, of those shareholders who exercised their right to vote, in favour of the remuneration report for the 2013 financial year. The resolution was passed without amendment on a show of hands. The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

I Related Party Information

Mr McMahon is a director of Cazaly Resources Limited. Dempsey Minerals Limited has an agreement in place based on normal commercial terms and conditions (and at market rates) to reimburse for office and administrative expenses. Aggregate amounts (ex GST) of each of the above types of other transactions with key management personnel of Dempsey Minerals Limited are as follows:

Rent, car bays, outgoings & administration	42,860	38,221
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End of Remuneration Report

11. SHARES AND OPTIONS

Shares

No shares in Dempsey were issued during the year.

Options

On 1 August 2013, 200,000 unlisted options in Dempsey Minerals Limited were granted to a consultant. These options vested on grant date.

On 27 September 2013, 100,000 unlisted options exercisable at \$0.26 expired.

At the date of this report unissued ordinary shares of the Company under option are:

Expiry Date	Exercise Price	Number Under Option	Grant Date
31/7/2015	\$0.050	100,000	01/08/2013
31/7/2016	\$0.054	100,000	01/08/2013

Option holders do not have any rights to participate in any issue of shares or other interests in the Company or any other entity.

12. PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purposes of taking responsibility on behalf of the Company for all or part of those proceedings.

DIRECTORS' REPORT

13. INDEMNIFYING OFFICERS & AUDITORS

In accordance with the constitution, except as may be prohibited by the Corporations Act 2001 every Officer, or agent of the Company shall be indemnified out of the property of the Company against any liability incurred by him in his capacity as Officer or agent of the Company or any related corporation in respect of any act or omission whatsoever and howsoever occurring or in defending any proceedings, whether civil or criminal. No indemnification has been paid with respect to the Company's auditor.

The Company has insurance policies in place for Directors and Officers insurance. The premium paid on this policy was \$12,490.

14. NON-AUDIT SERVICES

The auditors have not provided any non-audit services to the Company in the financial year ended 30 June 2014.

15. AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration under Section 307C in relation to auditor's independence for the Year ended 30 June 2014 has been received and can be found on page 43.

Signed in accordance with a resolution of the Board of Directors,

Nathan McMahon
Non-Executive Chairman

Perth, Western Australia
Date: 23 September 2014

Competent Person's Statement

The information that relates to exploration targets, exploration results and drilling data of Dempsey operated projects is based on information compiled by Mr Don Horn a Member of The Australian Institute of Geoscientists. Mr Horn has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as a Competent Persons as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Horn consents to the inclusion in his name in the matters based on their information in the form and context in which it appears.

**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2014**

	Notes	30 June 2014	30 June 2013
Continuing Operations			
Interest revenue	3	43,868	66,637
Other income	3	-	93,750
Total		43,868	160,387
Administration expenses		(89,374)	(98,998)
Compliance & regulatory expense		(64,889)	(69,986)
Employment expense		(135,073)	(108,461)
Equity based payments		(4,168)	-
Impairment of financial assets		6,420	(1,973)
Loss on disposal of interest in subsidiary		-	(30,758)
Exploration written off	10	(175,191)	(345,906)
Depreciation		(733)	(1,219)
Loss before income tax expenses		(419,140)	(496,914)
Income tax expenses	5	-	-
Loss for the year from continuing operations		(419,140)	(496,914)
Other comprehensive income		-	-
Items that maybe reclassified subsequently to profit or loss			
Reclassification adjustments relating to foreign subsidiary disposed of in the year		-	30,758
Total comprehensive income and net loss for the Year attributable to the owners of the Company		(419,140)	(466,156)
Basic and diluted loss per share for loss attributable to the ordinary equity holders of the company (cents per share)	15	(1.42)	(1.68)

The accompanying notes form part of these financial statements.

STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2014

	Note	30 June 2014 \$	30 June 2013 \$
Current Assets			
Cash and cash equivalents	6	1,238,664	1,426,015
Trade and other receivables	7	9,378	111,075
Prepayments		-	16,914
Total Current Assets		<u>1,248,042</u>	<u>1,554,004</u>
Non-Current Assets			
Financial Assets	8	22,758	16,337
Plant and equipment	9	1,105	1,838
Exploration and evaluation	10	65,150	182,357
Total Non-Current Assets		<u>89,013</u>	<u>200,532</u>
Total Assets		<u>1,337,055</u>	<u>1,754,536</u>
Current Liabilities			
Trade and other payables	11	44,701	47,210
Total Current Liabilities		<u>44,701</u>	<u>47,210</u>
Total Liabilities		<u>44,701</u>	<u>47,210</u>
Net Assets		<u>1,292,354</u>	<u>1,707,326</u>
Equity			
Issued capital	12	2,773,943	2,773,943
Reserves	13	4,168	8,401
Accumulated losses	14	(1,485,757)	(1,075,018)
Total Equity		<u>1,292,354</u>	<u>1,707,326</u>

The accompanying notes form part of these financial statements.

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2014**

	Issued Capital	Equity-based Payment Reserve	Foreign Currency Reserve	Accumulated Losses	Total Equity
	\$	\$	\$	\$	\$
Balance at 1 July 2012	2,773,943	8,401	(30,758)	(578,104)	2,173,482
Net loss for the year	-	-	-	(496,914)	(496,914)
Reclassification adjustment relating to foreign subsidiary disposed of in year	-	-	30,758	-	30,758
Total comprehensive loss for the year	-	-	30,758	(496,914)	(466,156)
Transactions with owners recorded directly in equity :					
Transfer to accumulated losses	-	-	-	-	-
Equity based payments	-	-	-	-	-
Balance at 30 June 2013	2,773,943	8,401	-	(1,075,018)	1,707,326
Net loss for the year	-	-	-	(419,140)	(419,140)
Reclassification adjustment relating to foreign subsidiary disposed of in year	-	-	-	-	-
Total comprehensive loss for the year	-	-	-	(419,140)	(419,140)
Transactions with owners recorded directly in equity :					
Transfer to accumulated losses	-	(8,401)	-	8,401	-
Equity based payments	-	4,168	-	-	4,168
Balance at 30 June 2014	2,773,943	4,168	-	(1,485,757)	1,292,354

The accompanying notes form part of these financial statements.

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDING 30 JUNE 2014**

	Note	30 June 2014 \$	30 June 2013 \$
Cash Flows From Operating Activities			
Cash paid to suppliers and employees		(268,565)	(273,965)
Interest received		46,414	72,855
Payments for exploration expenditure		(68,325)	(117,605)
Net cash used in operating activities	16	<u>(290,476)</u>	<u>(318,715)</u>
Cash Flows From Investing Activities			
Purchase of plant & equipment		-	(3,056)
Tenement proceeds		103,125	-
Payments for acquisition of investments		-	(17,000)
Net cash used in investing activities		<u>103,125</u>	<u>(20,056)</u>
Net increase in cash and cash equivalents		(187,351)	(338,771)
Cash and cash equivalents at beginning of the year		<u>1,426,015</u>	<u>1,764,786</u>
Cash and cash equivalents at end of year		<u>1,238,664</u>	<u>1,426,015</u>

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

These financial statements and notes represent those of Dempsey Minerals Limited (the "Company") for the year ended 30 June 2014. Dempsey Minerals Limited is a listed public company, incorporated and domiciled in Australia.

The financial statements were authorised for issue on 23 September 2014 by the directors of the company.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PREPARATION

(a) Statement of compliance

The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001*.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial statements containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards as issued by the IASB. Material accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied unless otherwise stated.

(b) Basis of measurement

The financial statements have been prepared on an accrual basis and are based on the historical cost, modified where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

(c) Functional and presentation currency

These financial statements are presented in Australian dollars, which is the Company's functional currency.

The accounting policies set out below have been applied consistently to all years presented in these financial statements, and have been applied consistently by the Company.

(d) Income tax

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to the profit or loss is the tax payable on taxable income. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well unused tax losses.

Current and deferred income tax expense (income) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability where there is no effect on accounting or taxable profit and loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the Year when the asset is realised or the liability is settled, and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future Years in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

(f) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the GST incurred is not recoverable from the Australian Tax Office (ATO).

Receivables and payables are stated with amounts of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

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

(g) Financial Instruments

Recognition and initial measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the Company commits itself to either the purchase or sale of the asset (ie trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified 'at fair value through profit or loss', in which case transaction costs are expensed to profit or loss immediately.

Classification and subsequent measurement

Finance instruments are subsequently measured at either of fair value, amortised cost using the effective interest rate method, or cost. *Fair value* represents the amount for which an asset could be exchanged or a liability settled, between knowledgeable, willing parties.

NOTES TO THE FINANCIAL STATEMENTS

Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Amortised cost is calculated as:

- the amount at which the financial asset or financial liability is measured at initial recognition;
- less principal repayments;
- plus or minus the cumulative amortisation of the difference, if any, between the amount initially recognised and the maturity amount calculated using the *effective interest method*; and
- less any reduction for impairment.

The *effective interest method* is used to allocate interest income or interest expense over the relevant Year and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including all fees, transaction costs and other premiums or discounts) through the expected life of the financial instrument, (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying value with a consequential recognition of an income or expense in profit or loss.

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

Financial assets are classified at 'fair value through profit or loss' when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a Company of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

ii. *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

Loans and receivables are included in current assets, except for those which are not expected to mature within 12 months after the end of the reporting Year. (All other loans and receivables are classified as non-current assets).

iii. *Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortised cost.

Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting Year. (All other investments are classified as current assets.)

If during the Year the Company sold or reclassified more than an insignificant amount of the held-to-maturity investments before maturity, the entire held-to-maturity investments category would be tainted and reclassified as available-for-sale.

NOTES TO THE FINANCIAL STATEMENTS

iv. Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either not suitable to be classified into other categories of financial assets due to their nature, or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

Available-for-sale financial assets are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting Year. (All other financial assets are classified as current assets.)

v. Financial liabilities

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost.

Fair Value

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

Impairment

At the end of each reporting Year, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a prolonged decline in the value of the instrument is considered to determine whether impairment has arisen. Impairment losses are recognised in the statement of comprehensive income.

Financial guarantees

At the reporting date the Company had no such financial guarantees.

De-recognition

Financial assets are de-recognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are de-recognised where the related obligations are discharged, cancelled or expired. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

(h) Impairment of Assets

At each the end of each reporting Year, the Company assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of comprehensive income.

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

NOTES TO THE FINANCIAL STATEMENTS

(i) Provisions

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting Year.

(j) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial positions, at reporting date the Company had no such overdraft.

(k) Revenue and other Income

Interest Revenue is recognised as interest accrues using the effective interest method. At reporting date the Company had no other revenue sources.

(l) Trade and other payables

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

(m) Equity settled compensation

The Company operates equity-settled share-based payment employee share and option schemes. The fair value of the equity to which employees become entitled is measured at grant date and recognised as an expense over the vesting Year, with a corresponding increase to the option reserve.

Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve

The fair value of shares is ascertained as the market bid price. The fair value of options is ascertained using a Black-Scholes pricing model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting date such that the amount recognised for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

(n) Exploration, Evaluation and Development Expenditure

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

NOTES TO THE FINANCIAL STATEMENTS

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

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

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

(o) Critical accounting estimates and judgements

The directors evaluate estimates and judgments incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Company.

Key Judgements – Exploration and evaluation expenditure

The Company capitalises expenditure relating to exploration and evaluation where it is considered likely to be recoverable or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves. While there are certain areas of interest from which no reserves have been extracted, the directors are of the continued belief that such expenditure should not be written off since feasibility studies in such areas have not yet concluded.

The directors evaluate estimates and judgments incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Company.

Key Judgments – Environmental Issues

Balances disclosed in the financial statements and notes thereto are not adjusted for any pending or enacted environmental legislation, and the directors understanding thereof. At the current stage of the Company's development and its current environmental impact the directors believe such treatment is reasonable and appropriate.

Key Estimates – Taxation

Balances disclosed in the financial statements and the notes thereto, related to taxation, are based on the best estimates of directors. These estimates take into account both the financial performance and position of the Company as they pertain to current income taxation legislation, and the directors understanding thereof. No adjustment has been made for pending or future taxation legislation. The current income tax position represents that directors' best estimate, pending an assessment by the Australian Taxation Office.

Key Estimates – equity settled transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an internal valuation using Black-Scholes option pricing model.

For equity settled transactions with consultants and other non-employees the fair value reflects the value attributable to services where applicable. Where there is no quantifiable value of services the value of options is calculated using the Black and Scholes option pricing model.

NOTES TO THE FINANCIAL STATEMENTS

(p) Foreign Currency Transaction and Balances

Functional and presentation currency

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

Transaction and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate.

Exchange differences arising on the translation of monetary items are recognised in the Statement of Profit or Loss and Other Comprehensive Income, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in equity to the extent that the gain or loss is directly recognised in equity, otherwise exchange differences are recognised in the Statement of Profit or Loss and Other Comprehensive Income.

(q) Fair value measurements

The Company measures and recognises the following assets and liabilities at fair value on a recurring basis after initial recognition:

- Financial assets held for trading

The Company does not subsequently measure any liabilities at fair value on a non-recurring basis.

(i) Fair Value Hierarchy

AASB 13: *Fair Value Measurement* requires the disclosure of fair value information by level of the fair value hierarchy, which categorises fair value measurements into one of three possible levels based on the lowest level that an input that is significant to the measurement can be categorised into as follows:

Level 1	Level 2	Level 3
Measurements based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.	Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.	Measurements based on unobservable inputs for the asset or liability.

The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

NOTES TO THE FINANCIAL STATEMENTS

(ii) Valuation techniques

The Company selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured. The valuation technique selected by the Company is:

- *Market approach*: valuation techniques that use prices and other relevant information generated by market transactions for identical or similar assets or liabilities.

When selecting a valuation technique, the Company gives priority to those techniques that maximise the use of observable inputs and minimise the use of unobservable inputs. Inputs that are developed using market data (such as publicly available information on actual transactions) and reflect the assumptions that buyers and sellers would generally use when pricing the asset or liability are considered observable, whereas inputs for which market data is not available and therefore are developed using the best information available about such assumptions are considered unobservable.

The following table provides the fair values of the Company's assets and liabilities measured and recognised on a recurring basis after initial recognition and their categorisation within the fair value hierarchy:

30 June 2014				
Note	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Recurring fair value measurements				
Financial assets at fair value through profit or loss:				
- held-for-trading Australian listed shares	22,758	-	-	22,758
30 June 2013				
Note	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Recurring fair value measurements				
Financial assets at fair value through profit or loss:				
- held-for-trading Australian listed shares	16,337	-	-	16,337

(r) New accounting standards for application in future periods

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 July 2014, and have not been applied in preparing these consolidated financial statements. Those which may be relevant to the Company are set out below. The Company does not plan to adopt these standards early.

NOTES TO THE FINANCIAL STATEMENTS

Standard/Interpretation	Effective for annual reporting periods beginning on or after	Expected to be initially applied in the financial year ending
AASB 9 'Financial Instruments', and the relevant amending standards	1 January 2017	30 June 2018
AASB 1031 'Materiality' (2013)	1 January 2014	30 June 2015
AASB 2012-3 'Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities'	1 January 2014	30 June 2015
AASB 2013-3 'Amendments to AASB 135– Recoverable Amount Disclosures for Non-Financial Assets'	1 January 2014	30 June 2015
AASB 2013-5 'Amendments to Australian Accounting Standards – Investment Entities'	1 January 2014	30 June 2015
AASB 2013-9 'Amendments to Australian Accounting Standards – Conceptual Framework, Materiality and Financial Instruments'	1 January 2014	30 June 2015

2. OPERATING SEGMENTS

The Company has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors in assessing performance and determining the allocation of resources.

The Company is currently managed primarily on the basis of its exploration activity. Operating segments are therefore determined on the same basis.

Exploration

Segment assets, including acquisition cost of exploration licenses, all expenses related to the tenements and profit on sale of tenements are reported on in this segment.

Segment assets

Where an asset is used across multiple segments, the asset is allocated to the segment that receives the majority of economic value from the asset. In the majority of instances, segment assets are clearly identifiable on the basis of their nature and physical location.

Unless indicated otherwise in the segment assets note, deferred tax assets and intangible assets have not been allocated to operating segments.

Segment liabilities

Liabilities are allocated to segments where there is direct nexus between the incurrence of the liability and the operations of the segment. Borrowings and tax liabilities are generally considered to relate to the Company as a whole and are not allocated. Segment liabilities include trade and other payables.

Unallocated items

The following items of revenue, expense, assets and liabilities are not allocated to operating segments as they are not considered part of the core operations of any segment:

- non-recurring items of revenue or expense;
- deferred tax assets and liabilities.

NOTES TO THE FINANCIAL STATEMENTS

2. OPERATING SEGMENTS (Cont'd)

	Exploration	Unallocated	Total
30 June 2014	\$	\$	\$
Revenue			
Interest receivable	-	43,868	43,868
Other	-	-	-
Total segment revenue	-	43,868	43,868
Segment net operating loss (profit) after tax			
	175,191	243,949	419,140
Impairment of exploration assets	175,191	-	175,191
Share based payments	-	4,168	4,168
Segment assets			
Exploration expenditure	65,150	-	65,150
Cash and cash equivalents	-	1,238,664	1,238,664
Other assets	-	33,241	33,241
Total segment assets	65,150	1,271,905	1,337,055
Segment liabilities	-	44,701	44,701
	Exploration	Unallocated	Total
30 June 2013	\$	\$	\$
Revenue			
Interest receivable	-	66,637	66,637
Other	-	93,750	93,750
Total segment revenue	-	160,387	160,387
Segment net operating loss (profit) after tax			
	345,906	151,008	496,914
Impairment of exploration assets	345,906	-	345,906
Share based payments	-	-	-
Segment assets			
Exploration expenditure	182,357	-	182,357
Cash and cash equivalents	-	1,426,015	1,426,015
Other assets	-	146,164	146,164
Total segment assets	182,357	1,572,179	1,754,536
Segment liabilities	-	47,210	47,210

NOTES TO THE FINANCIAL STATEMENTS

3. REVENUE AND OTHER INCOME

	30 June 2014 \$	30 June 2013 \$
Interest received from financial institutions	43,868	66,637
Proceeds from sale of tenement	-	93,750

4. LOSS FOR THE YEAR

Loss before income tax includes the following specific expenses:

Expenses

Employee equity settled benefits	4,168	-
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5. INCOME TAX EXPENSE

(a) Income tax expense

Current tax	-	-
Deferred tax	-	-

(b) Reconciliation of income tax expense to prima facie tax payable

The prima facie tax payable on profit from ordinary activities before income tax is reconciled to the income tax expense as follows:

Accounting loss before tax	(419,140)	(496,914)
Prima facie tax on accounting loss at 30%	(125,742)	(149,074)
Add / (Less)		
Tax effect of:		
Non-deductible expenses	1,405	4,449
Share issue cost deduction	(13,969)	(13,969)
Deferred tax assets not brought to account	138,306	158,594
Income tax attributable to operating loss	-	-

The applicable weighted average effective tax rates as follows

	Nil%	Nil%
--	------	------

(c) Deferred tax assets

Tax losses	9,588	42,068
Other	12,700	14,741
Set-off of deferred tax liabilities	(22,288)	(56,808)
	-	-

NOTES TO THE FINANCIAL STATEMENTS

5. INCOME TAX EXPENSE (Cont'd)

	30 June 2014 \$	30 June 2013 \$
(d) Deferred tax liabilities		
Unearned Income	(1,337)	(2,101)
Exploration expenditure	(19,545)	(54,707)
Other	(1,406)	-
Set-off of deferred tax assets	22,288	56,808
	<u>-</u>	<u>-</u>
(e) Tax losses		
Unused tax losses for which no deferred tax asset has been recognised	394,413	263,835
Unrecognised temporary differences	13,969	27,937
	<u>408,382</u>	<u>291,772</u>

6. CASH AND CASH EQUIVALENTS

Cash at bank	118,082	426,015
Deposits at call ⁽ⁱ⁾	1,120,582	1,000,000
	<u>1,238,664</u>	<u>1,426,015</u>

(i) The effective interest rate on short-term bank deposits (90 day maturity) was 4.13% (2013:4.26%).

7. TRADE AND OTHER RECEIVABLES

Trade receivables	-	103,125
Interest accrual	4,456	7,003
GST receivable	4,922	947
	<u>9,378</u>	<u>111,075</u>

(a) Trade receivables past due but not impaired

There were no trade receivables past due but not impaired.

(b) Fair value and credit risk

Due to the short-term nature of these receivables, their carrying amount is assumed to approximate their fair value. The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivables mentioned above. Refer to note 17 for more information on the risk management policy of the Company and the credit quality of the Company's trade receivables.

8. FINANCIAL ASSETS - HELD FOR TRADING

Shares in listed corporations at fair value	<u>22,758</u>	<u>16,337</u>
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NOTES TO THE FINANCIAL STATEMENTS

	30 June 2014 \$	30 June 2013 \$
9. PLANT AND EQUIPMENT		
At cost	3,057	3,057
Accumulated depreciation	(1,952)	(1,219)
	<u>1,105</u>	<u>1,838</u>

10. EXPLORATION AND EVALUATION

Costs carried forward in respect of areas of interest:

Exploration and evaluation phases at cost	65,150	182,357
---	--------	---------

Movement:

Brought forward	182,357	408,967
Exploration expenditure capitalised during the year	57,984	119,296
Exploration expenditure written off	(175,191)	(345,906)
Balance at reporting date	<u>65,150</u>	<u>182,357</u>

The value of the Company's interest in exploration expenditure is dependent upon:

- the continuance of the Company's rights to tenure of the areas of interest;
- the results of future exploration; and
- the recoupment of costs through successful development and exploitation of the areas of interest, or alternatively, by their sale.

The Company's exploration properties may be subjected to claim(s) under native title, or contain sacred sites, or sites of significance to Aboriginal people. As a result, exploration properties or areas within the tenements may be subject to exploration restrictions, mining restrictions and/or claims for compensation. At this time, it is not possible to quantify whether such claims exist, or the quantum of such claims.

11. TRADE AND OTHER PAYABLES

Accruals	17,600	15,000
Trade payables	27,101	32,210
	<u>44,701</u>	<u>47,210</u>

Accounts payable are non-interest bearing and are predominantly settled on 30-day terms.

NOTES TO THE FINANCIAL STATEMENTS

	2014 Number	2014 \$
12. ISSUED CAPITAL		
Fully paid ordinary shares (2013: 29,500,001 \$2,773,943)	29,500,001	2,773,943

Ordinary Shares

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

At the 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.

Options as at 30 June 2014

The following options remain on issue as at 30 June 2014:

Expiry Date	Exercise Price	Number Under Option	Grant Date
31/7/2015	\$0.050	100,000	01/08/2013
31/7/2016	\$0.054	100,000	01/08/2013

Capital risk management

The Board controls the capital of the Company in order to provide the shareholders with adequate returns and ensure that the Company can fund its operations and continue as a going concern. The Company's capital includes ordinary share capital. There are no externally imposed capital requirements.

	30 June 2014 \$	30 June 2013 \$
Cash and cash equivalents	1,238,664	1,426,015
Trade and other receivables	9,378	111,075
Trade and other payables	(44,701)	(47,210)
Working capital position	1,203,341	1,489,880

13. RESERVES

a) Foreign Currency Reserve

The foreign currency reserve records exchange differences arising on translation of a foreign controlled subsidiary

b) Share Based Payment Reserve

This reserve is used to record the value of equity benefits provided to employees and directors as part of their remuneration.

NOTES TO THE FINANCIAL STATEMENTS

13. RESERVES (Continued)

	30 June 2014 \$	30 June 2013 \$
<u>Foreign Currency Reserve Movements</u>		
Opening balance	-	(30,758)
Reclassification of disposal of foreign subsidiary	-	30,758
Translation difference of foreign controlled entity	-	-
Closing Balance	-	-

Equity Based Payment Reserve Movements

Opening balance	8,401	8,401
Equity based payments	4,168	-
Transfer to accumulated losses	(8,401)	-
Closing Balance	4,168	8,401

14. ACCUMULATED LOSSES

Opening balance	(1,075,018)	(578,104)
Loss for the Year	(419,140)	(496,914)
Transfer from equity based reserve	8,401	-
Closing Balance	(1,485,757)	(1,075,018)

15. LOSS PER SHARE

	Number	Number
Weighted average number of ordinary shares outstanding during the year used in the calculation of basic loss per share	29,500,001	29,500,001
Weighted average number of ordinary shares outstanding during the year used in the calculation of diluted loss per share	29,500,001	29,500,001
	\$	\$
Loss used in the calculation of basic and diluted loss per share	(419,140)	(496,914)

NOTES TO THE FINANCIAL STATEMENTS

	30 June 2014 \$	30 June 2013 \$
16. CASH FLOW INFORMATION		
Reconciliation from the net loss after tax to the net cash flow from operations		
Loss from ordinary activities after income tax	(419,140)	(496,914)
Non-cash flows in operating loss		
Exploration write-off	175,191	345,906
Share based payments	4,168	-
Fair value adjustment to investments	(6,421)	1,973
Depreciation	733	1,219
Loss on disposal of subsidiary company	-	30,758
Changes in assets and liabilities		
- (increase)/decrease in trade and other receivables	(1,429)	(88,118)
- (increase)/decrease in prepayments	16,914	(36)
- (increase)/decrease in exploration	(57,984)	(119,298)
- Increase/(decrease) in trade and other payables	(2,508)	5,795
Cash flow from operations	<u>(290,476)</u>	<u>(318,715)</u>

17. FINANCIAL RISK MANAGEMENT

The Company's financial instruments consist of deposits with banks, accounts receivable and payable. The main risks arising from the Company's financial instruments are interest rate risk, credit risk, and liquidity risk.

Risk management is carried out by the Board of Directors who monitors, evaluate, and manage the Company's financial risk.

NOTES TO THE FINANCIAL STATEMENTS

17. FINANCIAL RISK MANAGEMENT (Cont'd)

The financial receivables and payables of the Company in the table below are due or payable within 30 days.

	Variable Interest Rate \$	Fixed Maturity Dates – 1 Year or Less \$	Non-interest Bearing \$	2014 Total \$
2014				
<u>Financial assets</u>				
Cash and cash equivalents	118,083	1,120,581	-	1,238,664
Receivables	-	-	9,378	9,378
Held for trading financial assets	-	-	22,758	22,758
Total financial assets	118,083	1,120,581	32,136	1,270,800
Weighted average effective interest rate				4.13%
<u>Financial liabilities</u>				
Trade payables and accruals			(44,701)	(44,701)
Net financial assets				<u>1,226,099</u>
	Variable Interest Rate \$	Fixed Maturity Dates – 1 Year or Less \$	Non-interest Bearing \$	2013 Total \$
2013				
<u>Financial assets</u>				
Cash and cash equivalents	426,015	1,000,000	-	1,426,015
Receivables	-	-	111,075	111,075
Held for trading financial assets	-	-	16,337	16,337
Total financial assets	426,015	1,000,000	127,412	1,553,427
Weighted average effective interest rate				4.02%
<u>Financial liabilities</u>				
Trade payables and accruals			(47,210)	(47,210)
Net financial assets				<u>1,506,217</u>

The financial instruments recognised at fair value in the statement of financial position have been analysed and classified using a fair value hierarchy reflecting the significance of the inputs used in making the measurements. All financial instruments measured at fair value are level one, meaning fair value is determined from quoted prices, in active markets for identical assets.

NOTES TO THE FINANCIAL STATEMENTS

17. FINANCIAL RISK MANAGEMENT (Cont'd)

Financial risk management objectives and policies

The Board of Directors monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including fair value and interest rate risk), credit risk and liquidity risk. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

Credit risk management

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financing loss from defaults. The Company exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

Credit risk related to balances with banks and other financial institutions is managed by the board. The board's policy requires that surplus funds are only invested with counterparties with Standard & Poor's rating of at least –AA. All of the Company's surplus funds are invested with AA rated financial institutions.

The maximum exposure to credit risk at the reporting date is the carrying amount of the financial assets as summarised below:

	30 June 2014 \$	30 June 2013 \$
Cash and cash equivalents	1,238,664	1,426,015
Receivables	9,378	111,075

The carrying amount of financial assets recorded in the financial statements, net of any provision for losses, represents the Company's maximum exposure to credit risk.

All receivables noted above are due within 30 days. None of the above receivables are past due.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Board of Directors, who have built an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

NOTES TO THE FINANCIAL STATEMENTS

17. FINANCIAL RISK MANAGEMENT (Cont'd)

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company has no borrowings. The Company's non-cash investments can be realised to meet accounts payable arising in the normal course of business.

Interest rate risk exposure

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk as it invests funds at both fixed and floating interest rates. The risk is managed by maintaining an appropriate mix between fixed and floating rate deposits. The Company has no borrowings.

	30 June 2014 \$	30 June 2013 \$
<u>Interest bearing financial instruments</u>		
Cash and cash equivalents	1,238,664	1,426,015
Weighted average effective interest rate	4.13%	4.02%

Sensitivity analysis**Interest rate risk**

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

Interest rate sensitivity analysis

At 30 June 2014, the effect on loss as a result of changes in the interest rate, with all variables remaining constant would be as follows:

<u>Change in loss</u>		
Increase in interest rate by 100 basis points	12,387	14,260
Decrease in interest rate by 100 basis points	(12,387)	(14,260)
<u>Change in equity</u>		
Increase in interest rate by 100 basis points	12,387	14,260
Decrease in interest rate by 100 basis points	(12,387)	(14,260)

18. EQUITY-BASED PAYMENTS

On 1 August 2013 the Company issued 200,000 unlisted options (vesting on grant date) to a consultant under the Employee Incentive Scheme. The fair value of the options granted is determined by using the Black-Scholes methodology. The following table lists the inputs to the models used for period ended 30 June 2014:

Allotee	Fair Value at Grant Date	Estimated Volatility	Expiry Date	Exercise Price	Share Price	Risk Free Interest Rate
Consultant	\$0.019	100%	31 July 2015	\$0.050	\$0.04	2.25%
	\$0.023	100%	31 July 2016	\$0.054	\$0.04	2.25%

The expected volatility is based on the historical volatility (based on remaining life of the options), adjusted for any expected changes to future volatility based on publicly available information.

NOTES TO THE FINANCIAL STATEMENTS

19. KEY MANAGEMENT PERSONNEL (KMP) COMPENSATION

Refer to the remuneration report contained in the directors' report for details of remuneration paid or payable to each member of the Company's key management personnel for the Year ended 30 June 2014.

The totals of remuneration paid to KMP of the Company during the year are as follows:

	30 June 2014 \$	30 June 2013 \$
Short term employee benefits	95,000	120,000
Post employment benefits	-	-
Other long term benefits	-	-
Equity based payments	-	-
	<u>95,000</u>	<u>120,000</u>

20. COMMITMENTS

In order to maintain current rights of tenure to mining tenements, the Company has the following discretionary exploration expenditure requirements up until expiry of leases. These obligations, which are subject to renegotiation upon any expiry of leases, are not provided for in the financial statements and are payable:

No longer than one year	98,598	253,691
Longer than one year but not longer than five years	365,232	475,420
Longer than five years	-	-
	<u>463,830</u>	<u>729,111</u>

21. EVENTS SUBSEQUENT TO THE REPORTING DATE

In July 2014, the Company decided to surrender tenement E70/3741. The Company sold its technical information on the Dandaragan Phosphate Project to Potash West NL for 200,000 fully paid shares in Potash West NL and a 0.4% Net Smelter Royalty.

Apart from the above, there has not been any other matter or circumstance that has arisen since the end of the financial Year that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

22. CONTINGENT LIABILITIES

Dempsey Minerals Limited and its controlled entity have no known material contingent liabilities as at 30 June 2014.

23. REMUNERATION OF AUDITORS

<u>Remuneration of the auditor for:</u>		
Auditing the financial report	23,530	18,800
	<u>23,530</u>	<u>18,800</u>

DIRECTORS' DECLARATION

In accordance with a resolution of the directors of Dempsey Minerals Limited, the directors of the company declare that:

1. the financial statements and notes, as set out, are in accordance with the Corporations Act 2001 and:
 - a. comply with Australian Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards (IFRS); and
 - b. give a true and fair view of the financial position as at 30 June 2014 and of the performance for the year ended on that date of the consolidated Company;
2. in the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and
3. the directors have been given the declarations required by s 295A of the Corporations Act 2001 from the Chief Executive Officer and Chief Financial Officer.

On behalf of the Directors

Nathan McMahon
Non-Executive Chairman
Perth, Western Australia
23 September 2014

Independent Auditor's Report

To the Members of Dempsey Minerals Ltd

**Bentleys Audit & Corporate
(WA) Pty Ltd**

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We have audited the accompanying financial report of Dempsey Minerals Ltd ("the Entity"), which comprises the statement of financial position as at 30 June 2014, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes comprising a summary of accounting policies, other explanatory information and the directors' declaration.

Directors' Responsibility for the Financial Report

The directors of the Entity are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standards AASB 101: *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's Responsibility

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

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

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

Independent Auditor's Report

To the Members of Dempsey Minerals Ltd *(Continued)*



Independence

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

Opinion

In our opinion:

- a. The financial report of Dempsey Minerals Ltd is in accordance with the *Corporations Act 2001*, including:
 - i. giving a true and fair view of the Entity's financial position as at 30 June 2014 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 statements also comply with *International Financial Reporting Standards* as disclosed in Note 1.

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2014. The directors of the Entity 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.

Opinion

In our opinion, the Remuneration Report of Dempsey Minerals Ltd for the year ended 30 June 2014, complies with section 300A of the *Corporations Act 2001*.

BENTLEYS
Chartered Accountants

MARK DELAURENTIS CA
Director

Dated at Perth this 23rd day of September 2014



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To The Board of Directors

Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

As lead audit director for the audit of the financial statements of Dempsey Minerals Ltd for the financial year ended 30 June 2014, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours faithfully

BENTLEYS
Chartered Accountants

MARK DELAURENTIS CA
Director

Dated at Perth this 23rd day of September 2014



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- Accountants
- Auditors
- Advisors

CORPORATE GOVERNANCE STATEMENT

The Board of Directors of Dempsey Minerals Limited ('the Company' or 'Dempsey') is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of Dempsey on behalf of the shareholders by whom they are elected and to whom they are accountable.

To ensure that the Board is well equipped to discharge its responsibilities, it has established guidelines for the nomination and selection of directors and for the operation of the Board.

COMPOSITION OF THE BOARD

The composition of the Board is determined in accordance with the following principles and guidelines:

- the Board should comprise at least three directors and it intends to establish a majority of non-executive directors;
- the Chairman should be a non-executive director;
- the Board should comprise directors with an appropriate range of qualifications and expertise; and
- the Board shall meet at regular intervals and follow meeting guidelines set down to ensure all directors are made aware of, and have available all necessary information, to participate in an informed discussion of all agenda items.

When a vacancy exists, through whatever cause, or where it is considered that the Board would benefit from the service of a new director with particular skills, the Board selects a candidate or panel of candidates with the appropriate expertise.

The Board then appoints the most suitable candidate, who must stand for election at the next general meeting of shareholders. The Company does not have a formal Nomination Committee.

REMUNERATION COMMITTEE

Remuneration levels are set by the Board in accordance with industry standards to attract suitable qualified and experienced Directors and senior executives.

AUDIT COMMITTEE

The Company is not of a size that justifies having a separate Audit Committee. However, matters typically dealt with by such committees are dealt with by the full Board.

BOARD RESPONSIBILITIES

As the Board acts on behalf of and is accountable to the shareholders, it seeks to identify the expectations of the shareholders, as well as other regulatory and ethical expectations and obligations. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks. The Board seeks to discharge these responsibilities in a number of ways.

The responsibility for the operation and administration of the Company is delegated by the Board to Management. The Board ensures that Management is appropriately qualified and experienced to discharge his responsibilities, and has in place procedures to assess the performance for the Company's officers, contractors and consultants.

CORPORATE GOVERNANCE STATEMENT

The Board is responsible for ensuring that **management's objectives and activities are aligned with the expectations and risks identified by the Board**. It has a number of mechanisms in place to ensure this is achieved, including the following:

- Board approval of a strategic plan, designed to meet shareholder needs and manage business risk;
- implementation of operating plans and budgets by management and Board monitoring progress against budget; and
- procedures to allow directors, in the furtherance of their duties, to seek independent professional advice at the Company's expenses.

MONITORING OF THE BOARD'S PERFORMANCE AND COMMUNICATION TO SHAREHOLDERS

In order to ensure that the Board continues to discharge its responsibilities in an appropriate manner, the performance of all directors is to be reviewed annually by the Chairman. Directors whose performance is unsatisfactory are asked to retire.

DIVERSITY POLICY

Diversity includes, but is not limited to, gender, age, ethnicity and cultural background. The Company is committed to diversity and recognises the benefits arising from employee and board diversity and the importance of benefiting from all available talent. Accordingly, the Company has developed a diversity policy which is available on the Dempsey website.

The diversity policy outlines requirements for the Board to develop measurable objectives for achieving diversity, and annually assess both the objectives and the progress in achieving those objectives over time as director and senior management positions become vacant and appropriately qualified candidates become available. The proportions of women on the Board and/or in senior executive positions at 30 June 2014 is as follows:

	No.	%
Women on the Board	0	0
Women in senior management roles	0	0

BEST PRACTICE RECOMMENDATION

In fulfilling its obligations and responsibilities to its various stakeholders, the Board of Dempsey Minerals Limited is a strong advocate of corporate governance. The Board has adopted corporate governance policies and practices consistent with the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations 2nd edition" (Recommendations) where considered appropriate for a company of the Company's size and nature.

Principal No	Recommendation	Compliance	Reason for Non-compliance
1.1	Establish the functions reserved to the Board and those delegated to senior executives and disclose those functions.	The Board has adopted a formal board charter setting out the responsibilities of the Board. This charter can be accessed at the Company's website .	Comply
1.2	Disclose the process for evaluating the performance of senior executives.	The Board will meet annually to review the performance of executives. Their performance is assessed against the performance of the Company as a whole. The Board has adopted a board performance evaluation policy which can be accessed at the Company's website .	Comply
1.3	Provide the information	The information is disclosed in the	Comply

Principal No	Recommendation	Compliance	Reason for Non-compliance
	indicated in the Guide to reporting on Principal 1.	Annual Report and available on the Dempsey website. A performance evaluation for senior executives has not taken place during the period.	
2.1	A majority of the Board should be independent Directors.	The Board has considered the guidance to Principle 2: <i>Structure the Board to Add Value</i> and in particular, Box 2.1, which contains a list of "relationships affecting independent status". Currently the Company has one independent Director (Mr Chalwell) and two non-independent Directors (Messrs McMahon and Gardiner).	The Board has considered the guidance in Principle 2 and in particular the relationships effecting Independent status. Messrs McMahon and Gardiner hold more than 5% of the shares of the Company which deems them not to be independent. The Board continues to strive to meet the ASX Corporate Governance Principles and Recommendations, however the Board also recognises that complying the ASX Corporate Governance Principles and Recommendation 2.2, is impractical given the size of the Company and the industry in which it operates. The Board instead aims to assess the independence of the Company's non-executive Directors on an ongoing basis requiring full disclosure where conflicts of interest arise. The Board considers the wide commercial and technical experience of Messrs McMahon and Gardiner will assist the Company in meeting its corporate objectives and plans.
2.2	The chair should be an independent Director.	The Chairman, Mr McMahon, is not an independent Director.	As above
2.3	The roles of Chair and Chief Executive Officer should not be exercised by the same individual.	The Company's Chairman and Managing Director is not the same person.	Comply
2.4	The Board should establish a nomination committee.	The Company currently does not have a separate Remuneration and Nomination Committee. The roles and responsibilities of a Remuneration and Nomination Committee are currently undertaken by the full Board. This charter can be assessed at the Company's website .	The Board continues to strive to meet the ASX Corporate Governance Principles and Recommendations or other such principles and guidance as the Board may consider appropriate from time to time, however the Board also recognises that complying with the Recommendations 2.4 is impractical given the size of the company and the industry in which it operates. The Directors believe, it is sufficient for the full Board to assume those responsibilities that are ordinarily assigned to an nomination committee.
2.5	Disclose the process for evaluating the performance of the Board, its committee and individual Directors.	The performance evaluation of Board members occurs by way of an informal review by the full Board (in the absence of the relevant Board member).	Comply

Principal No	Recommendation	Compliance	Reason for Non-compliance
		A performance evaluation for the Board, its committees and directors has not taken place in the reporting period.	
2.6	Provide the information indicated in the Guide to reporting on Principle 2.	<p>The skills, experience and expertise relevant to the position held by each Director is disclosed in the Directors' Report which forms part of the Annual Report.</p> <p>The Directors are entitled to take independent professional advice at the expense of the Company. The Company will promote a diverse environment which is conducive to the appointment of well qualified personnel so there is appropriate diversity which will assist with maximizing the achievement of the goals of the Company.</p> <p>During the reporting year the Company did not conduct a formal evaluation of Directors and Executives. The Board undertakes an annual review of its own performance with external advice as appropriate. To facilitate optimal performance, the Board participates in professional development programs.</p>	Comply
3.1	<p>Establish a code of conduct and disclose the code for a summary of the code as to:</p> <ul style="list-style-type: none"> • the practice necessary to maintain confidence in the Company's integrity; • the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders; • the responsibility and accountability of individuals for reporting and investigating reports of unethical practices. 	The Company has adopted a Code of Conduct, which can be accessed at the Company's website.	Comply
3.2	Establish a policy concerning diversity and disclose a policy or a summary of that policy. The policy should include requirements for the Board to establish measurable objectives for achieving gender diversity and for the Board to assess annually the objectives and the progress in achieving them.	The Company has adopted a Diversity Policy which can be accessed at the Company's website.	Comply
3.3	Disclose in each annual report the measurable objectives for achieving		The Company is currently not of a size that justifies the establishment of measurable diversity objectives.

Principal No	Recommendation	Compliance	Reason for Non-compliance
	gender diversity set by the Board in accordance with the diversity policy and progress towards achieving them.		The Board will seek to develop a reporting framework in the future to report the Company's progress against the objectives and strategies for achieving a diverse workplace which can be used as a guide to be used by the Company to identify new Directors, senior executives and employees.
3.4	Companies should disclose in each annual report the proportion of women employees in the whole organization, women in senior executive positions and women on the Board.	There are currently no women on the Board and none that hold senior executive positions.	Comply
3.5	Provide the information indicated in the Guide to reporting on Principle 3.	The information has been disclosed throughout the Directors Report and the Corporate Governance Statement contained in the Annual Report.	Comply
4.1	The Board should establish an audit committee.	The Company has not established an Audit Committee.	The Board continues to strive to meet the ASX Corporate Governance Principles and Recommendations or other such principles and guidance as the Board may consider appropriate from time to time, however the Board also recognises that complying with the Recommendations 4.1 -4.2 is impractical given the size of the company and the industry in which it operates. The Directors believe, it is sufficient for the full Board to assume those responsibilities that are ordinarily assigned to an audit committee.
4.2	The audit committee should be structured so that it: <ul style="list-style-type: none"> consists only of Non-Executive Directors; consists of a majority of independent Directors; is chaired by an independent chair, who is not chair of the Board; has at least three members. 	The Company currently does not have a separate Audit Committee. The roles and responsibilities of an Audit Committee are currently undertaken by the full Board.	As above
4.3	The audit committee should have a formal charter.	The formal charter can be accessed at the Company's website.	Comply
4.4	Provide the information in the Guide to reporting on Principle 4.	The audit committee will meet twice in each year, before sign off of the annual and half year financial statements.	Comply
5.1	Establish written policies and procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure	The Company has adopted a Continuous Disclosure Policy which can be accessed at the Company's website.	Comply

Principal No	Recommendation	Compliance	Reason for Non-compliance
	accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.		
5.2	Provide the information indicated in the Guide to reporting on Principle 5.	The information has been disclosed throughout the Directors Report and the Corporate Governance Statement contained in the Annual Report.	Comply
6.1	Design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose that policy or a summary of that policy.	The Company has adopted a Shareholder Communications Policy which can be accessed at the Company's website.	Comply
6.2	Provide the information indicated in the Guide to reporting on Principle 6.	The information has been disclosed throughout the Directors Report and the Corporate Governance Statement contained in the Annual Report.	Comply
7.1	Establish policies for the oversight and management of material business risk and disclose a summary of those policies.	The Company has adopted a Risk Management Policy which can be accessed at the Company's website. This policy outlines the key material risks faced by the Company as identified by the Board.	Comply
7.2	The Board should require management to design and implement the risk management and internal control system to manage the Company's material business risks and report to it on whether those risks are being managed effectively. The Board should disclose that management has reported to it as to the effectiveness of the Company's management of its material business risks.	Key operational risks and their management are items for deliberation at board meetings. The board has not received a report from management on the effectiveness of the Company's management of its material business risks in the reporting period.	Comply
7.3	The Board should disclose whether it has received assurance from the Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	The Board has received assurance in the form of a declaration from the Managing Director and Chief Financial Officer (equivalent) as required by the Corporations Act.	Comply

Principal No	Recommendation	Compliance	Reason for Non-compliance
7.4	Companies should provide the information indicated in the Guide to reporting on Principle 7.	The information has been disclosed throughout the Directors Report and the Corporate Governance Statement contained in the Annual Report.	Comply
8.1	The Board should establish a remuneration committee.	The Company has not established a separate remuneration committee. The roles and responsibilities of a Remuneration and Nomination Committee are currently undertaken by the full Board.	The Board continues to strive to meet the ASX Corporate Governance Principles and Recommendations or other such principles and guidance as the Board may consider appropriate from time to time, however the Board also recognises that complying with the Recommendations 8.2 is impractical given the size of the company and the industry in which it operates. The Directors believe, it is sufficient for the full board to assume those responsibilities that are ordinarily assigned to an remuneration committee.
8.2	The Remuneration Committee should be structured so that it: <ul style="list-style-type: none"> • consists of a majority of independent directors; • is chaired by an independent director; and • has at least three members. 	The Company has not established a separate remuneration committee. The roles and responsibilities of a Remuneration and Nomination Committee are currently undertaken by the full Board.	As above
8.3	Companies should clearly distinguish the structure of Non-executive Directors' remuneration from that of Executive Directors and senior executives.	All Board members are Non-executive Directors.	The Company does not currently have any executive directors. The Company pays non-executive directors fixed fees as outlined in the Directors Report.
8.4	Companies should provide the information indicated in the Guide to reporting on Principle 8.	The information will be disclosed in the Annual Report.	Comply

STOCK EXCHANGE INFORMATION

Additional information required by Australian Securities Exchange Limited and not shown elsewhere in this Annual Report is as follows. The information is made up to 16 September 2014.

DETAILS OF EQUITY SECURITIES

ORDINARY SHAREHOLDERS

There are 29,500,001 fully paid ordinary shares on issue, held by xxx individual shareholders. Each member entitled to vote may vote in person or by proxy or by attorney and on a show of hands every person who is a member or a representative or a proxy of a member shall have one vote and on a poll every member present in person or by proxy or attorney or other authorised representative shall have one vote for each share held.

TWENTY LARGEST SHAREHOLDERS (AS AT 16 SEPTEMBER 2014)

Ordinary Shareholders	Fully Paid Ordinary	
	Number	Percentage
Kingsreef P/L (NB & DL Family A/C)	3,263,872	11.06%
Clive Jones (The Alyse Investment A/C)	2,121,063	7.19%
Buckland Capital P/L	1,150,000	3.90%
Gryphon Asset Management P/L	1,050,000	3.56%
Michael Stanley Carter	1,028,394	3.49%
Gazard Investments P/L	964,119	3.27%
T J Gardiner & V H Gardiner (Terry James Gardiner Super Fund)	675,000	2.29%
Bluebase P/L	642,746	2.18%
C W Chalwell	578,471	1.96%
Concettina Schiavello	525,000	1.78%
Terry James Gardiner	500,000	1.69%
Cicchino P/L (Cicchino Share A/C)	500,000	1.69%
Widerange Corporation P/L	482,058	1.63%
CW & JR Chalwell (Chalwell Pension Fund)	450,000	1.53%
R C Gardener & H Black (Tumeke Super Fund)	425,000	1.44%
Subiaco Asset Management P/L (Global Speculative A/C)	404,930	1.37%
Lake Springs P/L (Lake Springs Super Fund)	387,067	1.31%
Natalie Rochell Caratti	385,647	1.31%
Barclay Wells Ltd	368,548	1.25%
Newton 2 P/L (Newton 2 Super Fund)	359,938	1.22%
	16,261,853	55.12%

VOTING RIGHTS

Subject to any rights or restrictions for the time being attached to any class or classes (at present there are none) at general meetings of shareholders or classes of shareholders:

- (a) each shareholder entitled to vote, may vote in person or by proxy, attorney or representative;
- (b) on a show of hands, every person present who is a shareholder or a proxy, attorney or representative of a shareholder has one vote; and

(c) on a poll, every person present who is a shareholder or a proxy, attorney or representative of a shareholder shall, in respect of each fully paid share held, or in respect of which he/she has appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

HOLDERS OF NON-MARKETABLE PARCELS (AS AT 16 SEPTEMBER 2014)

There are 8 shareholders who hold less than a marketable parcel of shares.

DISTRIBUTION OF SHARE HOLDERS (AS AT 16 SEPTEMBER 2014)

	<u>Ordinary Shares</u>
1 to 1,000	1,005
1,001 to 5,000	15,662
5,001 to 10,000	71,412
10,001 to 100,000	8,862,819
100,001 and over	20,549,103
	<u>29,500,001</u>

SUBSTANTIAL SHAREHOLDERS

The following shareholders are recorded in the Register as Substantial Shareholders:

Substantial Shareholder	Ordinary Shares held	% Held
Nathan McMahon	3,443,837	11.67%
Clive Jones	2,603,121	8.82%
Terry Gardiner	2,010,415	6.81%

SHARE BUY-BACKS

There is no current on-market buy-back scheme.

INTEREST IN MINING TENEMENTSGranted

Mt Silica	E39/1753
Phillips River	E75/0543

Applications

Fraser Range	E28/2369
Bungarra Ridge	E04/2335

OTHER INFORMATION

Dempsey Minerals Limited, incorporated and domiciled in Australia, is a public listed Company limited by Shares.