

Sabre Resources Ltd

ACN: 003043570

ANNUAL REPORT

2013

SABRE RESOURCES LTD

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SABRE RESOURCES LTD

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SECURITIES EXCHANGE LISTING

The Company is listed on the Australian
Securities Exchange and the Berlin
and Frankfurt Stock Exchanges

Home Exchange: Perth, Western Australia

ASX code for shares: SBR

SABRE RESOURCES LTD

REVIEW OF OPERATIONS

THE OTAVI MOUNTAIN LAND PROJECT – NORTHERN NAMIBIA



Sabre has completed a highly successful work program across its Otavi Mountain Land ('OML') project in northern Namibia through 2012-2013. A significant discovery has been made in the Guchab Canyon, some 10 kilometres along strike from the 'mothballed' Kombat copper mine. Presently two diamond drill rigs are undertaking a detailed drilling program at Guchab with the aim of defining a substantial JORC resource.

A review of the Company's project area and exploration program for 2012-13 is provided below:

Location & Infrastructure

Sabre's Otavi Mountain Land project is located in northern Namibia, in southern Africa. The project comprises two granted tenements, EPL 3540 (SBR 70%) and EPL 3542 (SBR 80%) which cover 822 km² of the 'Otavi Triangle'.

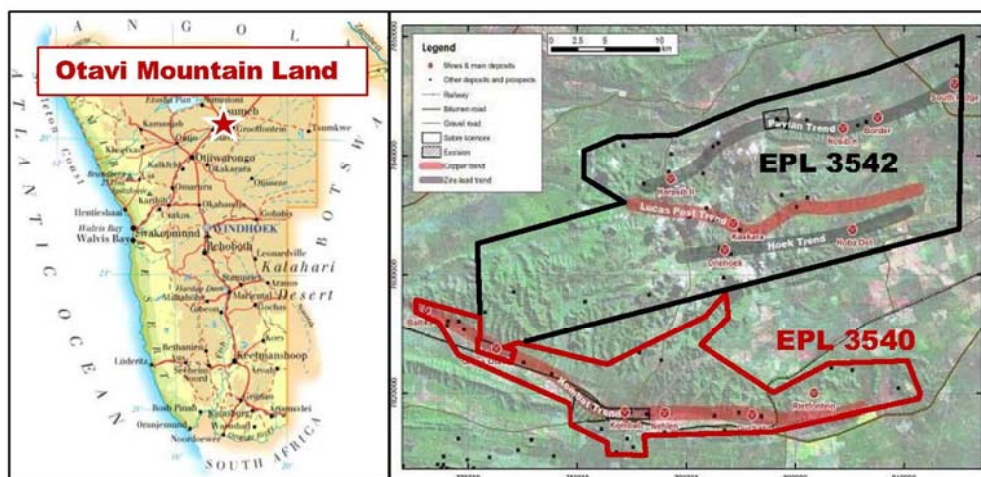


Figure 1 – The location of the Otavi Mountain Land in Namibia and Sabre's tenement areas.

The Otavi Triangle lies at the eastern end of the Namib Copper Belt in northern Namibia and hosts the only three economically significant mines on the belt, namely the Tsumeb copper mine and smelter complex, the Kombat copper mine, and the Khusib Springs copper mine. These mines are currently on 'care & maintenance' however the Tsumeb copper smelter remains one of only five operating copper smelters in Africa.

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The presence of these significant mining and processing operations has resulted in the provision of excellent infrastructure to the region, including:

- Reticulated high-voltage power,
- Reticulated water,
- Mobile and land-line telecommunications,
- Paved roads (extending to the capital of Windhoek 430 kilometres to the south and beyond to the port at Walvis Bay),
- Rail to port (the rail line is used for regular heavy transport from the port at Walvis Bay to the smelter at Tsumeb, a distance of 530 kilometres, with an additional spur line passing through the Otavi Valley to Grootfontein in the east),
- A 400,000 tonne per annum copper concentrator at the Kombat mine in the Otavi Valley, and
- The Tsumeb copper smelter complex.

Overall the Otavi Mountain Land displays a significant mineral endowment of copper, base metals and semi-precious metals with the supporting infrastructure to 'fast track' discoveries to production.

Geological Setting

The Otavi Mountain Land ('OML') lies at the eastern extremity of the Namib Copper Belt, on the northern margin of the Damaran mobile belt, one of the most economically significant of the Pan-African mobile belts.

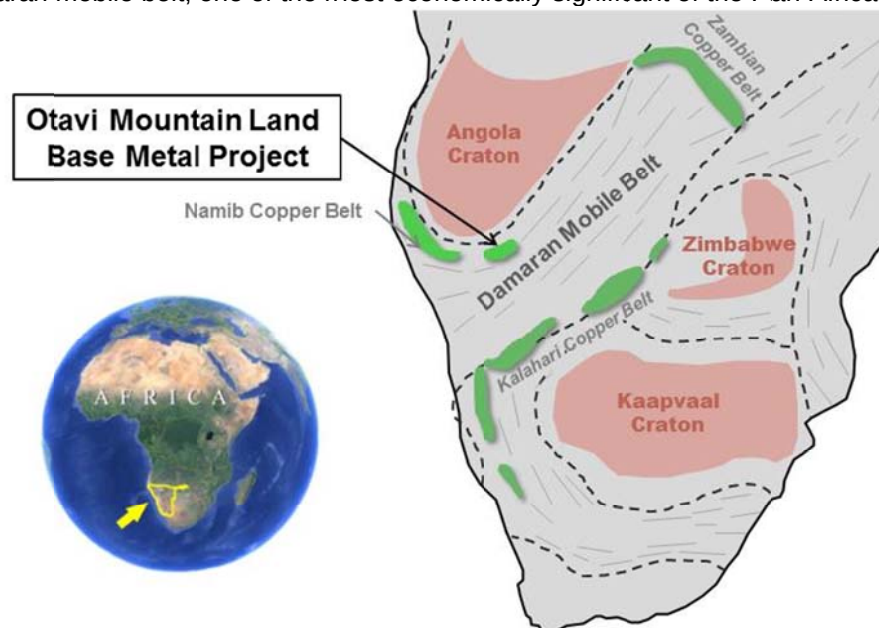


Figure 2 – Southern African mobile belts and the location of the Otavi Mountain Land

The Damaran Mobile Belt hosts some of the world's most important and high-grade copper deposits, including those of:

- the **Zambian Copper Belt**,
- the **Kalahari Copper Belt**, and
- the **Namib Copper Belt**.

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The Namib Copper belt extends from the Angolan border in the north, southwards through to the Otavi Mountain Land in the east before the belt is covered by the aeolian sands of the Kalahari Desert.

The Otavi Mountain Land itself is a sequence of platform carbonates, predominantly dolomites and limestones, that have been variably faulted and folded. The OML hosts a number of types of mineral deposits including:

- **Modified Mississippi Valley Type ('MVT') Lead-Zinc Deposits (eg Sabre's Border deposit),**
- **Epithermal Copper Deposits (eg Tsumeb, Kombat & Guchab), and**
- **Late stage Lead-Vanadium 'overprinting' events (eg Berg Aukas and Abenab).**

A long history of mining in the OML has resulted in excellent infrastructure in the region.

Mining Infrastructure

The Otavi Mountain Land has a long history of copper and base metal mining. Exploration commenced in the region in the late 1800s when early explorers noted the native Herero wearing jewellery made from a variety of copper minerals. This led to the discovery of the Tsumeb mine as well as further copper deposits in the Otavi Valley, including the Kombat and Guchab mines.

Copper mining from the mid-1900s through to the late 2000s has resulted in the emplacement of significant infrastructure throughout the OML including:

- **Tsumeb Copper Smelter** (*Dundee PM*) – US\$145 million upgrade in progress, including work to double capacity to process 240,000 tonnes of concentrates per annum.
- **Tsumeb Concentrator** (*Weatherly International*) – on 'care & maintenance', largely intact 560,000 tonnes per annum circuit. Closed in 2008 due to low copper prices.
- **Kombat Concentrator** (*Kombat Copper*) – detailed engineering review underway with a view to restarting the project. It is a 400,000 tonne per annum circuit, closed in 2008 due to low copper prices.
- **Rail** – network of rail through region, from the port at Walvis Bay to Tsumeb & Grootfontein (with a dedicated siding at Guchab).
- **Roads** – paved and formed gravel roads throughout region.
- **High Voltage Power** - power throughout the OML region, sourced internally and from neighbouring countries including Zambia.

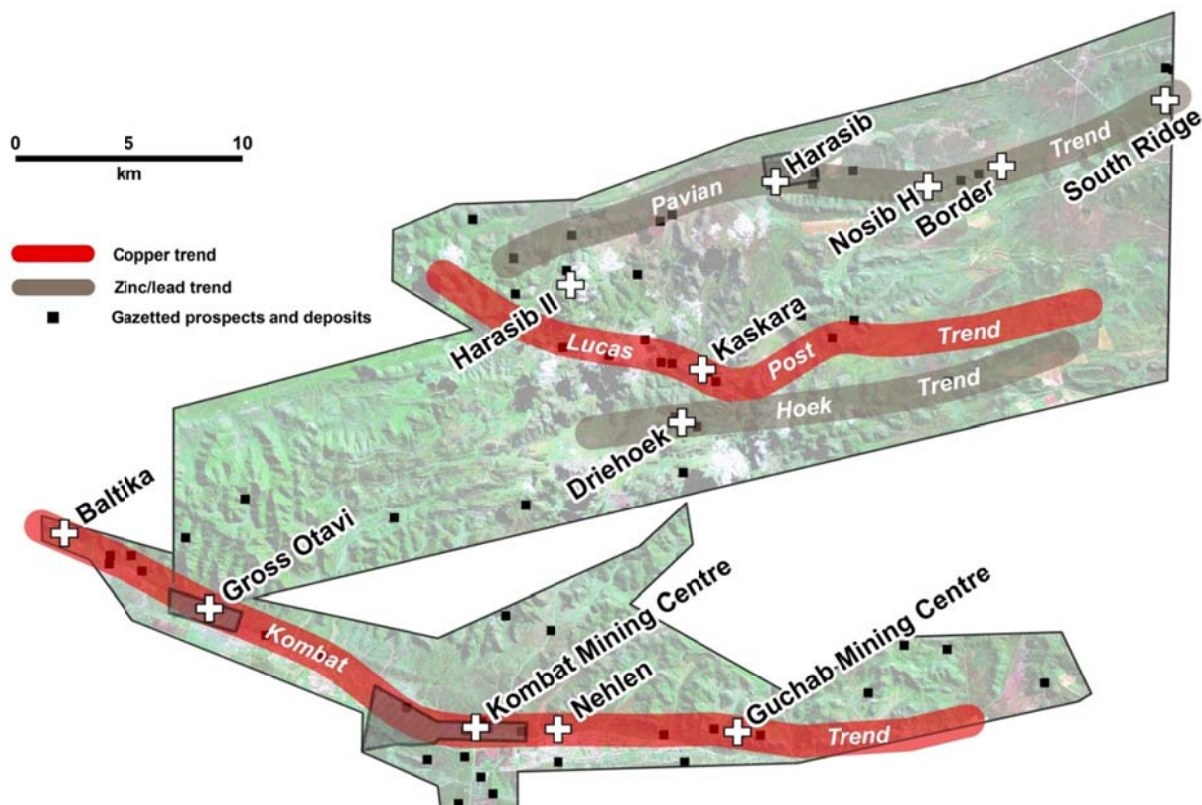
The presence of this infrastructure gives Sabre a significant advantage in regard to progressing its deposits into production.

Exploration Program 2012-13

Sabre has maintained an active exploration program throughout its Otavi Mountain Land project in 2012-13. The Company has continued to develop targets in the region, but the focus of exploration has been the drill testing of targets on the Kombat and Lucas Post Copper Trends.

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Main prospects and deposits of the Otavi Mountain Land Project

Figure 3 – Sabre's tenement area showing mineralised trends and significant prospect & mining areas.

Kombat Copper-Silver Trend

The Kombat Copper-Silver Trend is a 45 kilometre long, east-west trending, structural and geochemical trend covering highly prospective stratigraphy and a large number of historical mining operations, including the Baltika mine in the west, the Kombat Mine (owned by TSX-V-listed Kombat Copper) and Sabre's Guchab discovery in the east.

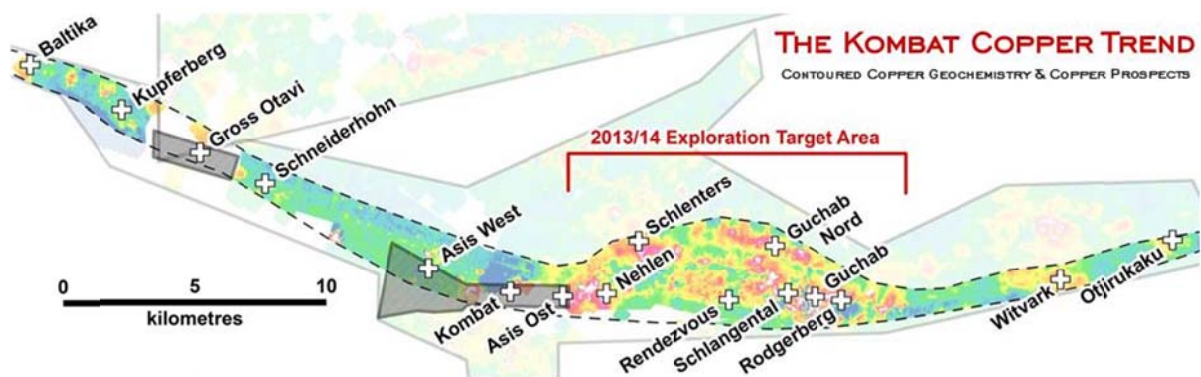


Figure 4 – The Kombat Copper-Silver Trend as outlined by historical workings and copper geochemistry.

Sabre's exploration program in 2012-13 has focused on the Kombat East area, the 10 kilometres of strike between the Kombat mine and the Rodgerberg workings in the east. This area will remain Sabre's focus in 2013-14 due to its rich endowment of copper.

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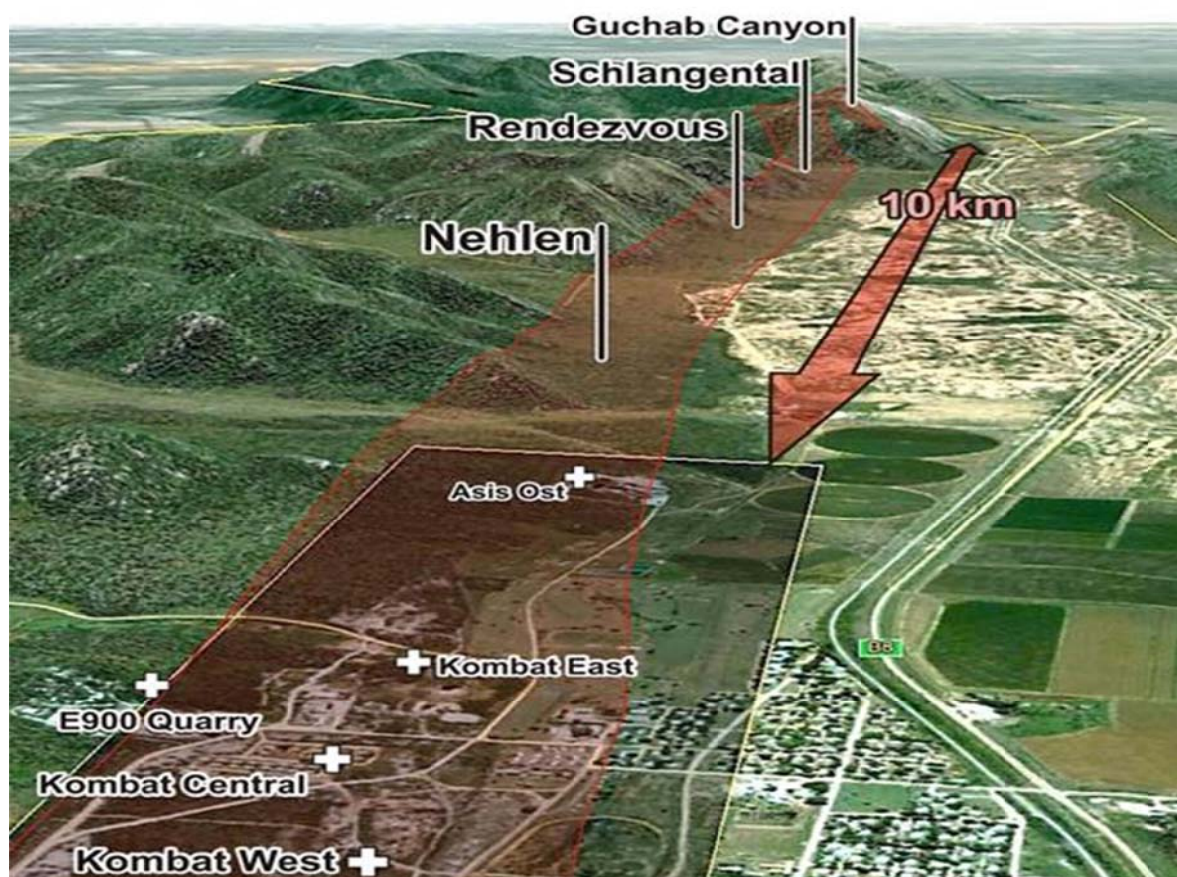


Figure 5 – A view of the Kombat East area from the west, showing key prospects.

1. Guchab Mining Centre

The Guchab mining centre is a series of historic copper mines to the east of the Kombat mine. Metamorphic **copper** mineralisation has formed vein and breccia style deposits throughout the centre. Major copper minerals at surface include malachite, chalcocite, and diopside within the **copper gossans that extend over more than 4,000 metres of strike**. Copper-rich and silver-rich stratigraphy highlights extensive and very intense copper-in-soil geochemical anomalies (extremely high, with values in soils commonly exceeding 10,000 ppm or 1% Cu, Figure 6).

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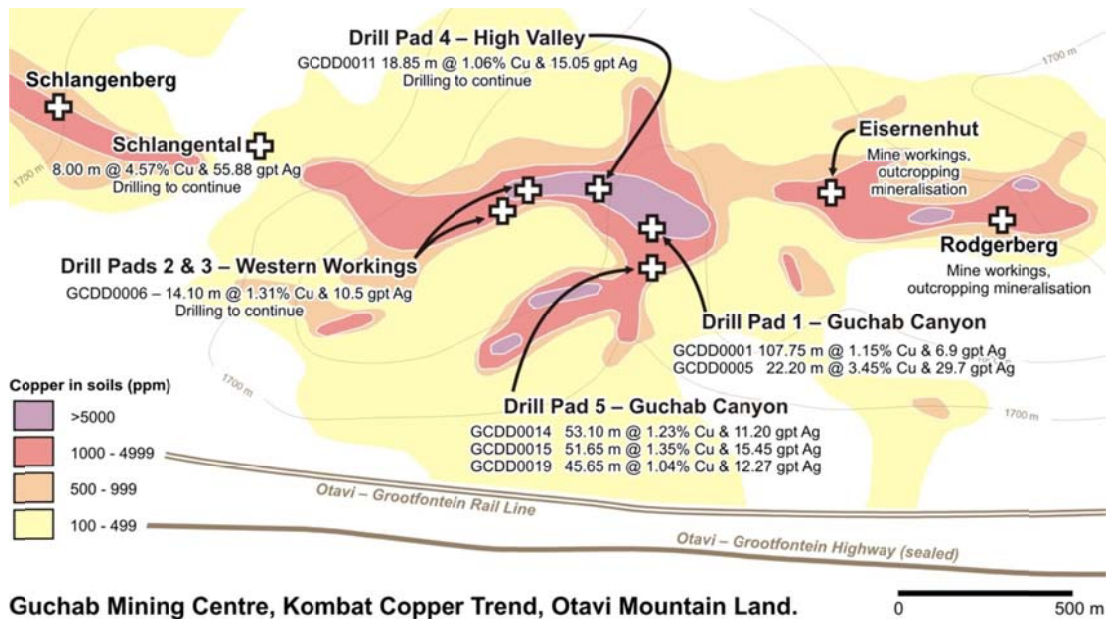


Figure 6 – Surface geochemistry & drill results from the Guchab Mining Centre.

1.1 Guchab Canyon

The focus of Sabre's exploration in 2012-13 has been the Guchab Canyon. The Guchab Canyon takes in the area from the old mine workings on the Easter bn Adits through to the High Valley, which cover the eastern side of Guchabberg. The Canyon is presently being tested from drill Pads 1, 4, 5, 7, 8 and 14 (Figure 7).

The Guchab Canyon drilling program initially focused on the Eastern Adits area (Pads 1 & 5), providing key geological and geochemical data to allow better targeting of drilling into the High Valley, which extends more than 300 metres along strike.

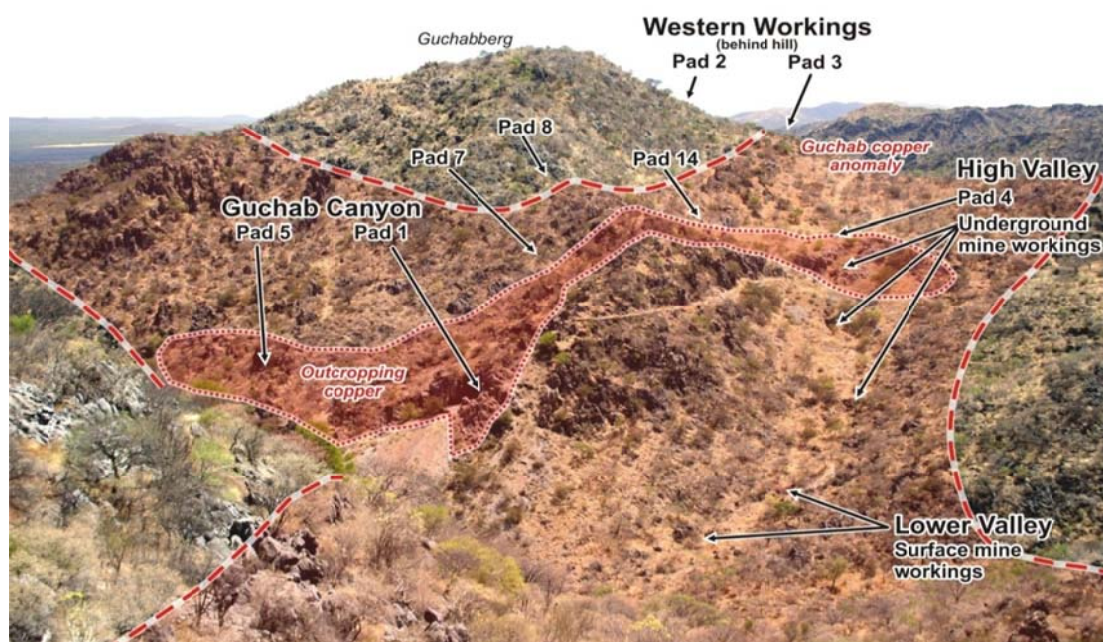


Figure 7 – Surface geochemistry & drill results from the Guchab Mining Centre.

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Significant results from the drilling program have included:

Drill Pad 1 – Eastern Adits, North

GCDD0001	107.75 metres @ 1.15% Copper & 6.93 gpt Silver from 0.60 metres
GCDD0004	24.05 metres @ 1.29% Copper & 10.91 gpt Silver from surface
GCDD0005	22.20 metres @ 3.45% Copper & 29.67 gpt Silver from surface
GCDD0027	17.64 metres @ 1.24% Copper & 5.50 gpt Silver from surface
GCDD0034	19.73 metres @ 1.49% Copper & 12.81 gpt Silver from surface

Drill Pad 5 – Eastern Adits, South

GCDD0014	53.10 metres @ 1.23% Copper & 11.20 gpt Silver from surface
GCDD0015	51.85 metres @ 1.35% Copper & 15.45 gpt Silver from 0.31 metres
GCDD0019	45.65 metres @ 1.04% Copper & 12.27 gpt Silver from 58.35 metres
GCDD0023	40.81 metres @ 1.34% Copper & 11.63 gpt Silver from surface
GCDD0025	58.62 metres @ 1.38% Copper & 28.27 gpt Silver from 65.38 metres
GCDD0026	15.82 metres @ 2.80% Copper & 24.61 gpt Silver from 14.63 metres

Drill Pad 14 – High Valley South

GCDD0037	10.08 metres @ 1.54% Copper & 23.19 gpt Silver from 2.90 metres
GCDD0039	23.15 metres @ 1.29% Copper & 4.50 gpt Silver from 2.95 metres
GCDD0040	14.17 metres @ 1.35% Copper & 9.14 gpt Silver from 4.55 metres

Drill Pad 4 – High Valley Workings

GCDD0011	18.85 metres @ 1.06 % Copper & 15.05 gpt Silver from 42.22 metres
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1.1.1 Deposit Modelling

The drill results from Pads 1 & 5 have allowed modelling of the main lode on the Eastern Adits at Guchab. With definition of the detailed geometry of the deposit still in progress, the main lode appears to be elongated in a north-northwest orientation or strike, with a steep plunge to the south-southeast (Figure 8).

Sabre's present drilling strategy involves utilising diamond drill rigs to test the near-surface mineralisation (<100 metres depth) between Pads 1 and 4 (Figure 6), a distance in excess of 300 metres of strike.

The drilling program at Guchab is designed with a number of aims, including:

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- Defining the extents of mineralisation between Pads 1 and 4 (over more than 300 metres of strike),
- Exploration of the depth extensions of the mineralised system in the Guchab Canyon, and
- The definition of a JORC resource.

The zone of near surface mineralisation on the Eastern Adits of the Guchab Canyon has been defined over 130 metres of strike, is 30-40 metres wide and 70 metres deep but remains open in all directions. A study of the geology & mineralisation combined with ongoing drilling success has prompted the Company to place an 'Exploration Target' on the prospect area.

Sabre's Phase 1 "Exploration Target" for the Guchab Canyon & its surrounds is:

5-10 million Tonnes @ 1-3% Copper & 10-30 gpt Silver*

**The potential quantity and grade of the Guchab deposits is conceptual in nature, as Sabre has determined that insufficient work has been undertaken to define a mineral resource and it is uncertain if further exploration will result in the determination of a mineral resource. The 'exploration target' is based upon the success of the drilling program to date and the mapped extents of copper mineralisation in the Guchab Canyon.*

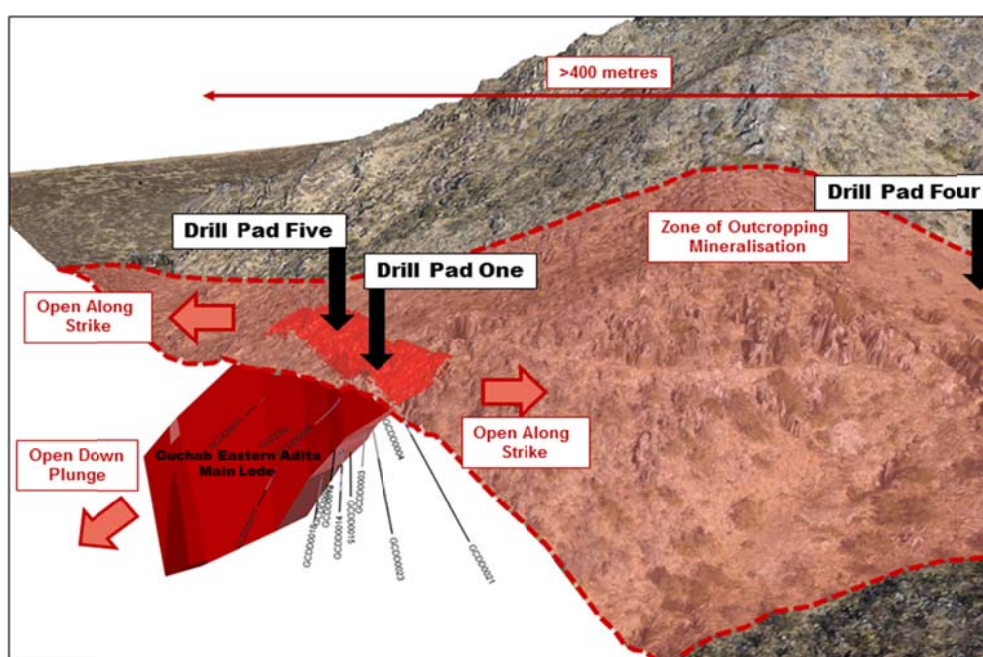


Figure 8 – A view of the Guchab mountain (looking to the southwest) showing the outcropping mineralisation (pink), drill pads and the modelled Main Lode (red) on the Eastern Adits.

1.1.2 Styles of Copper Mineralisation

The majority of the mineralisation identified to date in the Guchab Canyon is from the upper, weathered portion of the deposit, down to a vertical extent of less than 100 metres. Weathering appears to be deep and penetrative, which is common amongst the major mineral deposits of the Otavi Mountain Land. The main minerals observed to date as being associated with mineralisation at Guchab include the following:

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Table 1 – Major minerals of Guchab copper deposit

Mineral	Formula	Description	Occurrence at Guchab
Malachite	$\text{Cu}_2\text{CO}_3(\text{OH})_2$	A green-coloured mineral common in the oxidised portions of copper deposits	Most common copper mineral at Guchab, to date.
Chalcocite	Cu_2S	A blue-grey copper-rich sulphide common in the oxidised portions of copper deposits.	Second most common copper mineral at Guchab to date.
Hematite	Fe_2O_3	Iron oxide	Commonly associated with malachite and/or shattuckite, Common within the ore bodies at Kombat.
Diopside	$\text{CuSiO}_3 \cdot \text{H}_2\text{O}$	A green secondary copper mineral common in the oxidised portions of copper deposits in dry climates	Less common, usually in late stage veins and veinlets
Shattuckite	$\text{Cu}_5(\text{SiO}_3)_4(\text{OH})_2$	An uncommon, sky blue copper secondary mineral	Earthy shattuckite is associated with hematite in strongly weathered zones

A suite of other minerals are also directly associated with mineralisation at Guchab, but in lesser abundances. Notable trace and accessory minerals include:

Table 2 – Trace and accessory minerals of Guchab copper deposit

Mineral	Formula	Description	Occurrence at Guchab
Chalcopyrite	CuFeS_2	Metallic yellow primary sulphide of copper and iron	Grains of chalcopyrite in isolated zones unaffected by weathering
Bornite	Cu_5FeS_4	Metallic grey to peacock-coloured primary sulphide of copper and iron	Grains of bornite in isolated zones unaffected by weathering
Native Copper	Cu	Metallic elemental copper, located in the oxidised portions of copper deposits	Present in some high-grade zones
Azurite	$\text{Cu}_3(\text{CO}_3)_2(\text{OH})_2$	A blue-coloured mineral common in the oxidised portions of copper deposits	Accessory mineral associated with malachite
Chrysocolla	$(\text{Cu,Al})_2\text{H}_2\text{Si}_2\text{O}_5(\text{OH})_4 \cdot n\text{H}_2\text{O}$	A light blue secondary copper mineral	Trace amounts in some weathered zones.
Cuprite	Cu_2O	A red secondary copper mineral	Rare crystals in weathered zones
Tenorite	CuO	A black coloured secondary copper mineral	Present in some weathered high-grade zones
Pyrolusite	MnO_2	A common black-coloured manganese mineral	Associated with weathered copper mineralisation
Sphalerite	$(\text{Zn,Fe})\text{S}$	Primary ore mineral of zinc	Accessory mineral associated with copper mineralization

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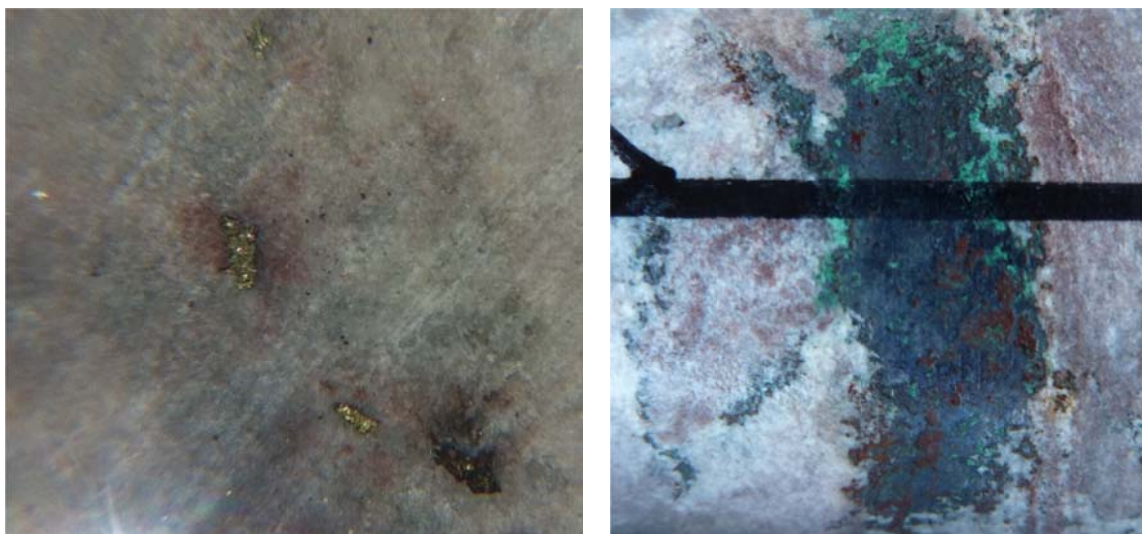


Figure 9 - Primary chalcopyrite (left, GCDD0005, 12.1m), largest grain 1mm long. Bornite with chalcocite and malachite, mineralised clot around 50mm long, (right, GCDD0021, ~37m)

Importantly, the mineralisation in the Guchab Canyon shows distinctive textures evident in the deeper, fresh, sulphide mineralisation at Kombat copper mine, 10 kilometres to the west. Sabre can therefore confidently state that the mineralisation at Guchab is the weathered portion of an epithermal copper deposit.

The main copper minerals within the weathered (oxidised) zone are common ore minerals within major copper mines. Sabre will assess the metallurgy of both the weathered and fresh mineralisation as its development program progresses.

1.2 Western Adits

Diamond drilling on the Western Adits at Guchab was hampered by logistical and mechanical problems during 2012. Three drill holes were completed at Pad 2, with two holes intersecting mineralisation and a third hole being abandoned prior to reaching target depth.

Holes GCDD0006 & 0007 intersected the 'Western Adit' mineralisation, with better results including:

**GCDD0006 14.10 m @ 1.31% Copper & 10.50 gpt Silver from 0.90 metres
including 2.65 m @ 5.10% Copper & 50.94 gpt Silver from 7.00 metres**

**GCDD0007 8.37 m @ 0.54% Copper & 7.43 gpt Silver from 5.48 metre
including 1.19 m @ 1.41% Copper & 25.40 gpt Silver from 5.48 metres**

Drill hole GCDD0008 was targeted to the northwest but had to be abandoned due to ground conditions and mechanical issues with the drill rig. Holes GCDD0009 & 10, targeted to the southeast, could not be completed due to poor ground conditions.

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Figure 10 – Diamond drill core from Pad Two (GCDD0006) showing strong copper mineralisation.

1.3 Schlangental

The Schlangental prospect area is located immediately to the west, and adjacent to, the Western Adits at Guchab. The prospect area consists of a series of shallow open-pits that were probably mined for high-grade (>5%) copper ores in the early 20th century, around the same time as the discovery and mining first commenced at Kombat & Guchab.

In early 2013, Sabre initiated a program of exploration across the Schlangental area to assist in targeting mineralisation for potential resource delineation.



Figure 11 – RC drilling in progress at Schlangental.

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Sabre has completed an initial phase of exploration at Schlagental including mapping, channel sampling and drilling.

1.3.1 Channel Sampling

A program of channel sampling has been completed in and around the historical open pits as well as the workings and outcropping mineralisation at Schlagental.

Three channels were completed with SCCS0001 at Schlängenberg and SCCS0002-0003 in the open pits at Schlagental. All channels returned **high-grade (>5% Copper)** intercepts, including:

- SCCS0001** **15 m @ 4.21% Copper & 28.06 gpt Silver from 2 metres,**
Including **3 m @ 14.11% Copper & 68.63 gpt Silver from 7 metres.**
- SCCS0002** **9 metres @ 2.56% Copper & 32.68 gpt Silver from 2 metres,**
Including **2 m @ 5.18% Copper & 70.55 gpt Silver from 4 metres.**
- SCCS0003** **42 metres @ 3.58% Copper & 18.34 gpt Silver from 21 metres,**
Including **12 metres @ 4.57% Copper & 14.71 gpt Silver from 24 metres,**
And **1 metre @ 19.62% Copper & 200.00 gpt Silver from 37 metres,**
And **2 metres @ 11.96% Copper & 50.25 gpt Silver from 43 metres,**
And **3 metres @ 6.51% Copper & 13.63 gpt Silver from 60 metres.**

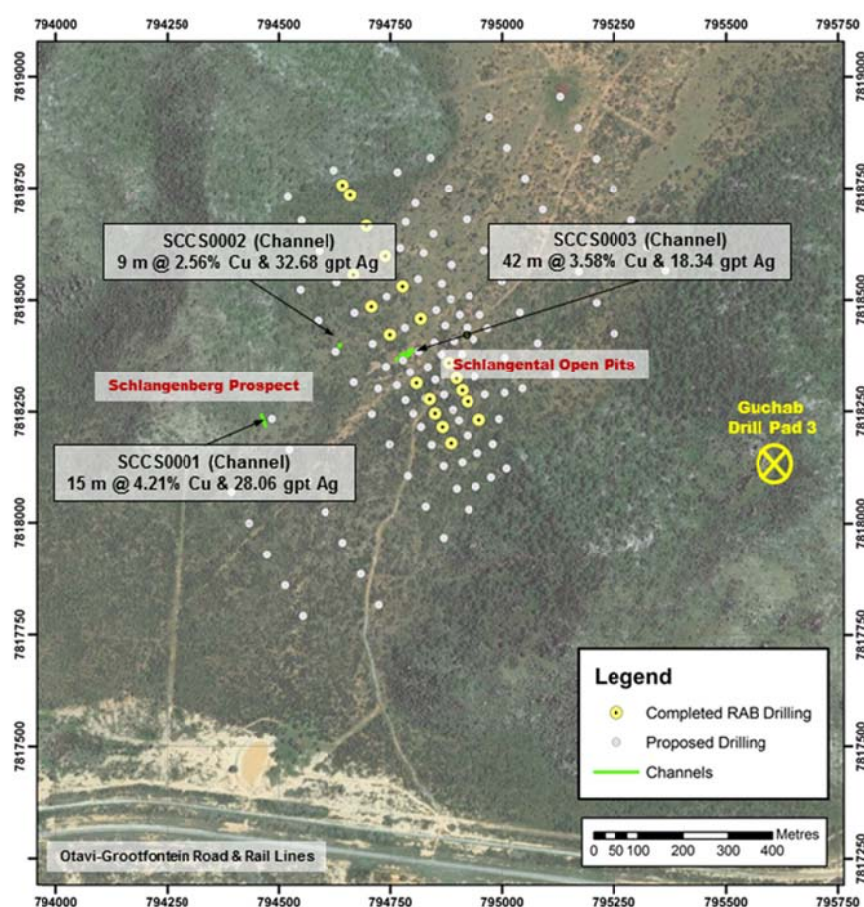


Figure 12 – An aerial view of the Schlagental Valley to the immediate east of the Guchab Mountain (Drill Pad 3 shown on the image). The figure shows the location of the prospects, channel sampling as well as the completed drill program.

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These results demonstrated the potential tenor of the near-surface copper-silver mineralisation in the Schlangental valley and resulted in the initiation of a shallow drilling program to test the extents of the mineralisation under the cover of Kalahari sand which blankets much of the prospect area.

1.3.1 Shallow Percussion Drilling

In May-June 2013, Sabre completed a program of shallow percussion drilling across Schlangental Valley. The drilling was designed to penetrate below the soil and sand cover which lies over the mineralisation and masks its geochemical signature. A total of 86 holes was drilled across the valley, with an average depth of 18 metres.

These holes were analysed using a hand-held XRF analyser, with the data then used to assist in targeting the deeper RC drilling. A number of these deeper holes showed encouraging copper mineralisation, with these intercepts assayed at a commercial laboratory. The best of these intercepts included:

SCRB0044 30.00 metres @ 0.58% Copper & 5.85 gpt Silver from 3.00 metres

***Including* 2.00 metres @ 1.36% Copper & 6.25 gpt Silver from surface**

These results were used to target the first phase of deeper RC & diamond drilling.

1.3.2 Deep RC & Diamond Drilling

A program of RC drilling was completed below the old workings at Schlangental as well as on targets generated by the shallow drilling program. A total of 8 RC holes was completed, including intercepts of:

SCRC0035 16.00 metres @ 0.88% Copper & 9.47 gpt Silver from 25.00 metres

***Including* 3.00 metres @ 4.24% Copper & 11.63 gpt Silver from 28.00 metres**

SCRC0042 8.00 metres @ 4.57% Copper & 55.88 gpt Silver from 50.00 metres

***Including* 2.00 metres @ 16.14% Copper & 195.25 gpt Silver from 52.00 metres**

A further short program of diamond drilling, comprised of diamond tails on several of the RC holes and several 'stand alone' diamond holes, has also recently been completed. This program was initiated to further investigate the geology and structure of the Schlangental prospect. Results included:

SCDD0001 9.40 metres @ 1.03% Copper & 4.55 gpt Silver from 21.60 metres

The results of the exploration program are presently being evaluated to assist in the targeting of future drilling.

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1.4 Developing Prospects

There are presently a number of high priority targets being evaluated through the Kombat East area. These targets include:

1.4.1 The Eisernerhut

The Eisernerhut, or Iron Hat, was identified during reconnaissance of the area between the Guchab Canyon and the Rodgerberg mine workings. The outcropping mineralisation forms a 'gossanous cap' on a prominent hill overlooking the Guchab Canyon.



Figure 13 – The Eisernerhut gossanous outcrop

The Eisernerhut is a matrix supported breccia composed of malachite, chalcocite and quartz, and appears to be a 'pipe-like' structure, similar to the Tsumeb deposit to the north. The outcrop has previously been exploited for small tonnages of high-grade ore (>5% Copper).

Access and services are currently being installed to allow drilling to commence on the Eisernerhut in the coming months.

1.4.2 Rendezvous

The Rendezvous prospect is located adjacent to Schlangental, some 2 kilometres to the west, towards the Kombat mine. The prospect is highlighted by an extensive copper anomaly in the surface geochemistry. Subsequent investigations, which included mapping and sampling, revealed the presence of mine workings with similar structures and mineralisation style to the nearby Guchab Mining Centre.

Sabre will drill test Rendezvous as the scheduling of the exploration program allows.

1.4.3 Nehlen

The Nehlen copper prospect is located on the Kombat Trend immediately adjacent to the eastern limits of the Kombat mine lease. The prospect is a distinct geochemical and structural target and was initially identified by Goldfields of Namibia when they controlled Tsumeb Corporation and the Kombat copper mine in the 1990s.

Sabre will drill test Nehlen when access is secured to the site and a drill rig is available.

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Lucas Post Copper-Lead-Vanadium Trend

The Lucas Post Trend is a 'provincial-scale' structure covering more than **twenty five kilometres** of strike within Sabre's project area. The trend is highlighted by strong copper anomalism in soil geochemistry and hosts the Kaskara prospect (Figure 3).

2. Kaskara Copper-Lead-Vanadium Prospect

Kaskara was initially targeted in 2009 as the product of a dedicated program of project generation and prospecting. Initial exploration outlined an area of outcropping mineralisation covering over 900 metres of strike and hosting a number of high-grade base metal gossans that returned results of up to **23% copper, 35% Lead, 34% Zinc and 3% Vanadium**. It is important to note that Kaskara shows many structural and metallogenic similarities to the nearby Tsumeb copper deposit.

Drill testing of the prospect has proven challenging due to the nature of the mineralisation in the oxide zone over the identified sulphide geophysical target at depth. The oxide mineralisation at Kaskara is particularly fine grained (with a matrix of ferruginous clay that is less than 30 microns) and is easily washed away by the addition of water during diamond drilling, resulting in little or no return of sample. It was decided in late 2012 that RC drilling may provide the most suitable method of drill testing for the Kaskara mineralisation.



Figure 14 – RC drilling on the peak of the Kaskara hill, January 2013

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2.1 Kaskara Reverse Circulation Drilling

The Reverse Circulation ('RC') drilling at Kaskara commenced in late October 2012. A total of thirty four holes (KKRC0018-0051) were drilled across the outcropping mineralised zone.

The results show that Sabre has successfully intercepted broad zones of mineralisation at Kaskara, that extend to depth. Significant intercepts include:

KKRC0019	8.00 m @ 2.76% Pb+Zn, 0.91% V₂O₅ & 0.24% Cu from 12.00 metres
Including	3.00 m @ 6.34% Pb+Zn, 2.21% V₂O₅ & 0.59% Cu from 12.00 metres
KKRC0023	8.00 m @ 3.78% Pb+Zn, 0.21% V₂O₅ & 0.07% Cu from 3.00 metres
KKRC0026	6.00 m @ 2.19% Pb+Zn, 0.47% V₂O₅ & 0.13% Cu from surface
KKRC0027	12.00 m @ 2.41% Pb+Zn, 0.73% V₂O₅ & 0.24% Cu from 31.00 metres
KKRC0038	7.00 m @ 3.41% Pb+Zn, 0.97% V₂O₅ & 0.22% Cu from surface
And	4.00 m @ 6.02% Pb+Zn, 1.80 % V₂O₅ & 0.42% Cu from 43.00 metres
And	16.00 m @ 4.28% Pb+Zn, 1.30 % V₂O₅ & 0.26% Cu from 54.00 metres
KKRC0041	5.00 m @ 3.05% Pb+Zn, 0.79% V₂O₅ & 0.21% Cu from 2.00 metres
KKRC0045	10.00 m @ 5.39% Pb+Zn, 1.57% V₂O₅ & 0.16% Cu from 19.00 metres
	<i>*A cavity exists in this intercept from 29-33 m and may represent a weathered or mined out zone of high-grade mineralisation.</i>
Followed by	4.00 m @ 3.30% Pb+Zn, 0.89% V₂O₅ & 0.10% Cu from 33.00 metres
KKRC0047	7.00 m @ 4.11% Pb+Zn, 1.14% V₂O₅ & 0.12% Cu from 29.00 metres

A number of drill holes were targeted below the oxide zone at Kaskara to test the IP anomaly previously identified at depth. These holes extended below 200 metres vertically from surface, which was the calculated depth of the upper portion of the IP geophysical anomaly, with the deepest hole KKRC0033 drilled to a vertical depth of over 280 metres. However, these deep holes continued to intersect friable oxide mineralisation. This in turn caused significant problems with drill holes collapsing and preventing holes being completed.

The drilling did not successfully identify the source of the IP anomaly.

2.2 Ongoing Exploration

The deeper drill holes at Kaskara have now been cased to prevent further collapse and will be used to undertake down-hole geophysics, either IP or EM, to better target the source of the anomaly at depth. A further phase of drilling will be planned based upon the targets generated by this geophysical program.

Kaskara has shown to be a large and extensively mineralised system that covers over 900 metres of strike and extends to depth. Kaskara remains a priority target but requires further evaluation and testing prior to the next phase of drilling.

SABRE RESOURCES LTD

REVIEW OF OPERATIONS

Exploration Program 2013-14

The exploration program for 2013-14 will continue to focus on the Kombat East area with Sabre's priorities to include:

- Resource delineation drilling in the **Guchab Canyon**,
- Initial diamond drill testing of the **Eisernenhut**,
- Further drill testing of the **Schlangental Valley**, and
- Drill testing of the **Rendezvous** and **Nehlen** prospects.

The regional exploration has also identified a number of other targets through the project area that will be tested as the exploration program advances.

Conclusion

Sabre takes this opportunity to thank investors for their continued support of the Company. We look forward to updating investors as our exploration programs across the Otavi Mountain Land, including the resources drilling program at Guchab, continue into 2014.

The Company will maintain its focus on exploration efforts in the Kombat East area, and in particular the delineation of resources in the Guchab Canyon and drill testing of the Eisernenhut.

Competent Persons Declarations

The information in this report that relates to Exploration Results is based on information compiled by Dr Matthew Painter of Sabre Resources Ltd, who is a member of The Australian Institute of Geoscientists. Dr Painter has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australian Code for Reporting of Exploration Results, Mineral Resource and Ore Reserves". Dr Painter consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to Mineral Resources or Ore Reserves is based on information compiled by Luke Marshall of Kalgoorlie Mine Management, who is a member of The Australian Institute of Geoscientists. Mr Marshall has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resource and Ore Reserves". Dr Painter consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Forward-Looking Statements

This document may include forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning Metals Australia Ltd's planned exploration program and other statements that are not historical facts. When used in this document, the words such as "could," "plan," "estimate," "expect," "intend," "may", "potential," "should," and similar expressions are forward-looking statements. Although Sabre Resources Ltd believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements.

SABRE RESOURCES LTD

DIRECTORS' REPORT

The Directors present their report on Sabre Resources Ltd ("the Company") and its controlled entities for the year ended 30 June 2013.

DIRECTORS

The Directors of the Company (with the exception of Mr Clemen, who died in July 2012) during and since the end of the financial year were:-

Alexander Clemen (died July 2012)
Jonathan Downes
Michael Scivolo
David Zukerman

Shares and options of Sabre Resources Ltd held by Directors at the date of this report:

Director	Shares	Options
Jonathan Downes	-	-
Michael Scivolo	-	-
David Zukerman	10	-

PRINCIPAL ACTIVITIES

The principal activity of the Company and its controlled entities is mineral exploration.

RESULTS

The operating loss for the financial year after providing for income tax amounted to \$932,964 (2012: \$997,945).

FINANCIAL POSITION

The net assets of the Group have increased by \$8,704,882 from \$20,271,684 at 30 June 2012 to \$28,976,566 at 30 June 2013.

DIVIDENDS

Since the end of the previous financial year, no dividend has been declared or paid by the Company. The Directors do not recommend the payment of a dividend.

INFORMATION ON DIRECTORS AND COMPANY SECRETARY

(a) All of the Directors were in office for the entire period. Their qualifications, experience and special responsibilities are as follows:-

(i) Alexander Clemen B.Sc (Hons), FAusIMM

Mr Clemen was a Director until his death in July 2012. He was a qualified geologist with over thirty years experience in this field. He worked for several large, international mining companies in various parts of the world and was experienced in exploring for gold, base metals, uranium, industrial minerals and diamonds. For the past three years he also served as a Director of Metals Australia Ltd and Golden Deeps Limited.

(ii) Jonathan Downes B.Sc (Geol), MAIG

Mr Downes has over fifteen years experience in the minerals industry, and has worked in various geological and corporate capacities. He has experience in nickel, gold and base metals, and has been intimately involved with numerous private and public capital raisings. Mr Downes

SABRE RESOURCES LTD

DIRECTORS' REPORT

is currently the Managing Director of Ironbark Zinc Ltd and a non-Executive Director of Wolf Minerals Ltd (until 12 June 2013), Corazon Mining Ltd and Waratah Gold Ltd.

(iii) David Zukerman

Mr Zukerman has an accounting and finance background. He has held a number of public company directorships in Australia and Asia during the past twenty five years. During the past three years he has served as a Director of Golden Deeps Limited and Metals Australia Ltd.

(iv) Michael Scivolo B. Com, FCPA

Mr Scivolo has extensive experience in the fields of accounting and taxation in both corporate and non-corporate entities and was appointed as a Director on 23 July 2012 and elected at the Company's Annual General Meeting on 30 November 2012. He is also a Director of South East Asia Resources Ltd (formerly Victory West Metals Ltd), Blaze International Ltd, Prime Minerals Ltd, Power Resources Ltd, Metals Australia Ltd and Golden Deeps Limited.

(b) The Company Secretary was in office for the entire period and his qualifications and experience are as follows:-

Norman Grafton FCIS, FCSA

Mr Grafton has extensive experience in both Australian and international commerce, having previously been based in Singapore, Indonesia, Papua New Guinea and Jamaica. Prior to returning to Australia, he was Director of Finance and Company Secretary of the largest agro-industrial operation in Jamaica, on secondment from a major UK firm of corporate managers.

REMUNERATION REPORT (AUDITED)

2013

Key Management Personnel	Short-term Benefits		Superannuation	Share-based Payment	Total	Percentage of remuneration paid in Equity
	Directors Fees	Salaries & Consulting Fees				
	\$	\$				
A Clemen	1,000	3,750	-	-	4,750	-
J Downes	12,000	-	1,080	-	13,080	-
M Scivolo	12,000	-	1,080	-	13,080	-
D Zukerman	-	14,572	5,240	-	19,812	-
N Grafton	-	35,512	4,983	-	40,495	-
T Putt	-	190,146	-	70,000	260,146	26.9%
M Painter	-	196,270	25,000	70,000	291,270	24%
M McCabe	-	130,000	11,700	17,500	159,200	11%
	25,000	570,250	49,083	157,500	801,833	19.6%

SABRE RESOURCES LTD

DIRECTORS' REPORT

2012

Key Management Personnel	Short-term Benefits		Superannuation	Share-based Payment Options	Total	Percentage of remuneration paid in Equity
	Directors Fees	Salaries & Consulting Fees				
	\$	\$		\$	\$	%
A Clemen	12,000	87,000	-	-	99,000	-
J Downes	12,000	-	1,080	-	13,080	-
M Scivolo	12,000	-	1,080	-	13,080	-
D Zukerman	-	10,655	14,050	-	24,705	-
N Grafton	-	28,236	9,240	-	37,476	-
M Painter	-	189,240	24,945	-	214,185	-
M McCabe	-	122,001	10,980	-	132,981	-
	36,000	437,132	61,375	-	534,507	-

Non-executive Directors receive a fixed fee, with Executive Directors being remunerated for any professional services conducted for the Company.

No Director has an employment contract, but the employment terms and conditions of key management personnel and Group executives are formalised in twelve month contracts of employment.

Terms of employment require that thirty days notice of termination of contract is required from either employer or employee. There is no agreement to pay any termination payment other than accrued salary and annual leave.

Directors received no benefits in the form of share-based payments during the year ended 30 June 2013.

There are no retirement schemes for any Directors or any loans or any other type of compensation.

Board policy on the remuneration for this exploration company is influenced by comparing fees paid to directors in other companies within the exploration industry, and then set at a level to attract qualified people, to accept the responsibilities of directorship. No Director, executive or employee has an employment contract.

Being an exploration company, with no earnings, a relationship is yet to be established between an emolument policy and the Company's performance. During the year the Company did not engage remuneration consultants to review its existing remuneration policies.

At the last AGM shareholders voted to adopt the remuneration report for the year ended 30 June 2012. The Company did not receive specific feedback at the AGM regarding its remuneration practices.

END OF REMUNERATION REPORT

ANALYSIS OF MOVEMENT IN OPTIONS

On 29 August 2012, 23,000,000 unlisted options were exercised (exercise price of 10 cents each) for total proceeds of \$2,300,000.

On 8 March 2013, 3,750,000 options exercisable at 20 cents each at any time up to their expiration date of 5 March 2015 were granted free of charge to staff and consultants as an incentive.

SABRE RESOURCES LTD

DIRECTORS' REPORT

No person entitled to exercise an option had or has any right by virtue of the option to participate in any share issue of any other body corporate.

MEETINGS OF DIRECTORS

The following table sets out the number of meetings of the Company's Directors held during the year ended 30 June 2013, and the number of meetings attended by each Director.

Name	Eligible to attend	Attended
Alexander Clemen	-	-
Jonathan Downes	7	7
Michael Scivolo	7	7
David Zukerman	7	7

RETIREMENT, ELECTION AND CONTINUATION OF OFFICE OF DIRECTORS

Mr Downes retired by rotation as a Director at the Annual General Meeting on 30 November 2012 and was re-elected.

Mr Scivolo, who was appointed to fill a casual vacancy on the death of Mr Clemen on the 23 July 2012, was elected as a Director at the Annual General Meeting on 30 November 2012.

Mr Zukerman, who is retiring by rotation, will offer himself for re-election at the forthcoming Annual General Meeting.

ENVIRONMENTAL ISSUES

The Company's objective is to ensure that a high standard of environmental care is achieved and maintained on all properties. There are no known environmental issues outstanding.

AFTER REPORTING DATE EVENTS

No matters or circumstances have arisen since the end of the financial year, which significantly affect or may significantly affect the operations of the economic entity, the results of these operations, or the state of affairs of the economic entity in the subsequent financial years.

INDEMNIFYING OFFICERS OR AUDITOR

No indemnities have been given, or insurance premiums paid, during or since the end of the financial year, for any person who is or has been an officer or auditor of the entity.

SHARE OPTIONS

As at the date of this report, there are 3,750,000 options on issue exercisable at 20 cents each at any time up to their expiry on 5 March 2015.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

On 29 August 2012, 23,000,000 unlisted options were exercised (exercise price of 10 cents each) for total proceeds of \$2,300,000.

On 30 August 2012, 30,769,231 fully paid ordinary shares were issued at 26 cents each by way of a placement to provide \$8,000,000 for exploration of the Company's Namibian tenements and also to provide additional working capital.

SABRE RESOURCES LTD

DIRECTORS' REPORT

Other than the above, there have not been any significant changes in the state of affairs of the Company and its controlled entities during the financial year, other than as noted in this financial report.

PROCEEDINGS ON BEHALF OF THE COMPANY

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

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

AUDIT COMMITTEE

No Audit Committee has been formed as the Directors believe that the Company is not of a size to justify having a separate Audit Committee. Given the small size of the Board, the Directors believe an Audit Committee structure to be inefficient.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the independent auditor's declaration as required by section 307c of the *Corporations Act 2001*, is set out on Page 55.

NON AUDIT SERVICES

The Board of Directors is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons;

- All non-audit services are reviewed and approved by the audit committee prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- The nature of the services provided does not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

During the year under review, a related practice of our auditor Grant Thornton Audit Pty Ltd also provided services in relation to taxation matters. Details of the amounts paid and payable to the auditor of the Company, Grant Thornton Audit Pty Ltd for audit and non-audit services provided during the year are set out in Note 6 to the Financial Statements.

This report is made in accordance with a resolution of the Directors and Section 298(2) of the *Corporations Act 2001*.



D N Zukerman
DIRECTOR

Dated this 26 day of September 2013.
Perth, Western Australia

SABRE RESOURCES LTD

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2013

	Notes	Consolidated 2013 \$	2012 \$
Revenue	5	404,536	261,162
Expenditure			
Investments marked to market		-	34,667
Loss/(gain) on sale of fixed assets		-	32,756
Management fees		252,248	245,060
Directors' fees and services		45,547	55,298
Other expenses		301,283	312,593
Administration costs		175,718	158,485
Salaries & wages expense		277,107	433,759
Depreciation		61,759	55,795
Share based Payments		262,500	-
		1,376,162	1,328,413
(Loss) before income tax		(971,626)	(1,067,251)
Income tax (Research & Development Refund)	4	(38,662)	(69,306)
(Loss) after income tax	15	(932,964)	(997,945)
Other comprehensive income/(loss), net of tax			
Items that may be subsequently transferred to profit or loss:			
Exchange differences on translating foreign controlled entities		(444,363)	(596,202)
Total comprehensive (loss) for the year		(1,377,327)	(1,594,147)

Earnings per share		Cents	Cents
Basic Earnings / (Loss) per share	17	(0.4)	(0.8)

Diluted earnings / (loss) per share has no effect as compared to the Basic earnings / (loss) per share.

The accompanying notes form part of these financial statements

SABRE RESOURCES LTD

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2013

	Notes	Consolidated 2013 \$	2012 \$
CURRENT ASSETS			
Cash and cash equivalents	8	6,109,567	420,355
Trade and other receivables	9	296,430	58,192
TOTAL CURRENT ASSETS		6,405,997	478,547
NON-CURRENT ASSETS			
Financial assets		13,333	13,333
Plant and equipment	10	213,746	95,448
Exploration and evaluation expenditure	11	22,613,937	20,236,748
TOTAL NON-CURRENT ASSETS		22,841,016	20,345,529
TOTAL ASSETS		29,247,013	20,824,076
CURRENT LIABILITIES			
Trade and other payables	12	270,447	552,392
TOTAL CURRENT LIABILITIES		270,447	552,392
TOTAL LIABILITIES		270,447	552,392
NET ASSETS		28,976,566	20,271,684
EQUITY			
Issued capital	13	51,936,045	41,463,620
Share option reserve	14	262,500	652,716
Foreign currency translation reserve		(1,358,551)	(914,188)
Accumulated losses	15	(21,863,428)	(20,930,464)
TOTAL EQUITY		28,976,566	20,271,684

The accompanying notes form part of these financial statements

SABRE RESOURCES LTD

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2013

CONSOLIDATED ENTITY

	Issued Capital	Share Option Reserve	Foreign Currency Translation Reserve	(Accumulated Losses)	Total
	\$	\$	\$	\$	\$
Balance as at 1 July 2011	34,561,808	652,716	(317,986)	(19,932,519)	14,964,019
Loss attributable to members of parent entity	-	-	-	(997,945)	(997,945)
Other comprehensive (loss) for the period, net of tax	-	-	(596,202)	-	(596,202)
Total comprehensive (loss) for the year			(596,202)	(997,945)	(1,594,147)
Issue of shares	1,938,750	-	-	-	1,938,750
Share issue costs	(96,938)	-	-	-	(96,938)
Shares issued on acquisition of Namibian tenement	5,060,000	-	-	-	5,060,000
Balance as at 30 June 2012	41,463,620	652,716	(914,188)	(20,930,464)	20,271,684
Loss attributable to members of parent entity	-	-	-	(932,964)	(932,964)
Other comprehensive (loss) for the year			(444,363)		(444,363)
Total comprehensive (loss) for the year	-	-	(444,363)	(932,964)	(1,377,327)
Shares issued on exercise of options	2,300,000	-	-	-	2,300,000
Shares issued	8,000,000	-	-	-	8,000,000
Share issue costs	(480,291)	-	-	-	(480,291)
Balance of share option reserve transferred on exercise of options	652,716	(652,716)	-	-	-
Share based payments	-	262,500	-	-	262,500
Balance as at 30 June 2013	51,936,045	262,500	(1,358,551)	(21,863,428)	28,976,566

The accompanying notes form part of these financial statements

SABRE RESOURCES LTD

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2013

	Note	Consolidated 2013 \$	2012 \$
Cash flow from operating activities			
Payments to suppliers		(1,332,374)	(848,933)
Interest received		211,377	88,275
Sundry Income		-	196,319
Research and Development Grant		38,662	69,306
Net cash (outflow) from operating activities	16	<u>(1,082,335)</u>	<u>(495,033)</u>
Cash flow from investing activities			
(Purchase)/sale of property, plant and equipment		(180,057)	(35,409)
Exploration and evaluation expenditure		(2,814,765)	(2,820,127)
Repayment of Loans		(46,553)	-
Net cash (outflow) from investing activities		<u>(3,041,375)</u>	<u>(2,855,536)</u>
Cash flow from financing activities			
Proceeds from issue of shares		8,000,000	1,938,750
Proceeds from exercise of options		2,300,000	-
Share issue costs		(480,291)	(96,938)
Net cash inflow from financing activities		<u>9,819,709</u>	<u>1,841,812</u>
Net increase/(decrease) in cash and cash equivalents held		<u>5,695,999</u>	<u>(1,508,757)</u>
Cash and cash equivalents at the beginning of the financial year		420,355	1,920,788
Effect of exchange rates on cash holdings in foreign currencies		(6,787)	8,324
Cash and cash equivalents at the end of the financial year	8	<u>6,109,567</u>	<u>420,355</u>

The accompanying notes form part of these financial statements

SABRE RESOURCES LTD

NOTES TO THE FINANCIAL STATEMENTS

1. Corporate Information

The financial report of Sabre Resources Ltd (the Company) for the year ended 30 June 2013 was authorised for issue in accordance with a resolution of the directors on 23 September 2013.

Sabre Resources Ltd is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange and the Berlin and Frankfurt Stock Exchanges.

The nature of the operations and principal activity of the Group is mineral exploration.

2. Summary of Significant Accounting Policies

(a) Basis of Preparation

The financial report is a general-purpose financial report, which has been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards, Australian Accounting Interpretations and complies with other requirements of the law, as appropriate for for-profit oriented entities. The financial report has also been prepared on an accruals basis and on a historical cost basis, except for financial assets and liabilities, which have been measured at fair value.

The financial report is presented in Australian Dollars.

The financial statements of the Company and Group have been prepared on a going concern basis which anticipates the ability of the Company and Group to meet its obligations in the normal course of the business.

(b) Statement of compliance

The financial report complies with Australian Accounting Standards and International Financial Reporting Standards (IFRS).

(c) New and Amended Accounting standards adopted by the Group

The AASB has issued a number of new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting period, some of which are relevant to the Group. The Group has decided not to early adopt any of the new and amended pronouncements. The Group's assessment of the new and amended pronouncements that are relevant to the Group but applicable in future reporting periods is set out below:

- AASB 9: *Financial Instruments* (December 2010) and AASB 2010-7: *Amendments to Australian Accounting Standards arising from AASB 9* (December 2010).

This standard is mandatorily applicable for annual reporting periods commencing on or after 1 January 2013. However, AASB 2012-6 defers the application date of AASB 9 from 1 January 2013 to 1 January 2015. AASB 9 introduces new requirements for the classification and measurement of financial assets and liabilities.

The entity does not have any financial liabilities. Therefore, the Directors do not anticipate that the adoption of this standard will have any impact on the financial statements.

- AASB 10: *Consolidated Financial Statements*, AASB 11: *Joint Arrangements*, AASB 12: *Disclosure of Interests in Other Entities*, AASB 127: *Separate Financial Statements* (August 2011) and AASB 128: *Investments in Associates and Joint Ventures* (August 2011) (as amended by AASB 2012-10: *Amendments to Australian Accounting Standards – Transition Guidance and Other Amendments*), and AASB 2011-7: *Amendments to Australian Accounting Standards*.

SABRE RESOURCES LTD

NOTES TO THE FINANCIAL STATEMENTS

AASB 10 provides a revised definition of “control” and additional application guidance so that a single control model will apply to all investees. When adopted, this Standard is not expected to significantly impact the Group’s financial statements, as the Group already consolidates all of its subsidiaries.

AASB 11 requires joint arrangements to be classified as either “joint operations” (where the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities) or “joint ventures” (where the parties that have joint control of the arrangement have rights to the net assets of the arrangement). When adopted, this Standard is not expected to significantly impact the Group’s financial statements.

AASB 12 contains the disclosure requirements applicable to entities that hold an interest in a subsidiary, joint venture, joint operation or associate. AASB 12 also introduces the concept of a “structured entity”, replacing the “special purpose entity: concept currently used in Interpretation 112, and requires specific disclosures in respect of any investments in unconsolidated structured entities. When adopted, this Standard will affect disclosures only and therefore is not expected to significantly impact the Group’s financial statements.

- AASB 13: *Fair Value Measurement* and AASB 2011-8: *Amendments to Australian Accounting Standards arising from AASB 2013* (applicable for annual reporting periods commencing on or after 1 January 2013).

AASB 13 establishes a single source of guidance for determining the fair value of assets and liabilities. AASB 13 does not change when an entity is required to use fair value, but rather, provides guidance on how to determine fair value when fair value is required or permitted by other Standards.

These Standards are expected to result in more detailed fair value disclosures, but are not expected to significant impact the amounts recognised in these financial statements.

- AASB 2011-4: *Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements* (applicable for annual reporting periods beginning on or after 1 January 2013).

This Standard makes amendments to AASB 124 *Related Party Disclosures* to remove the individual key management personnel (KMP) disclosure requirements by Australia specific paragraphs.

When adopted, these amendments are unlikely to have any significant impact on the financial statements.

- AASB 119: *Employee Benefits* (September 2011) and AASB 2011-10: *Amendments to Australian Accounting Standards arising from AASB 119* (September 2011) (applicable for annual reporting periods beginning on or after 1 January 2013).

This Standard introduces a number of changes to presentation and disclosure of a defined benefit plan. AASB 119 also includes changes to the criteria for determining when termination benefits should be recognised as obligation.

The entity does not have any defined benefit plans. Therefore, these amendments will have no significant impact on the entity.

- AASB Interpretation 20: *Stripping Costs in the Production Phase of Surface Mining* (applicable for annual reporting periods beginning on or after 1 January 2013).

This interpretation clarifies that costs of removing mine waste materials (overburden) to gain access to mineral ore deposits during the production stage of a mine must be capitalized as inventories under AASB 102: *Inventories* if the benefits from stripping activity is realised in the form of inventory produced.

SABRE RESOURCES LTD

NOTES TO THE FINANCIAL STATEMENTS

The entity does not operate a surface mine. Therefore, there will be no impact on the financial statements when this interpretation is first adopted.

- AASB 2012-2: *Amendments to Australian Accounting Standards – Disclosures – Offsetting Financial Assets and Financial Liabilities* (application for annual reporting periods commencing on or after 1 January 2014).

This Standard amends the required disclosures in AASB 7 to include information that will enable users of an entity's financial statements to evaluate the effect or potential effect of netting arrangements, including rights of set-off associated with the entity's recognised financial assets and recognised financial liabilities, on the entity's statement of financial position.

When adopted, there will be no impact on the entity as the entity does not have any netting arrangements in place.

- AASB 2012-5: *Amendments to Australian Accounting Standards arising from Annual Improvements 2009-2011* (applicable for annual reporting periods beginning on or after 1 January 2013).

These amendments are a consequence of the annual improvement process, which provides a vehicle for making non-urgent but necessary amendments to Standards.

When these amendments are first adopted, this Standard is not expected to significantly impact the Group's financial statements.

(d) Basis of consolidation

The consolidated financial statements comprise the financial statements of Sabre Resources Ltd and its subsidiaries ('the Group').

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

All intercompany balances and transactions, including unrealised profits arising from intra-group transactions, have been eliminated in full. Unrealised losses are eliminated unless costs cannot be recovered.

Subsidiaries are consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group.

Where there is loss of control of a subsidiary, the consolidated financial statements include the results for the part of the reporting period during which Sabre Resources Ltd has control.

Minority interests in the net assets (excluding goodwill) of consolidated subsidiaries are identified separately for the Group's equity therein. Minority interests consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make additional investments to cover the losses.

(e) Interest in joint venture operation

The Group's interest in any joint venture operation is accounted for by recognising the Group's assets and liabilities from the joint venture, as well as expenses incurred by the Group and the Group's share of income earned from the joint venture, in the consolidated financial statements.

SABRE RESOURCES LTD

NOTES TO THE FINANCIAL STATEMENTS

(f) Foreign currency translation

The functional and presentation currency of Sabre Resources Ltd, Link National Pty Ltd and Starloop Holdings Pty Ltd is Australian Dollars (A\$), and the functional and presentation of Sabre Resources Namibia (Pty) Ltd and Gazania Investments Nine (Pty) Ltd is Namibian Dollars (N\$).

Cash remittances from the parent entity to the Namibian subsidiaries are sent in Australian Dollars. Transactions in foreign currencies are initially recorded in the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the reporting date.

All differences in the consolidated financial report are taken to the Statement of Profit or Loss and Other Comprehensive Income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

As at the reporting date the assets and liabilities of any overseas subsidiaries would be translated into the presentation currency of Sabre Resources Ltd at the rate of exchange ruling at the Statement of Financial Position date and the Statement of Profit or Loss and Other Comprehensive Income are translated at the weighted average exchange rates for the period.

The exchange differences arising on the retranslation are taken directly to a separate component of equity.

On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in the Statement of Profit or Loss and Other Comprehensive Income.

(g) Property, plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and any impairment in value.

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

Plant and equipment - over 3 to 5 years

Impairment

The carrying values of plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amount.

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

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

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Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the Statement of Profit or Loss and Other Comprehensive Income in the period the item is derecognised.

(h) Goodwill

Goodwill on acquisition is initially measured at cost being the excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities.

Following initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is not amortised and is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

As at the acquisition date, any goodwill acquired is allocated to each of the cash-generating units expected to benefit from the combination's synergies.

Impairment is determined by assessing the recoverable amount of the cash-generating unit to which the goodwill relates.

Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation.

Goodwill disposed of in this circumstance is measured on the basis of the relative values of the operation disposed of and the portion of the cash-generating unit retained.

(i) Impairment of non-financial assets

At each reporting date, the Group assesses whether there is any indication that a non-financial asset may be impaired. Where an indicator of impairment exists, the Group makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. It is determined for an individual asset, unless the asset's value in use cannot be estimated to be close to its fair value less costs to sell and it does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

(j) Investments and other financial assets

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

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

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

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

(ii) *Held-to-maturity investments*

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

(iii) *Loans and receivables*

Loans and receivables, including loan notes and loans to key management personnel are non-derivative financial assets with fixed or determinable payment that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest method. Gains and losses are recognised in the Statement of Profit or Loss and Other Comprehensive Income when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

(iv) *Available-for-sale-investments*

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

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

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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 period, the Group 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 an impairment has arisen. Impairment losses are recognised in the Statement of Profit or Loss and Other Comprehensive Income.

(k) Exploration and Evaluation Expenditure

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable through the successful development, or sale, 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.

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

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

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

Costs of site restoration are provided over the life of the facility from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal, and rehabilitation of the site in accordance with clauses of the mining permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on a discounted basis.

Any changes in the estimates for the costs are accounted on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly the costs have been determined on the basis that the restoration will be completed within one year of abandoning the site.

(l) Trade and other receivables

Trade receivables, which generally have 30-90 day terms, are recognised and carried at original invoice amount less an allowance for any uncollectible amounts.

An allowance for doubtful debts is made when there is objective evidence that the Group will not be able to collect the debts. Bad debts are written off when identified.

(m) Cash and cash equivalents

Cash and short-term deposits in the Statement of Financial Position comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

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(n) Provisions

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

Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the Statement of Profit or Loss and Other Comprehensive Income net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

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

(o) Share-based payment transactions

(i) Equity settled transactions:

In the year under review, the Group provided benefits to management personnel and consultants of the Group in the form of share-based payments whereby personnel render services in exchange for shares.

The cost of these equity-settled transactions with management personnel and consultants was measured by reference to the fair value of the equity instruments at the date on which they were granted. The fair value was determined using the Black-Scholes formula.

In valuing equity-settled transactions, no account was taken of any performance conditions, other than conditions linked to the price of the shares of Sabre Resources Ltd (market conditions). The cost of equity-settled transactions was recognised, together with the corresponding increase in equity, on the date of grant of the options.

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

(ii) Cash settled transactions:

The Group does not provide benefits to employees in the form of cash-settled share based payments.

Any cash-settled transactions would be measured initially at fair value at the grant date using the Black-Scholes formula taking into account the terms and conditions upon which the instruments were granted. This fair value is expensed over the period until vesting with recognition of a corresponding liability. The liability is remeasured to fair value at each reporting date up to and including the settlement date with changes in fair value recognised in the Statement of Profit or Loss and Other Comprehensive Income.

(p) Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

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(i) *Sale of goods*

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer and can be measured reliably. Risks and rewards are considered passed to the buyer at the time of delivery of the goods to the customer.

Interest

Revenue is recognised as the interest accrues (using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument) to the net carrying amount of the financial asset.

(ii) *Dividends*

Revenue is recognised when the shareholders' right to receive the payment is established.

(q) Income tax

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

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

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

- except where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and,
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

Income taxes relating to items recognised directly in equity are recognised in equity and not in the Statement of Profit or Loss and Other Comprehensive Income. Income tax benefits are comprised of research and development claims against eligible expenditure.

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NOTES TO THE FINANCIAL STATEMENTS

(r) Other taxes

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

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

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

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

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

(s) Trade and other payables

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

(t) Contributed equity

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

(u) Earnings per share

Basic earnings per share is calculated as net loss attributable to members of the parent, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

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

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

(v) Comparatives

Comparatives are reclassified where necessary to be consistent with the current year's disclosures.

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NOTES TO THE FINANCIAL STATEMENTS

3. Significant Accounting Judgments, Estimates and Assumptions

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

(i) *Significant accounting judgments include:*

(a) Provision for investments in and loans to subsidiaries

Investments in, and loans to, subsidiaries are fully provided for until such time as subsidiaries are in a position to repay loans.

(b) Exploration expenditure

The Group 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. Such capitalised expenditure is carried at the end of the reporting period at \$22,613,937 as per Note 11.

(ii) *Significant accounting estimates and assumptions include:*

(a) Share-based payment transactions

The Group measured the cost of equity-settled transactions with management personnel and consultants in previous years by reference to the fair value of the equity instruments at the date at which they were granted. The fair value was determined using the Black-Scholes model, with the assumptions detailed in note 7. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact expenses and equity.

The Group measured the cost of cash settled share-based payments at fair value at the grant date using the Black-Scholes formula taking into account the terms and conditions under which the instruments were granted

(b) Estimation of useful lives of assets

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

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NOTES TO THE FINANCIAL STATEMENTS

4. Income Tax

	Consolidated	
	2013	2012
	\$	\$
The prima facie tax on profit/(loss) from ordinary activities before income tax is reconciled to the income tax as follows:		
Prima facie tax on profit/(loss) from ordinary activities before income tax at 30%	(291,488)	(320,175)
Add:		
<i>Tax effect of:</i>		
Other non-allowable items	207,037	147,570
Deferred tax asset not brought to account	86,823	169,890
Less:		
<i>Tax effect of:</i>		
Research & Development tax offset	(38,662)	(69,306)
Effect of overseas tax rate	(2,372)	(7,285)
Income tax benefit attributable to entity	(38,662)	(69,306)
Unrecognised Deferred Tax Assets		
Australian		
- Tax losses: operating losses	2,536,616	2,458,030
- Tax losses: capital losses	1,869,800	1,869,800
- Temporary differences	14,115	9,231
Foreign		
- Tax losses	190,593	177,148
	4,611,124	4,514,209
Unrecognised Deferred Tax Liabilities	(18,055)	-

The benefits from Unrecognised Deferred Tax Assets will only be obtained if:-

- The companies derive future assessable income of a nature and of an amount sufficient to enable the benefit from the deduction for the losses to be realised;
- The companies continue to comply with the conditions for deductibility purposes imposed by the Law; and
- No changes in tax legislation adversely affect the companies in realising the benefits from the deductions for the losses.

5. Revenue

	Consolidated	
	2013	2012
	\$	\$
Interest earned	271,560	64,843
Cost recovery	132,976	196,319
	404,536	261,162

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6. Auditor's Remuneration

Amounts received or due and receivable by the Company's auditors for:-

	Consolidated	
	2013	2012
	\$	\$
Remuneration of the auditor of the parent entity, Grant Thornton Audit Pty Ltd		
- auditing or reviewing of the financial report	29,375	22,696
- taxation services provided by related practice of the auditor	6,100	10,500
Remuneration of other auditors of subsidiaries for:		
- auditing or reviewing the financial reports of subsidiaries	19,426	22,122
	54,901	55,318

7. Interests of Key Management Personnel (KMP)

Refer to the Remuneration Report contained in the Directors' Report for Details of the remuneration paid or payable to each member of the Group's key management personnel for the year ended 30 June 2013.

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

Short-term employee benefits	595,250	473,132
Post-employment benefits	49,083	61,375
Share-based payments	157,500	-
	801,833	534,507

KMP Options Holdings

The number of options over ordinary shares held by each KMP during the financial year is as follows:

30 June 2013	Balance 1 July 2012	Granted as Compensation	Other Movements	Options Exercised	Options Expired	Balance 30 June 2013
A Clemen	-	-	-	-	-	-
J Downes	-	-	-	-	-	-
M Scivolo	-	-	-	-	-	-
D Zukerman	-	-	-	-	-	-
N Grafton	-	-	-	-	-	-
T Putt	30,000	1,000,000	10,000	-	-	1,040,000
M Painter	250,000	1,000,000	-	-	250,000	1,000,000
M McCabe	-	250,000	-	-	-	250,000
Total	280,000	2,250,000	10,000	-	250,000	2,290,000

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KMP Options Holdings

The number of options over ordinary shares held by each KMP during the financial year is as follows:

30 June 2012	Balance 1 July 2011	Granted as Compensation	Other Movements	Options Exercised	Options Expired	Balance 30 June 2012
A Clemen	-	-	-	-	-	-
J Downes	-	-	-	-	-	-
M Scivolo	-	-	-	-	-	-
D Zukerman	-	-	-	-	-	-
N Grafton	-	-	-	-	-	-
M Painter	250,000	-	-	-	-	250,000
M McCabe	-	-	-	-	-	-
Total	250,000	-	-	-	-	250,000

KMP Shareholdings

The number of ordinary shares in Sabre Resources Ltd held by each KMP during the financial year is as follows:

30 June 2013	Balance 1 July 2012	Granted as Compensation	Issued on Exercise of Options During the Year	Other Changes During the Year	Balance 30 June 2013
A Clemen	10	-	-	(10)	-
J Downes	-	-	-	-	-
M Scivolo	-	-	-	-	-
D Zukerman	10	-	-	-	10
N Grafton	20,000	-	-	-	20,000
T Putt	35,000	-	-	10,000	45,000
M Painter	24,000	-	-	-	24,000
M McCabe	-	-	-	-	-
Total	79,020	-	-	9,990	89,010

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KMP Shareholdings

The number of ordinary shares in Sabre Resources Ltd held by each KMP during the financial year is as follows:

30 June 2012	Balance 1 July 2011	Granted as Compensation	Issued on Exercise of Options During the Year	Other Changes During the Year	Balance 30 June 2012
A Clemen	10	-	-	-	10
J Downes	-	-	-	-	-
M Scivolo	-	-	-	-	-
D Zukerman	10	-	-	-	10
N Grafton	20,000	-	-	-	20,000
T Putt	-	-	-	35,000	35,000
M Painter	5,000	-	-	19,000	24,000
M McCabe	-	-	-	-	-
Total	25,020	-	-	54,000	79,020

There are no retirement schemes for any Directors or any loans or any other type of compensation.

Directors' fees are paid on a quarterly basis. Consulting fees for professional services are paid as events occur.

8. Cash and Cash Equivalents

	Consolidated	
	2013	2012
	\$	\$
Represented by		
Cash at bank	309,567	387,658
Bank deposits *	5,800,000	32,697
	6,109,567	420,355

* Bank deposits are treated as cash and cash equivalents as the funds can be easily accessed for an insignificant monetary penalty.

9. Trade and Other Receivables

Current

Accrued interest	95,977	-
Short term loans	31,147	-
Other debtors	169,306	58,192
	296,430	58,192

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10. Plant and Equipment

	Consolidated	
	2013	2012
	\$	\$
Plant and Equipment, at cost	383,289	151,243
Less: accumulated depreciation	(169,543)	(55,795)
	<u>213,746</u>	<u>95,448</u>
Opening written down value	95,448	148,590
Additions	182,481	2,653
Disposals	(2,424)	-
Depreciation	(61,759)	(55,795)
Closing written down value	<u>213,746</u>	<u>95,448</u>

11. Exploration and Evaluation Expenditure

Opening balance	20,236,748	2,961,146
Acquisition of Starloop Holdings Pty Ltd	-	5,360,000
Expenditure for the year	2,377,189	1,915,602
	<u>22,613,937</u>	<u>20,236,748</u>

In the prior year (29 June 2012), the Group acquired all the issued share capital of Starloop Holdings Pty Limited (Starloop) for a purchase consideration of 5,360,000, consisting of 46,000,000 converting shares of Sabre Resources Ltd at a share price of 11cents and \$300,000 in cash. The consideration securities were subject to a 12 month escrow period which expired in the current year on 28 June 2013. Other terms of the transaction included the issue of the further shares upon meeting the targets set out below:

1. 25 million shares on achieving inferred JORC resource of 1million tonnes at a grade of 2% Cu, and
2. A further 5 million shares on achieving an inferred JORC resource of 5 million tonnes at a grade of 3% Cu.

The above items are disclosed in the contingent liability at Note 24.

12. Trade and other Payables

	Consolidated	
	2013	2012
	\$	\$
Payables	238,897	491,068
Provision for staff leave	31,550	14,771
Other Loans	-	46,553
	<u>270,447</u>	<u>552,392</u>

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13. Issued Capital

Movement in ordinary share capital of the Company during the last two years.

Date	Details	Number of Shares	Issue Price (cents)	Amount \$
1 July 2011	Balance	110,202,997		34,561,808
November 2011	Shares issued	16,500,000	11.16	1,841,812
June 2012	Shares issued on tenement purchase	46,000,000	11.00	5,060,000
30 June 2012	Balance	172,702,997		41,463,620
August 2012	Exercise of options	23,000,000	10.00	2,300,000
August 2012	Transfer on options exercised	-	-	652,716
August 2012	Shares issued	30,769,231	26.00	8,000,000
August 2012	Share issue costs	-	-	(480,291)
30 June 2013	Balance	226,472,228		51,936,045

The Company's capital consists of Ordinary Shares. The Company does not have a limited amount of authorised share capital. The Shares have no par value and are entitled to participate in dividends and the proceeds on any winding up of the Company in proportion to the number of Shares held.

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

Capital Management

Management controls the capital of the group in order to maintain a good debt to equity ratio and to ensure that the group can fund its operations and continue as a going concern.

The group's debt and capital includes ordinary share capital, supported by financial assets.

There are no externally imposed capital requirements.

Management effectively manages the group's capital by assessing the group's financial risks and adjusting its capital structure in response to changes in these risks and in the market.

There have been no changes in the strategy adopted by management to control the capital of the group since the prior year.

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NOTES TO THE FINANCIAL STATEMENTS

14. Share Option Reserve

Date	Details	Number of Options	Amount \$
1 July 2011	Balance	31,350,000	652,716
November 2011	Options expired	8,350,000	-
30 June 2012	Balance	23,000,000	652,716
August 2012	Options exercised	(23,000,000)	(652,716)
March 2013	Options granted	3,750,000	262,500
30 June 2013	Balance	3,750,000	262,500

The weighted average remaining contractual life of options outstanding at year end was 0.50 years. The weighted average exercise price of outstanding shares at the end of the reporting period was 10.00 cents.

Summary of Options Granted

The following table sets out the number (N^o.) and weighted average exercise price (WAEP) of, and movements in, share options granted during the year:

	2013 N ^o .	2013 WAEP (cents)	2012 N ^o .	2012 WAEP (cents)
Outstanding at beginning of year	23,000,000	10.00	31,350,000	14.00
Granted during the year	3,750,000	20.00	-	-
Exercised during the year	(23,000,000)	10.00	-	-
Expired during the year	-	-	(8,350,000)	25.00
Forfeited during the year	-	-	-	-
Outstanding at the end of the year	3,750,000	20.00	23,000,000	10.00

The outstanding balance as at 30 June 2013 comprised of 3,750,000 options over ordinary shares, exercisable at 20 cents each, at any time up to 5 March 2015. See below table for details.

The weighted average remaining contractual life for the share options outstanding as at 30 June 2013 was 1.68 years (2012: 0.50 years).

The exercise price for options outstanding at the end of the year was 20 cents (2012: 10 cents).

Number of Options	3,750,000
Fair value at grant date	\$0.07
Share price	\$0.13
Exercise price	\$0.20
Volatility factor	123%
Expiry date of the options	5 March 2013
Risk free interest rate	3.00%
Expense recognised	\$262,500

SABRE RESOURCES LTD

NOTES TO THE FINANCIAL STATEMENTS

15. Accumulated Losses

	Consolidated	
	2013 \$	2012 \$
Accumulated losses at the beginning of the year	(20,930,464)	(19,932,519)
(Loss) for year	(932,964)	(997,945)
Accumulated losses at the end of the financial year	<u>(21,863,428)</u>	<u>(20,930,464)</u>

16. Cash flow Information

Reconciliation to Statement of Cash Flows

		Consolidated	
	Note	2013 \$	2012 \$
Operating (loss) after income tax:		(932,964)	(997,945)
Non-cash flows in loss:			
Depreciation	10	61,759	55,795
Revaluation of shares		-	34,667
Loss on sale of fixed assets		-	32,756
Share based payments	14	262,500	
Changes in assets and liabilities:			
(Increase)/decrease in receivables		(191,685)	11,108
Increase/(decrease) in trade and other payables		<u>(281,945)</u>	<u>368,586</u>
Net cash flows (used in) operating activities		<u>(1,082,335)</u>	<u>(495,033)</u>

17. Earnings per share

	2013 Number	2012 Number
Weighted average number of shares on issue during the financial year used in the calculation of basic earnings per share	<u>217,696,464</u>	<u>120,813,653</u>
Options to purchase ordinary shares not exercised at 30 June 2013 have not been included in the determination of basic earnings per share. Diluted loss per share has not been disclosed, as it does not show a position which is inferior to basic earnings per share.		
Loss per share – cents	<u>(0.4)</u>	<u>(0.8)</u>

SABRE RESOURCES LTD

NOTES TO THE FINANCIAL STATEMENTS

18. Financial Instruments

(a) Interest Rate Risk

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

	Floating Interest Rate		Non-Interest Bearing		TOTAL	
	2013	2012	2013	2012	2013	2012
	0.00% - 4.90%	0.00% - 5.93%				
	\$	\$	\$	\$	\$	\$
Financial Assets:						
Cash and cash equivalents	6,109,567	420,355	-	-	6,109,567	420,355
Loans and Receivables	-	-	296,430	58,192	296,430	58,192
Held-for-trading investments	-	-	13,333	13,333	13,333	13,333
Total Financial Assets	6,109,567	420,355	309,763	71,525	6,419,330	491,880
Financial Liabilities (at amortised cost):						
Trade and other payables	-	-	(270,447)	(552,392)	(270,447)	(515,097)
Net Financial Assets	6,109,567	420,355	39,316	(480,867)	6,148,883	(23,218)

Reconciliation of Financial Assets to Net Assets

	Consolidated	
	2013	2012
	\$	\$
Net Financial Assets	6,148,883	(23,218)
Exploration and Evaluation expenditure	22,613,937	20,236,748
Fixed assets	213,746	95,448
	28,976,566	20,308,978

(b) Credit Risk

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets is the carrying amount of those assets, net of any provision for doubtful debts, as disclosed in the Statement of Financial Position and notes to the financial report.

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

(c) Net Fair Values

The carrying amount of financial assets and financial liabilities recorded in the financial statements represent their respective net fair values determined in accordance with the accounting policies disclosed in Note 2 to the financial statements.

SABRE RESOURCES LTD

NOTES TO THE FINANCIAL STATEMENTS

(d) Financial Risk Management

The Group's financial instruments consist mainly of deposits with recognised banks, investments in bank bills up to 90 days, accounts receivable and accounts payable, and loans to subsidiaries. Liquidity is managed, when sufficient funds are available, by holding sufficient funds in a current account to service current obligations and surplus funds invested in bank bills. The Directors analyse interest rate exposure and evaluate treasury management strategies in the context of the most recent economic conditions and forecasts. The main risks the Group is exposed to, through its financial instruments, are the depository banking institution itself, holding the funds, and interest rates. The Group's active exposure to foreign currency is confined to services procured through the Namibian subsidiary. The Group's credit risk is minimal as being an exploration company, no goods are sold, or services provided, for which consideration is claimed.

(e) Sensitivity Analysis

Interest Rate Risk, Foreign Currency Risk and Price Risk

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

Interest Rate Sensitivity Analysis

At 30 June 2013, the effect on profit and equity as a result of changes in the interest rate, with all other variables remaining constant would be as follows:

	Consolidated	
	2013	2012
	\$000	\$000
Change in profit:		
- Increase in interest rate by 2%	122	4
- Decrease in interest rate by 2%	(122)	(4)
Change in Equity		
- Increase in interest rate by 2%	122	4
- Decrease in interest rate by 2%	(122)	(4)

(f) Liquidity Risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group manages the risk through the following mechanisms:

- preparing forward looking cash flow analysis in relation to its operational, investing and financing activities;
- maintaining a reputable credit profile;
- managing credit risk related to financial assets;
- only investing surplus cash with major financial institutions; and comparing the maturity profile of financial liabilities with the realisation profile of financial assets.

The tables below reflect an undiscounted contractual maturity analysis for financial liabilities.

SABRE RESOURCES LTD

NOTES TO THE FINANCIAL STATEMENTS

Cash flows realised from financial assets reflect management's expectation as to the timing of realisation. Actual timing may therefore differ from that disclosed. The timing of cash flows presented in the table to settle financial liabilities reflects the earliest contractual settlement dates and does not reflect management's expectations that banking facilities will be rolled forward.

Consolidated Group	Within 1 Year		1 to 5 Years		Over 5 Years		Total	
	2013	2012	2013	2012	2013	2012	2013	2012
<i>Financial Liabilities - Due for Payment</i>								
Trade and Other Payables	270,447	552,392	-	-	-	-	270,477	552,392
Total expected outflows	270,477	552,392	-	-	-	-	270,477	552,392
<i>Financial Assets - Cash Flows Realisable</i>								
Cash and Cash Equivalents	309,567	387,658	-	-	-	-	309,567	387,658
Bank Deposit over 3 months	5,800,000	32,697	-	-	-	-	5,800,000	32,697
Receivables	296,430	58,192	-	-	-	-	296,430	58,192
Held-for-trading investments	-	-	13,333	13,333	-	-	13,333	13,333
Total anticipated Inflows	6,405,997	478,547	13,333	13,333	-	-	6,419,330	491,880
Net (outflow)/inflow on financial instruments	6,135,520	(73,845)	13,333	13,333	-	-	6,148,853	(60,512)

(g) Price risk

Price risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices largely due to demand and supply factors for commodities.

The Group is also exposed to securities price risk on investments held for trading or for medium to longer terms. Such risk is managed through diversification of investments across industries and geographical locations.

Financial Instruments Measured at Fair Value:

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. The fair value hierarchy consists of the following levels:

- quoted prices in active markets for identical assets or liabilities (Level 1);
- inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (Level 2); and
- inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

	Level 1	Level 2	Level 3	Total
	\$000	\$000	\$000	\$000
Consolidated Group				
2013				
Financial assets				
Financial assets at fair value through profit or loss:				
- investments – held-for-trading	13	-	-	13
	13	-	-	13

SABRE RESOURCES LTD

NOTES TO THE FINANCIAL STATEMENTS

	Level 1	Level 2	Level 3	Total
Consolidated Group	\$000	\$000	\$000	\$000

2012

Financial assets

Financial assets at fair value through profit or loss:

- investments – held-for-trading	13	-	-	13
	13	-	-	13

Included within Level 1 of the hierarchy are listed investments. The fair values of these financial assets have been based on the closing quoted bid prices at the end of the reporting period, excluding transaction costs.

19. Investment in controlled entities

Name of Entity	Country of Incorporation	Class of Shares	Equity Holding %		Book Value of Investment		Contribution to Consolidated Result	
			2013 %	2012 %	2013 \$	2012 \$	2013 \$	2012 \$
Link National Pty Ltd	Australia	Ordinary	100	100	8,000,000	8,000,000	-	-
Sabre Resources Namibia (Pty) Ltd	Namibia	Ordinary	70	70	-	-	(48,546)	(182,119)
Starloop Holdings Pty Ltd	Australia	Ordinary	100	-	5,360,000	-	-	-
Gazania Investments Nine (Pty) Ltd	Namibia	Ordinary	80	-	6,500,000	-	-	-

20. Related Parties

The Group's related parties include its subsidiaries, key management and others as described below. Unless otherwise stated, none of the transactions incorporate special terms and conditions and no guarantees were received or given.

Related Party	Relationship	Nature Of Transaction	Year ended 30 June 2013		Year ended 30 June 2012	
			Transaction	Balance	Transaction	Balance
Sabre Resources Namibia (Pty) Ltd	Subsidiary	Expenses paid	1,339,000	8,055,594	2,152,156	6,716,594
Gazania Investments Nine (Pty) Ltd	Subsidiary	Expenses paid	1,337,000	1,337,000	-	-
Metals Australia Ltd	Common directorship	Other Income	27,847	543	66,712	11,025
Golden Deeps Limited	Common directorship	Other Income	58,284	4,427	47,207	3,767
Golden Deeps Limited	Common directorship	Staff Salaries	(19,068)	(19,068)	(8,385)	(8,385)
Kaloorlie Mine Management Pty Ltd	Management Contract	Administration Costs	(417,040)	(50,192)	(381,423)	(89,070)

All transactions with Directors are disclosed in Note 7.

SABRE RESOURCES LTD

NOTES TO THE FINANCIAL STATEMENTS

21. Operating Segments

The Group has identified its operating segments based on the internal management reporting that is used by the executive management team (the chief operating decision maker) in assessing performance and allocating resources. The Group's operating segments have been identified based on how the financial and operating results of the Group are monitored and presented internally to the executive management team. The reportable segments are based on aggregated operating segments determined by the similarity of the products sold, as these are the sources of the Group's major risks and have the most effect on the performance of the Group.

The executive management team have aggregated the performance of all segments as they maintain similar economic characteristics of which includes the development and exploration of the Group's minerals interests in Namibia.

22. Commitments

(i) Mining Tenements

The Company's main focus is the highly prospective Ongava Project in Namibia. There are no formal exploration commitments specified by the Namibian Ministry of Mining and Energy.

(ii) Management Agreement

The Company has an agreement with a management service company for the provision of services at \$255,000 per annum plus CPI. Charges are at commercial terms in accordance with the agreement renewed on 30 October 2012 for one year.

23. Parent Entity Information

The following details information related to the parent entity, Sabre Resources Ltd, at 30 June 2013. The information presented here has been prepared using consistent accounting policies as shown in Note 2.

	Parent Entity	
	2013	2012
	\$	\$
ASSETS		
Current assets	5,916,031	438,292
Non-current assets	15,884,927	15,092,194
TOTAL ASSETS	21,800,958	15,530,486
LIABILITIES		
Current liabilities	(161,405)	(491,799)
Non-current liabilities	-	-
TOTAL LIABILITIES	(161,405)	(491,799)
EQUITY		
Issued capital	51,936,045	41,463,620
Accumulated losses	(30,558,992)	(27,077,649)
TOTAL EQUITY	21,377,053	14,385,971
RESERVES		
Share option reserve	262,500	652,716
TOTAL RESERVES	262,500	652,716
FINANCIAL PERFORMANCE		
(Loss) for the year	(3,481,343)	(2,967,620)
TOTAL COMPREHENSIVE (LOSS)	(3,481,343)	(2,967,620)

SABRE RESOURCES LTD

NOTES TO THE FINANCIAL STATEMENTS

No guarantees have been entered into by the parent entity on behalf of its subsidiary.

No contractual commitments by the parent company exist other than that referred to in Note 22.

24. Contingent Liabilities

In addition to the shares issued to the vendor of the new Namibian tenement, a further 25,000,000 shares will be issued on achieving an inferred JORC resource of 1 million tonnes at a grade of 2% copper; (or the metal equivalent being 20,000 tonnes copper metal) from the Project and 5,000,000 shares on achieving an inferred JORC resource of 5 million tonnes at a grade of 3% copper; (or the metal equivalent being 30,000 tonnes copper metal)

No other contingent liability exists for termination benefits under service agreements with directors or persons who take part in the management of the company.

25. Subsequent Events

No other matters or circumstances have arisen since the end of the financial year which significantly affect, or may significantly affect, the operations of the economic entity, the results of these operations, or the state of affairs of the economic entity in the subsequent financial years.

SABRE RESOURCES LTD

DIRECTORS' DECLARATION

1. In the opinion of the Directors of Sabre Resources Limited (the "Company"):

- (a) the financial statements and notes set out on pages 23 to 50, and the Remuneration disclosures that are contained in pages 19 to 20 of the Remuneration Report in the Directors' Report, are in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the Group's financial position as at 30 June 2013 and of its performance, for the financial year ended on that date; and
 - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
 - (iii) complying with International Financial Reporting Standards as disclosed in Note 2.
- (b) the remuneration disclosures that are contained in pages 19 to 20 of the Remuneration Report in the Directors' Report comply with Australian Accounting Standard AASB 124 Related Party Disclosures; and
- (c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

2. The Directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the Chief Executive Officer and Chief Financial Officer for the financial year ended 30 June 2013.

Signed in accordance with a resolution of the Directors:



D N Zukerman
DIRECTOR

Dated this twenty sixth day of September 2013
Perth, Western Australia

**Independent Auditor's Report
To the Members of Sabre Resources Ltd**

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Report on the financial report

We have audited the accompanying financial report of Sabre Resources Ltd (the "Company"), which comprises the consolidated statement of financial position as at 30 June 2013, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the consolidated entity comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the financial report

The Directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001. The Directors' responsibility also includes such internal control as the Directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. The Directors also state, in the notes to the financial report, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, 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. Those standards require us to 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.

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Liability limited by a scheme approved under Professional Standards Legislation. Liability is limited in those States where a current scheme applies.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial report that gives a true and fair view 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 Company'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.

Independence

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

Auditor's opinion

In our opinion:

- a the financial report of Sabre Resources Ltd is in accordance with the Corporations Act 2001, including:
 - i giving a true and fair view of the consolidated entity's financial position as at 30 June 2013 and of its performance for the year ended on that date; and
 - ii complying with Australian Accounting Standards and the Corporations Regulations 2001; and
- b the financial report also complies with International Financial Reporting Standards as disclosed in the notes to the financial statements.

Report on the remuneration report

We have audited the remuneration report included in pages 19 to 20 of the Directors' Report for the year ended 30 June 2013. The Directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's opinion on the remuneration report

In our opinion, the remuneration report of Sabre Resources Ltd for the year ended 30 June 2013, complies with section 300A of the Corporations Act 2001.



GRANT THORNTON AUDIT PTY LTD
Chartered Accountants



J W Vibert
Partner - Audit & Assurance

Perth, 26 September 2013

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**Auditor's Independence Declaration
To the Directors of Sabre Resources Ltd**

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Sabre Resources Ltd for the year ended 30 June 2013, I declare that, to the best of my knowledge and belief, there have been:

- a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b no contraventions of any applicable code of professional conduct in relation to the audit.



GRANT THORNTON AUDIT PTY LTD
Chartered Accountants



J W Vibert
Partner - Audit & Assurance

Perth, 26 September 2013

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SABRE RESOURCES LTD

CORPORATE GOVERNANCE

INTRODUCTION

Sabre Resources Ltd ACN 003 043 570 ("the Company") has adopted systems of control and accountability as the basis for the administration of corporate governance. Some of these policies and procedures are summarised below.

Additional information about the Company's corporate governance practices is set out on the Company's website at www.sabresources.com:

Principle 1 – Lay solid foundations for management and oversight

Responsibilities of the Board

The Board is responsible for the following matters:

- o ensuring the Company's conduct and activities are ethical and carried out for the benefit of all its stakeholders;
- o development of corporate strategy, implementation of business plans and performance objectives;
- o reviewing, ratifying and monitoring systems of risk management, codes of conduct, internal control system and legal and regulatory compliance;
- o the appointment of the Company's Corporate Manager, Chief Executive Officer (or equivalent), Chief Financial Officer, Company Secretary and other senior executives;
- o monitoring senior executives' performance and implementation of strategy;
- o determining appropriate remuneration policies;
- o allocating resources and ensuring appropriate resources are available to management;
- o approving and monitoring the annual budget, progress of major capital expenditure, capital management, and acquisitions and divestitures; and
- o approving and monitoring financial and other reporting.

Diversity

The Company recognises and respects the value of diversity at all levels of the organisation.

Due to the size and scale of the Company's activities, most managerial and geological services are provided by the Corporate Manager and the Company has only two direct employees, one of whom is a woman.

When the level of activity permits, the Directors will ensure that women are fairly considered and the Company's aim will be to promote a culture which embraces diversity through ongoing education, succession planning, director and employee selection and recognising that skills are not gender specific.

As at the date of this report, the Company has no women appointed to the Board, to senior management, and one to the organisation as a whole.

Chairman

The Chairman is responsible for leadership of the Board and for the efficient organisation and conduct of the Board's business. The Chairman should facilitate the effective contribution of all directors and promote constructive and respectful relations between directors and between the Board and management of the Company. The Chairman is responsible for briefing directors on issues arising at Board meetings and is ultimately responsible for communications with shareholders and arranging Board performance evaluation.

Corporate Manager

The Corporate Manager is responsible for running the affairs of the Company under authority delegated from the Board. In carrying out its responsibilities the Corporate Manager must report to the Board in a timely manner and ensure all reports to the Board present a true and fair view of the Company's financial condition and operational results.

Company Secretary

The Company Secretary is responsible for monitoring the extent that Board policy and procedures are followed, and coordinating the timely completion and despatch of Board agendas and briefing material. All directors are to have access to the Company Secretary.

Performance Evaluation

The Chairman and/or the Corporate Manager are responsible for reviewing the performance of each executive at least once every calendar year with reference to the terms of their employment contract.

Principle 2 - Structure the Board to add value

Composition of the Board

The Company will ensure that the Board will be of a size and composition that is conducive to making appropriate decisions and be large enough to incorporate a variety of perspectives and skills, and to represent the best interests of the Company as a whole rather than of individual shareholders or interest groups. It will not, however, be so large that effective decision-making is hindered.

Independent Directors

The Company will regularly review whether each non-executive director is independent and each non-executive director should provide to the Board all information that may be relevant to this assessment. If a director's independence status changes this should be disclosed and explained to the market in a timely fashion.

The Company will endeavour to ensure that it has a majority of independent directors at all times, subject to the right of shareholders in general meeting to elect and remove directors.

Chairman

The Chairman should be a non-executive director who is independent. The Chairman should not be the Chief Executive Officer of the Company. The Chairman's other positions should not be such that they are likely to hinder the effective performance of his role of Chairman of the Company.

Independent decision- making

All directors - whether independent or not - should bring an independent judgment to bear on Board decisions. Non-executive directors are encouraged to confer regularly without management present. Their discussions are to be facilitated by the Chairman, if he is independent, or, if he is not independent, the deputy Chairman. Non-executive directors should inform the Chairman before accepting any new appointments as directors.

Independent advice

To facilitate independent decision making, the Board and any committees it convenes from time to time may seek advice from independent experts whenever it is considered appropriate. With the consent of the Chairman, individual directors may seek independent professional advice, at the expense of the Company, on any matter connected with the discharge of their responsibilities.

Procedure for selection of new directors

The Company believes it is not of a size to justify having a Nomination Committee. If any vacancies arise on the Board, all directors will be involved in the search and recruitment of a replacement. The Board believes corporate performance is enhanced when it has an appropriate mix of skills and experienced.

In support of their candidature for directorship or re-election, non-executive directors should provide the Board with details of other commitments and an indication of time available for the Company. Prior to appointment or being submitted for re-election non-executive directors should specifically acknowledge to the Company that they will have sufficient time to meet what is expected of them. Re-appointment of directors is not automatic.

Induction and education

The Board will implement an induction programme to enable new directors to gain an understanding of:

- o the Company's financial, strategic, operational and risk management position;
- o the rights, duties and responsibilities of the directors;
- o the roles and responsibilities of senior executives; and
- o the role of any Board committees in operation.

Directors will have reasonable access to continuing education to update and enhance their skills and knowledge, including education concerning key developments in the Company and in the industries in which the Company's business is involved.

Access to information

The Board has the right to obtain all information from within the Company which it needs to effectively discharge its responsibilities.

Senior executives are required on request from the Board to supply the Board with information in a form and timeframe, and of a quality that enables the Board to discharge its duties effectively. Directors are entitled to request additional information where they consider such information necessary to make informed decisions.

Principle 3: Promote ethical and responsible decision-making

Code of conduct

The Board has adopted the Code of Conduct set out at Appendix A to promote ethical and responsible decision making by directors, management and employees. The Code embraces the values of honesty, integrity, enterprise, excellence, accountability, justice, independence and equality of stakeholder opportunity.

The Board is responsible for ensuring that training on the Code of Conduct is provided to staff and officers of the Company.

The Board is responsible for making advisers, consultants and contractors aware of the Company's expectations set out in the Code of Conduct.

Policy for trading in Company securities

The Board has adopted a policy on trading in the Company's securities by directors, senior executives and employees set out in Appendix B.

The Board is responsible for ensuring that the policy is brought to the attention of all affected persons and for monitoring compliance with the policy.

Principle 4: Safeguard integrity in financial reporting

Audit and Risk Management

The Company believes it is not of a size to justify having a separate Audit and Risk Management Committee. Ultimate responsibility for the integrity of the Company's financial reporting rests with the full Board. Given the small size of the Board, the directors believe an Audit Committee structure to be inefficient. All directors share responsibility for ensuring the integrity of the Company's financial reporting and appropriate Board processes must be implemented to perform the following audit and risk management functions:

- external audit function:
 - o review the overall conduct of the external audit process including the independence of all parties to the process;
 - o review the performance of the external auditors;

- o consider the reappointment and proposed fees of the external auditor; and
 - o where appropriate seek tenders for the audit and where a change of external auditor is recommended arrange submission to shareholders for shareholder approval;
- reviewing the quality and accuracy of published financial reports;
- reviewing the accounting function and ongoing application of appropriate accounting and business policies and procedures;
- reviewing and imposing variations to the risk management and internal control policies designed and implemented by Company management; and
- any other matters relevant to audit and risk management processes.

Principle 5: Make timely and balanced disclosure

Disclosure Policy

The Board has adopted a Disclosure Policy for ensuring timely and accurate disclosure of price-sensitive information to shareholders through the ASX set out in Appendix C.

The Disclosure Policy ensures that:

- all investors have equal and timely access to material information concerning the Company including its financial position, performance, ownership and governance; and
- Company announcements are subjected to a vetting and authorisation process designed to ensure they:
 - o are released in a timely manner;
 - o are factual;
 - o do not omit material information; and
 - o are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

Principle 6: Respect the rights of shareholders

Communication with Shareholders

The Board is committed to open and accessible communication with holders of the Company's shares and other securities. Disclosure of information and other communication will be made as appropriate by telephone, mail or email.

The Company's website will also be used to provide additional relevant information to security holders. The Board considers the following to be appropriate features for the Company's website:

- o placing the full text of notices of meeting and explanatory material on the website;
- o providing information about the last three years' press releases or

- announcements plus at least three years of financial data on the website; and
- o providing information updates to security holders on request by email.

General Meetings

The Company is committed to improving shareholder participation in general meetings. In order to achieve that objective, the Company has adopted guidelines of the ASX Corporate Governance Council for improving shareholder participation through the design and content of notices and through the conduct of the meeting itself.

Principle 7: Recognise and manage risk

Creation and implementation of Company risk management policies

It is the responsibility of the Corporate Manager to create, maintain and implement risk management and internal control policies for the Company, subject to review by the Board.

The Corporate Manager must report to the Board on an annual basis regarding the design, implementation and progress of the risk management policies and internal control systems.

Audit and Risk Management

As referenced with respect to Principle 4, the Board has not established an Audit and Risk Management Committee for the reasons given above.

Review by the Board

The Board will review the effectiveness of implementation of the risk management system and internal control system at least annually.

When reviewing risk management policies and internal control system the Board should take into account the Company's legal obligations and should also consider the reasonable expectations of the Company's stakeholders, including security holders, employees, customers, suppliers, creditors, consumers and the community.

Corporate Manager

The Corporate Manager is required annually to state in writing to the Board that the Company has a sound system of risk management, that internal compliance and control systems are in place to ensure the implementation of Board policies, and that those systems are operating efficiently and effectively in all material respects.

Verification of financial reports

The Corporate Manager and Chief Financial Officer are required by the Company to state the following in writing prior to the Board making a solvency declaration pursuant to section 295(4) of the Corporations Act:

- o that the Company's financial reports contain a true and fair view, in all material respects, of the financial condition and operating performance of the Company and comply with relevant accounting standards; and
- o that the declaration provided in accordance with section 295A of the

Corporations Act is founded on a sound system of risk management and that the system is operating effectively in all material respects in relation to financial reporting risks.

Principle 8: Remunerate fairly and responsibly

Director and senior executive remuneration policies

The Company's remuneration policy is structured for the purpose of:

- o motivating senior executives to pursue the long-term growth and success of the Company; and
- o demonstrating a clear relationship between senior executives' performance and remuneration.

The Board's responsibility is to set the level and structure of remuneration for officers (including but not limited to directors and secretaries) and executives, for the purpose of balancing the Company's competing interests of:

- o attracting and retaining senior executives and directors; and
- o not paying excessive remuneration.

Executive directors' remuneration should be structured to reflect short and long-term performance objectives appropriate to the Company's circumstances and goals.

Executive directors' and senior executives' remuneration packages should involve a balance between fixed and incentive-based pay, reflecting short and long-term performance objectives appropriate to the Company's circumstances and goals.

Non-executive directors' remuneration should be formulated with regard to the following guidelines:

- o non-executive directors should normally be remunerated by way of fees, in the form of cash, non-cash benefits, superannuation contributions or equity, usually without participating in schemes designed for the remuneration of executives; and
- o non-executive directors should not be provided with retirement benefits other than superannuation.

No director may be involved in setting their own remuneration or terms and conditions and in such a case relevant directors are required to be absent from the full Board discussion.

Remuneration Committee

The Company believes it is not of a size to justify having a Remuneration Committee and that it has Board processes in place which raise the issues which would otherwise be considered by a committee.

Appendix A – Code of Conduct

Introduction

This Code of Conduct sets out the standards with which the Board, management and employees of the Company are encouraged to comply when dealing with each other, the Company's shareholders and the broader community.

Responsibility to shareholders

The Company aims:

- o to increase shareholder value within an appropriate framework which safeguards the rights and interests of shareholders; and
- o to comply, with openness and integrity, the systems of control and accountability which the Company has in place as part of its corporate governance.

Responsibility to clients, employees, suppliers, creditors, customers and consumers

The Company will comply with all legislative and common law requirements which affect its business.

Employment practices

The Company will employ the best available staff with the skills required to carry out the role for which they are employed. The Company will ensure a safe workplace and maintain proper occupational health and safety practices.

Responsibility to the community

The Company recognises, considers and respects environmental, native title and cultural heritage issues which may arise in relation to the Company's activities and will comply with all applicable legal requirements.

Responsibility to the individual

The Company recognises and respects the rights of individuals and will comply with applicable laws regarding privacy and confidential information.

Obligations relative to fair trading and dealing

The Company will deal with others in a way that is fair and will not engage in deceptive practices.

Business courtesies, bribes, facilitation payments, inducements and commissions

Corrupt practices are unacceptable to the Company. It is prohibited for the Company or its directors, managers or employees to directly or indirectly offer, pay, solicit or accept bribes or any other corrupt arrangements.

Conflicts of interest

The Board, management and employees must report any situations where there is a real or apparent conflict of interest between them as individuals and the interests of the Company. Where a real or apparent conflict of interest arises, the matter must be brought to the attention of the Chairman in the case of a Board member, the Corporate Manager in the

case of a member of management and a supervisor in the case of an employee, so that it may be considered and dealt with in an appropriate manner.

Compliance with the Code of Conduct

Any breach of compliance with this Code of Conduct is to be reported directly to the Chairman.

Periodic review of Code

The Company will monitor compliance with this Code of Conduct periodically by liaising with the Board, management and staff. Suggestions for improvements or amendments to this Code of Conduct can be made at any time to the Chairman.

Appendix B – Policy for trading in Company securities

Introduction

The Company recognises and enforces legal and ethical restrictions on trading in its securities by relevant persons within and external to the Company. The terms of this securities dealing policy apply to the Company's directors, Corporate Manager, senior executives, employees and consultants (Relevant Persons).

Communication

This policy will be communicated to all Relevant Persons and will be placed on the Company website.

Trading restrictions

Trading by Relevant Persons in the Company's securities is subject to the following limitations:

- o No trading in Company securities shall take place during the two weeks preceding release of each quarterly report, half-yearly financial report, and annual financial report of the Company.
- o No trading in the Company's securities shall take place, directly or indirectly, where it is known, or ought reasonably to have been known by the person intending to trade, that information exists which has not been released to the ASX and where that information is of a type that could reasonably be expected to encourage buying or selling were that information known by others.
- o No trading shall take place in Company securities unless prior notice is given to the Chairman [and approval is obtained from the Chairman].

Hardship

During a period specified in the previous paragraph, Relevant Persons may, after obtaining the Chairman's consent, trade the Company's securities to the extent reasonably necessary to avoid or ameliorate documented hardship and suffering or as required by other extenuating circumstances.

Directors' trading and disclosures

Within twenty four hours of a director being appointed to the Board, resigning or being removed from the Board, or trading in the Company's securities, full details of the director's notifiable interests in the Company's securities and changes in such interest must be advised to the Company Secretary so that a record is kept within the Company and so that necessary ASX notifications will occur.

All directors must notify the Company Secretary of any margin loan or similar funding arrangement entered into in relation to the Company's securities and any variations to such arrangements, including the number of securities involved, the circumstances in which the lender can make margin calls, and the right of the lender to dispose of securities.

Appendix C - Disclosure Policy

Disclosure requirements

The Company recognises its obligations pursuant to the continuous disclosure rules of the ASX Listing Rules and the Corporations Act to keep the market fully informed of information which may have a material effect on the price or value of the Company's securities.

Subject to certain exceptions (in ASX Listing Rule 3.1A), the Company is required to immediately release to the market information that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

Responsibilities of directors officers and employees

The Board as a whole is primarily responsible for ensuring that the Company complies with its disclosure obligations and for deciding what information will be disclosed. Subject to delegation, the Board is also responsible for authorising all ASX announcements and responses of the Company to ASX queries.

Every director, officer and employee of the Company is to be informed of the requirements of this policy and must advise the Corporate Manager, Chairman or Company Secretary as soon as possible (and prior to disclosure to anyone else) of matters which they believe may be required to be disclosed.

Authorised Disclosure Officer

The Board has delegated its primary responsibilities to communicate with ASX to the following Authorised Disclosure Officer:

- o the Company Secretary or
- o in the absence of the Company Secretary, the Corporate Manager is authorised to act in that capacity by the Board.

Responsibilities of Authorised Disclosure Officer

Subject to Board intervention on a particular matter, the Authorised Disclosure Officer is responsible for the following:

- o monitoring information required to be disclosed to ASX and coordinating the Company's compliance with its disclosure obligations;
- o ASX communication on behalf of the Company, authorising Company announcements and lodging documents with ASX;
- o requesting a trading halt in order to prevent or correct a false market;
- o providing education on these disclosure policies to the Company's directors, officers and employees; and
- o ensuring there are vetting and authorisation processes designed to ensure that Company announcements:
 - o are made in a timely manner;
 - o are factual;
 - o do not omit material information; and
 - o are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

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An Authorised Disclosure Officer, who is responsible for providing contact details and other information to ASX to ensure such availability, must be available to communicate with the ASX at all reasonable times.

Measures to avoid a false market

In the event that ASX requests information from the Company in order to correct or prevent a false market in the Company's securities, the Company will comply with that request. The extent of information to be provided by the Company will depend on the circumstances of the ASX request.

If the Company is unable to give sufficient information to the ASX to correct or prevent a false market, the Company will request a trading halt.

If the full Board is available to consider the decision of whether to call a trading halt, only they may authorise it, but otherwise, the Authorised Disclosure Officer may do so.

ASX announcements

Company announcements of price sensitive information are subjected to the following vetting and authorisation process to ensure their clarity, timely release, factual accuracy and inclusion of all material information:

- o The Authorised Disclosure Officer must prepare ASX announcements when required to fulfil the Company's disclosure obligations.
- o Proposed announcements must be approved by the Corporate Manager or in his absence, urgent announcements may be approved by any other person expressly authorised by the Board.
- o Announcements must first be released to the ASX Announcements Platform before being disclosed to any other private or public party (such as the media). After release of the announcement, it must be displayed on the Company's website, following which the Company can then release such information to media and other information outlets.
- o Wherever practical, all announcements must be provided to the directors, Corporate Manager and Company Secretary prior to release to the market for approval and comment.

Confidentiality and unauthorised disclosure

The Company must safeguard the confidentiality of information which a reasonable person would expect to have a material effect on the price or value of the Company's securities. If such information is inadvertently disclosed, the Authorised Disclosure Officer must be informed of the same and must refer it to the Chairman and Corporate Manager as soon as possible.

External communications and media relations

The Chairman, Corporate Manager and Company Secretary are authorised to communicate on behalf of the Company with the media, government and regulatory authorities, stock brokers, analysts and other interested parties or the public at large. No other person may do so unless specifically authorised by the Chairman or the Corporate Manager.

All requests for information from the Company must be referred to the Authorised Disclosure Officer for provision to the Chairman and the Corporate Manager.

Breach of Disclosure Policy

Serious breaches of the Company's Disclosure Policy may be treated with disciplinary action, including dismissal, at the discretion of the Board. Where the breach is alleged against a member of the Board, that director will be excluded from the Board's consideration of the breach.

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SHAREHOLDER INFORMATION

1 Distribution of Shareholders

(a) As at 20 September 2013 the distribution of members and their shareholdings were:-

Range of Holding	Holders	Shares Held	Percent
1 - 1,000	264	95,747	0.04
1,001 - 5,000	335	967,341	0.43
5,001 - 10,000	181	1,488,710	0.66
10,001 - 100,000	551	22,612,385	9.98
100,001 and over	193	201,308,045	88.89
	1,524	228,472,228	100.00

(b) There exist 609 shareholders with unmarketable parcels of shares.

2 Substantial Shareholders

The names of the substantial shareholders who have notified the Company in accordance with Section 671B of the *Corporation Act 2001* are:

Name	Number of Ordinary Shares	Percentage of Issued Capital
Coniston Pty Ltd, Kalgoorlie Mine Management Pty Ltd together with group member James John del Piano	71,840,000	31.44%

The twenty largest shareholders as at 20 September 2013, representing 67.10% of the paid up capital were:

Name of Holder	Number	Percent
Coniston Pty Ltd <Coniston A/c>	69,200,000	30.56
National Nominees Limited	26,777,061	11.82
Brispot Nominees Pty Ltd	9,125,360	4.03
BBY Nominees Ltd	8,592,729	3.79
Bow Lane Nominees Pty Ltd	6,513,800	2.88
J P Morgan Nominees Australia Ltd	4,574,405	2.02
UBS Wealth Management	4,325,000	1.91
Kirk Group Holdings Pty Ltd	3,761,088	1.66
Ironside Pty Ltd	2,795,000	1.23
Buckingham Investment Financial Services Pty Ltd	2,000,000	0.88
Thomas Brian Cannon	1,996,628	0.88
Langoni Investments Pty Ltd	1,803,882	0.80
C R & J E Cannon	1,540,000	0.68
Myles Adrian Matthew Sutton	1,500,000	0.66
Coniston Pty Ltd	1,500,000	0.66
Yarandi Investments Pty Ltd	1,387,097	0.61
Herlequin Investments Ltd	1,200,000	0.53
Nelbert Finance Ltd	1,200,000	0.53
Kalgoorlie Mine Management Pty Ltd	1,140,000	0.50
Brave Heart Investments Pty Ltd	1,035,000	0.46
	144,525,170	67.10

As at the date of this report, there are 3,750,000 unlisted options on issue exercisable at 20 cents each at any time up to their expiry on 5 March 2015.