WEST WITS MINING

EXPLORE / EVALUATE / EXTRACT

ANNUAL REPORT 2012

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CHAIRMAN'S LETTER

WEST WITS MINING

Dear Shareholder,

The past year was marked by a mix of significant progress and challenges.

Since early 2012 the Company has been unable to secure safe access to the granted mining lease in Papua Province to develop its initial alluvial circuit. This was due to the continuation of illegal artisanal mining operations supported by a sophisticated supply network. These people, who have come from outside the region, have been illegally extracting and selling alluvial gold from our lease continuously and on a scale which, if nothing else, validates the prospectivity of the area.

Implementing the machinery of the law to regain access, in a safe and orderly manner, is not a simple task as with any situation where "squatters" have taken over property. In this case West Wits has undertaken continuous and robust engagement with all levels of government, including the relevant departments of mining and police. Practical assistance and advice has also been enlisted from several other sources, including the Australian diplomatic corps and legal experts. Whilst success will ultimately only be demonstrated by securing full access to the property, significant steps have been taken towards achieving that goal in the not too distant future. In the meantime, West Wits has pressed on with establishing a dedicated exploration camp at a site independent of the artisanal operations to ensure that our exploration program can continue.

The delay in establishing the alluvial circuit at Derewo River necessitated the prioritisation of our plans to extract value from our South African leases. A concerted effort was made to market these assets which resulted in the sale of the Randfontein Cluster leases late in the year under review. This sale generated $2m in cash immediately with a further $3m in instalment payments to be received in the current year. Up to a further $4m (meaning $9m in total) is receivable on formal assignment of the lease and through a royalty type payment on interim mining operations now being undertaken by the buyer. This transaction has enabled the Company to continue operations without the anticipated revenue from the alluvial circuit and without raising further capital. Your Board is currently formulating plans to realise value from our remaining South African leases ("the Soweto Cluster") which have stated JORC resources of 287,000 oz au and significant uranium potential.

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Against this background of legal and corporate issues the Company's geologists made great steps in advancing their understanding of the substantial exploration leases (some 128,000 ha) at Derewo River. Three significant targets have been identified and all efforts are now being made to implement further programs on the ground. Your Board remains confident that the region exhibits the potential to host world class deposits of the style commonly found in similar settings on the PNG side of the border which dissects the island of New Guinea. As with PNG before it, Papua presents challenges of both terrain and the man-made variety. However, the successful navigation of those issues promises to provide West Wits and its shareholders with an increasingly rare opportunity to pursue a modern exploration program in an underexplored region in close proximity to some of the world's finest gold deposits. That is worth all the effort and time we are investing at Derewo River.

On behalf of the Board and our team please accept my thanks for your ongoing support through a sometimes frustrating year. We are continuing to work hard on delivering value from the exciting opportunity which Derewo River represents.

For and on behalf of the Board

Michael Quinert
Chairman
West Wits Mining Limited

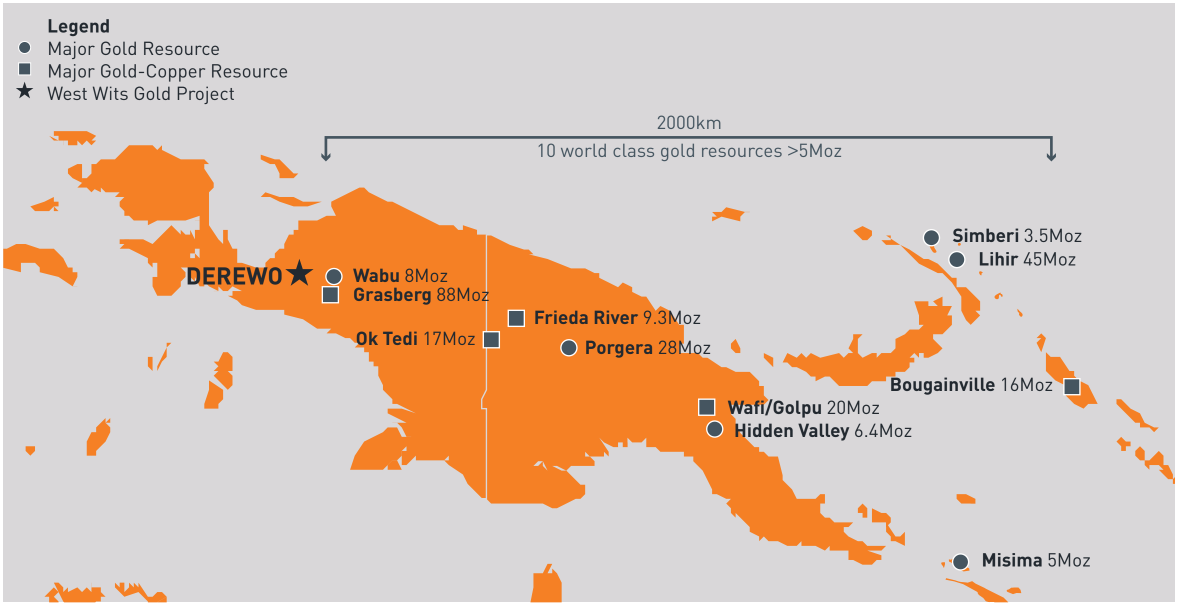
REVIEW OF OPERATIONS

West Wits Mining Limited (ASX:WWI) ("**the Company**" or "**West Wits**") endured a challenging 12 months to progress the establishment of its alluvial and exploration projects at Derewo River, Papua Province, Indonesia (Derewo). However, the Company did complete the partial sale of some of its exploration assets on the West Rand, Johannesburg, South Africa for up to $9 million. This sale strengthened the Company's cash position and provided further funding to pursue the development of its alluvial project at Derewo.

Despite the delays surrounding the alluvial project, West Wits continues to maintain a focus on the longer term objective of investigating the large number of prospective geological indicators reported on the Company's leases, all of which point to the potential for a major world class gold discovery. Based on evidence from existing artisanal operations Derewo hosts a promising alluvial gold project, but the real opportunity is in the potential discovery of the primary source of nuggets being currently mined by the artisanal miners.

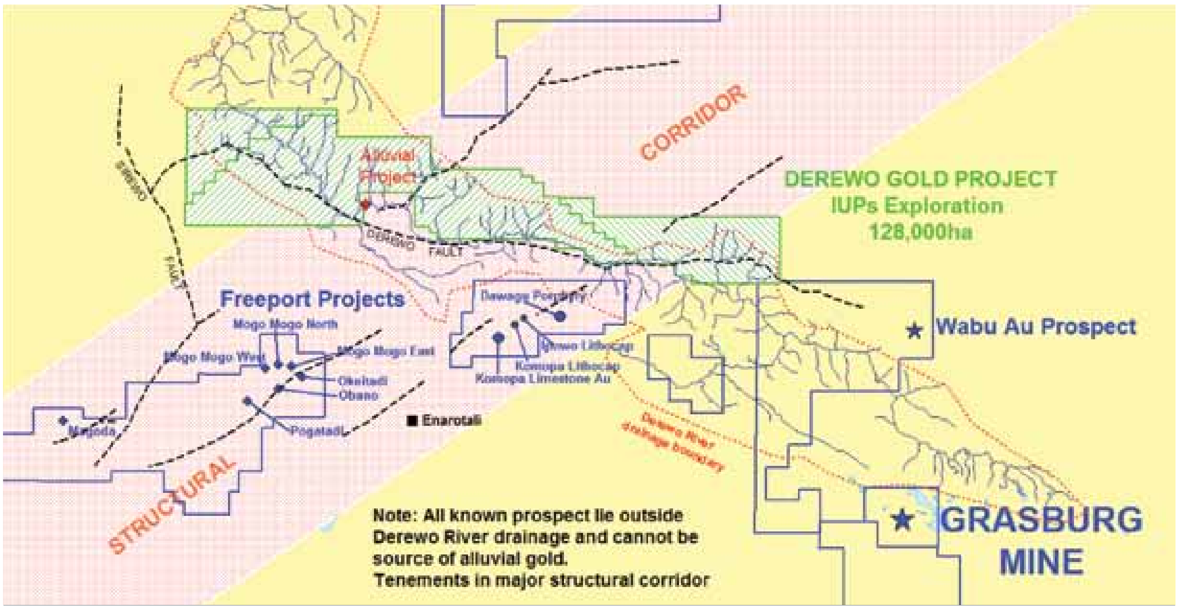
To advance its planned exploration programs West Wits is establishing an alternate base camp near its primary exploration target. Originally West Wits intended to manage exploration programs from the alluvial project site, but given delays in obtaining access the Company has now elected to establish a dedicated exploration camp located at the Wopogi target. The exploration camp will allow West Wits to run exploration programs independently of the alluvial project site.

Figure 1. Major deposits on New Guinea Island



The Derewo River provides a promising setting to explore for the style of placer deposit which over the past decades have led to the establishment of major gold projects in Papua New Guinea (PNG). The development of such a placer style deposit has not yet been pursued on the Indonesian side of the border and the Company believes such an investigation is well overdue.

Figure 2. Derewo Project Area



The Company remains confident it has the strategies in place which will ultimately resolve the current obstacles to development of its initial alluvial circuit. However, in the interim, the establishment of the exploration camp will enable the Company to pursue the existing exploration opportunity presented by a significant leaseholding (circa 128,000ha) located in an underexplored region in close proximity to the world class gold provinces of PNG and eastern Papua.

INDONESIA

DEREWO ALLUVIAL GOLD PROJECT

West Wits over the reporting period experienced a number of delays and challenges with regards to establishing its initial alluvial circuit at Derewo. Two primary issues which caused delays were: 1. Gaining unrestricted access to the site earmarked for the initial alluvial circuit, and 2. Administrative delays encountered surrounding the Company's forestry permit.

The year started positively for the alluvial project with key milestones being achieved including receipt of the environmental permit, receipt of a 10 year extension for the Company's mining licence and completion of the topographic survey. Subsequently it has been a year of frustration, substantially caused by the illegal mining activities taking place on the Company's granted mining lease. However, West Wits has positioned itself to move quickly to complete the required infrastructure for the alluvial circuit when the access issue is resolved.

In particular, West Wits was able to complete a topographic survey allowing for the finalisation of a mine plan providing locations for water storage dams, tailings dams and settling ponds all forming part of the proposed gravity circuit for processing the alluvial gravels. The survey also determined the centreline for the airstrip which will provide a facility sufficient to land a Cessna Caravan and other locally operated aircraft. This will be a key development as securing fixed wing aircraft support will reduce transport costs to about a third of what they would be with helicopter support. Road lines have also been selected.

Access

On 26 March 2012 the Company provided an update to the ASX outlining the delays which were being encountered with regard to securing access to the site designated for the initial alluvial project. These frustrations were being largely created by the operators of the supply chain supporting an artisanal (illegal) mining population located at Derewo.

West Wits has been in constant and continuing discussions with government, police and mines departments to mobilise support for the implementation of the steps necessary for removing the illegal mining population safely and enforcing West Wits' rights as lawful holder of both exploration and production licences at Derewo.

Whilst West Wits' rights are not at issue it has taken time to engage with the relevant sections of government and the security forces, the support of which is needed, to enforce its rights. West Wits has been in regular consultation with the local mayor of the Paniai Regency, the Governor of Papua as well as the Central Government in addition to the local, regional and central mines departments, all of which are involved in the process of enabling the successful development of this site. All of these authorities acknowledge that it is in the best interest of the local Wolani people that West Wits establish an operation as soon as possible. Part of the Company's operating plan is to establish medical, education and training facilities on site to ensure local people can form the basis of the Company's workforce once the alluvial operations have commenced. Under the education plan a scholarship program has been implemented and the first scholarship presented to a local Wolani.

The Company has pursued a number of strategies concurrently to bring pressure on the illegal operation and support its position within the Indonesian system. These strategies include: lodging a criminal complaint with the relevant authorities with respect to the illegal activities taking place on its mining lease, engaging with senior officials within the Indonesian security forces, engaging with advisory officials to the President who provide key advice on the development of Papua, engaging with officials responsible for infrastructure development in Papua, and engaging with the Australian embassy and international agencies providing critical advice to the Indonesian government on the issues facing Papua. Each of these initiatives is not only designed to help support the West Wits position within the Indonesian system but also to provide various levels of government, mines departments and security forces with a robust platform from which to support West Wits and shut down the current illegal operation.

Ultimately, West Wits needs the Indonesian security forces to provide the practical support needed to clear and secure the site as well as providing resources to facilitate the orderly repatriation of the illegal mining population.

Next steps

West Wits has been pleased with the recent progress it has made within the Indonesian bureaucracy and believes that genuine support has now been engendered from all levels. In conjunction with this progress the International Crisis Group also completed a report on the challenges Papua Province is facing and made specific reference to West Wits, its plight and the requirement for support from the Indonesian police force. The clear recommendation of this respected international agency was that the government must tackle and resolve the illegal mining problem as part of an overall strategy to improving conditions in the Province.

The next steps in resolving this access issue is to procure confirmation from the police that they will provide support to secure the site and enforce the Company's rights by halting the illegal operation. A new head of the Papuan police force was recently appointed with a reported mandate to eliminate police involvement in activities such as illegal mining. West Wits expects to have discussions with the new police commissioner shortly.

Security forces will also be needed to manage the repatriation of the illegal mining population. West Wits has offered to provide support to the process but it cannot in a practical sense initiate and implement the repatriation process. However, as part of the repatriation process and managing the void left from the departing artisanal population, West Wits has already begun its socialisation programs with the local indigenous population through education and training.

Once confirmation of support has been received and the repatriation plan has been put in place West Wits will immediately undertake works to establish a mining camp and airstrip, which will provide a platform to then develop the alluvial circuit.

Forestry Permit

The Company has also experienced delays in procuring the grant of its Forestry Permit for its mining lease. Whilst the Company has received the Forestry Permit for the wider exploration leases it is still waiting for approval for its mining lease due to an administrative error within the mines department. Again West Wits has been in ongoing discussions with the various responsible authorities including the regional and central mines departments. West Wits expects the Forestry Permit to be approved in the near future.

It should be noted that West Wits has received approval from the Paniai (local) and Papuan (provincial) Forestry Departments for the development of the Derewo Project and is now waiting for the administrative process to be completed. The Forestry Permit remains the final permit to be received before commercial operations can begin.

EXPLORATION

West Wits' planned exploration programs targeting the source of the alluvial gravels were also held up due to the access issues. This impediment has now been removed with the establishment of an alternate exploration base camp located at the primary Wopogi Target.

Despite these challenges, the Company was able to advance the exploration program by securing significant historic geo-physic and geo-chemical datasets developed through a number of exploration programs undertaken by PT Freeport Indonesia ("Freeport") in the early 1990's.

These datasets advanced the Company in exploration terms by at least 12 months and saved the Company in excess of $1 million. To date West Wits' geologists have identified three distinct and primary exploration targets.

GEO-CHEMICAL DATASET

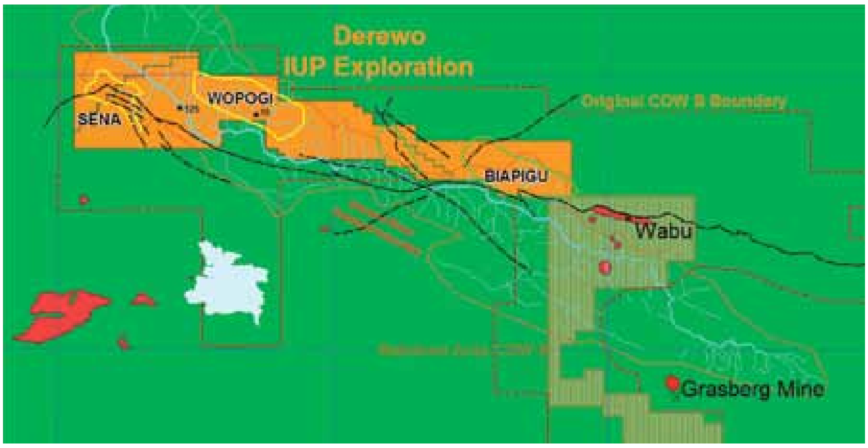
The geochemical multi-element database was created through a significant sampling program of 2,486 samples (27,440 assays) across West Wits' three exploration permits covering 128,000ha. This data generated three significant exploration targets – Wopogi (Au/Cu), Sena (Au) and Biapigu (Cu).

Analysis of this data indicated three separate anomalous zones. Each zone exhibited a separate geochemical signature. The identification of these anomalies has enabled us to plan initial exploration programs targeting potential sources of the Derewo River alluvial gold.

The historic data was collected during several phases of exploration through conventional helicopter reconnaissance and follow up sampling programs. Sampling techniques included: stream sediment sampling; panned concentrates; bulk sediment sampling; soil samples; outcrop samples; and outcrop channel samples. The sample density of about 1/220ha for stream samples and panned concentrates provided adequate coverage to define the target areas. However, many streams have not been sampled and there remains significant potential to identify additional target areas.

Several panned concentrates confirm the main Derewo River is highly anomalous in gold for over 30km with samples along the river returning up to the 6,864 g/t Au. Significantly, sampling data from the tributaries of the Derewo River, which collectively contribute to the anomalous gold values in the main river (and potentially contain the hardrock source of the gold), show two distinct areas of anomalous gold feeding the Derewo River. This data suggests there is potential for multiple hardrock sources for the alluvial gold within the river.

Figure 3. Three anomalous areas of focus identified as Wopogi, Sena and Biapigu



Summary of initial exploration targets:

- **Wopogi (Gold/Copper);** an area of 157km^2 on the northern side of the Derewo River, running parallel to the river in the metamorphic terrain to the north of the Derewo Fault. In PNG similar metamorphic terrain host several multi-million ounce gold deposits. The area is defined by gold geo-chemistry with coincident copper and inconsistent arsenic geo-chemistry in multiple drainages along a strike length of 20km. Limited channel sampling of weakly altered volcanics show values up to 19g/t Au. Float samples assay up to 1.8% Cu. The geological data indicates the existence of dioritic intrusions which elsewhere in Papua are a very strong indication for significant mineralised systems. This area presents as one likely source of the alluvial gold within the Derewo River including the coarse gold placer. Wopogi lies within the Paniai Structural Corridor which further to the south contains some of Freeport's main Cu-Au prospects outside the Grasberg mineral district.
- **Sena (Gold);** an area of 57km^2 covering a complex section of the Derewo Fault where it flexes sharply south. The Derewo Fault is a major structural boundary which separates the Australian Craton to the south from the Pacific Plate to the north. This area is characterised by anomalous gold stream sediment and panned concentrate geochemistry.
- **Biapigu (Copper);** an area of 200km^2 near the eastern boundary of the exploration permits and adjoining Contract of Work permit held by Freeport. This target is defined by stream sediment and panned concentrate copper geochemistry in two broad drainages. This area is associated with the Derewo Fault and lies 15km along strike to the west of the Freeport owned 8 million oz Au Wabu skarn deposit which is hosted in the hanging wall of the Derewo Fault.

GEO-PHYSICAL DATASET

The dataset was developed from a historic aeromagnetic airborne survey completed in late 1993 for Freeport. This data was reprocessed and integrated into the Company's database. This integration confirmed the identified targets of Wopogi and Sena. The magnetic survey shows a strong correlation between a strong magnetic signature and known mineralisation.

The "reduced to pole data" from the magnetic survey identified a 3.5km diameter magnetic bull's eye which overlays the anomalous gold and copper geochemistry in the central part of the Wopogi prospect.

Figure 4. Magnetic bull's eye feature within the Wopogi Prospect and associated geochemistry

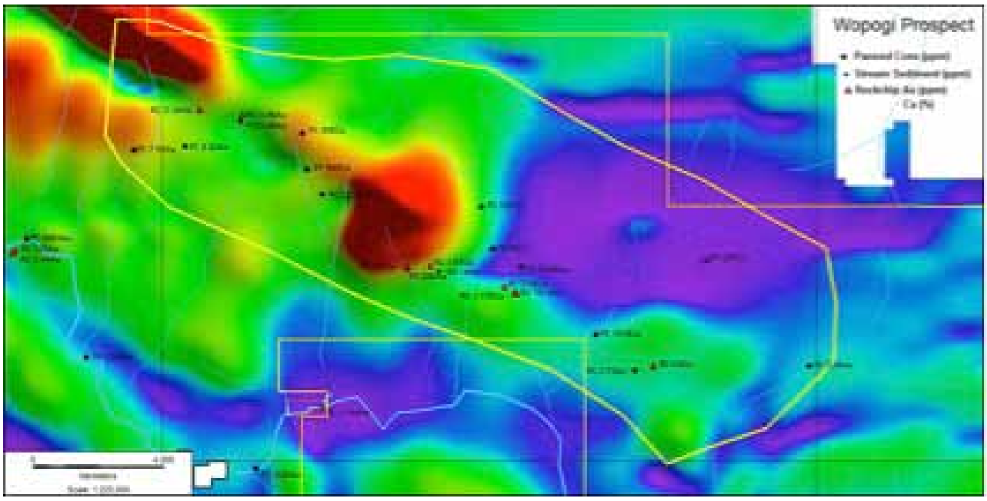


Figure 5. Magnetic survey over the Sena Prospect and associated geochemistry

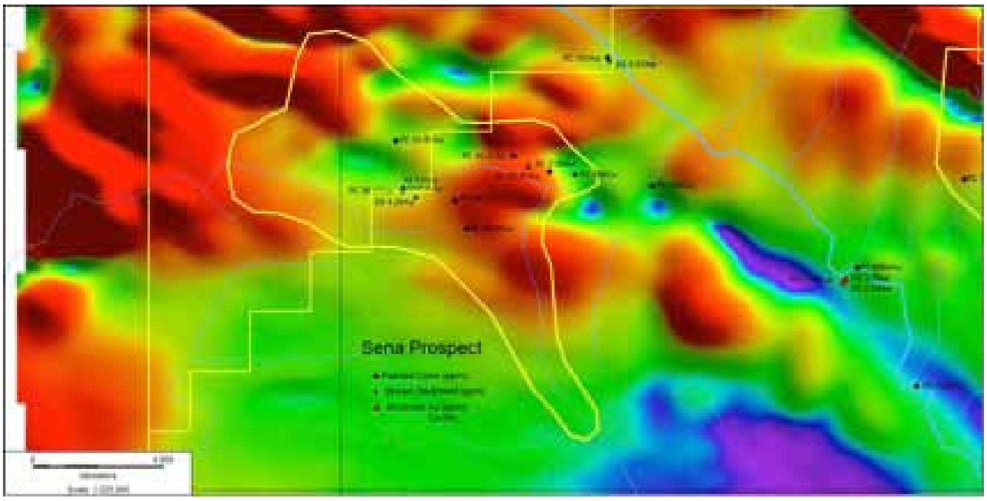
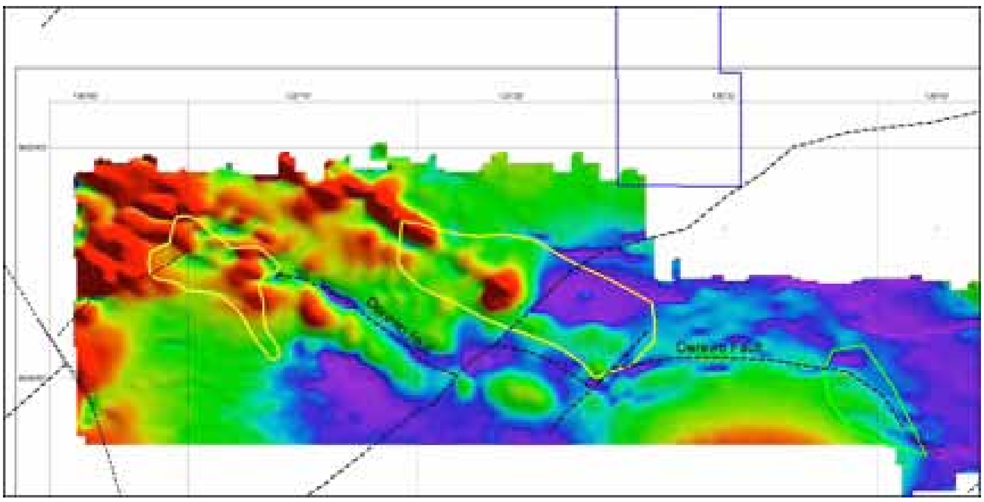


Figure 6. Regional aeromagnetic map identifying Wopogi in the middle of the map and red "bull's eye" located in centre of the target as well as regional north-east trending structural faults



This magnetic data identified several significant structural features, most notably the major structural fault immediately to the east of the bull's eye, located in the centre of Figure 4, which suggests a major regional fault. The Derewo Fault which straddles the Company's leases is a major east-west structural boundary and a good locus for intrusive activity. However across New Guinea Island in addition to a major E-W structure associated with world class discoveries, there is generally a further mineralisation control associated and that is a NE-SW structure or fault. This type of NE-SW structure has been identified at the Wopogi target.

NE-SW trending structures rarely have a strong surface expression but are very clear controls on mineralisation in the major mines such as Grasberg, Porgera, Ok Tedi, and Wafi. According to Cloos 2003, "The Grasberg Igneous Complex, the host of a supergiant Cu-Au porphyry copper–type ore deposit, was emplaced into a 2-km-wide, left-stepping [NNE] pull-apart [structure]".

The aero-magnetic survey has identified a clear bull's eye feature which overlays anomalous gold and copper geochemistry. In addition, the magnetic data demonstrates the lease area is structurally complex with the general E-W geological/structural trends offset by regional but significant NE-SW structure. The NE-SW structure is a potential pull-apart (dilational) zone favourable for emplacement of intrusions and associated mineralisation. This associated mineralisation has been indicated through the Freeport sampling programs which provided many prospective results and confirms at least some of these structures are mineralised.

The data thus far continues to provide the Company with confidence that all the necessary geological indicators for a world class deposit in a world class gold province exist within these tenements.

Next steps

The Company will begin planned exploration activities from its alternate exploration camp. The base camp is being established with a helipad and is located within proximity of the magnetic bull's eye.

The exploration team has been formed and initial programs consist of geological mapping including structural, lithology and alteration mapping together with detailed geo-chemical sampling of streams and outcrop. All of this preliminary work is being completed with the intention of further defining initial drill targets within the Wopogi target as well as confirming historical geo-chemical data received from Freeport. The Company is intending to have sampling assay results out to the market in the coming months.

SOUTH AFRICA

On 25 January 2012 West Wits announced it had entered into a binding heads of agreement to sell the West Wits Lease, West Rand Consolidated Lease, Luipaardsvlei Lease and East Champ D'Or Lease ("the Randfontein Cluster") for up to A$9 million to a South African consortium including Mintails Limited ("Mintails") (ASX: MLI).

On 16 April 2012 West Wits announced that due diligence had been successfully completed and the Company was proceeding with the sale. However West Wits only received confirmation from Mintails stating it was satisfied and wished to move to completion. As such West Wits and Mintails then agreed to complete the sale transaction themselves.

The binding terms for this sale transaction between West Wits and Mintails were as follows:

Instalment	Timing	Amount
Upfront payment	Received	A$2 million
First instalment	22 November 2012	A$1 million
Interim instalment	22 February 2013	A$1 million
Interim instalment	22 May 2013	A$1 million
Interim instalment	22 August 2013	A$1 million*
Final payment	After transfer of leases	A$3 million+

* *Subject to regulatory approval for the transfer of the leases.*

\+ *Paid progressively based on R110 per tonne of ore processed.*

On 23 May 2012, the Company received A$2 million as the upfront payment as part of the consideration for the sale.

The payment of the next instalment payment of A$1 million to be received in November 2012 is unconditional and guaranteed. The two following instalment payments (22 February 2013 & 22 May 2013) will also be made on an unconditional basis with satisfactory security to be provided on or before the prior instalment payment.

The final A$1 million instalment payment is subject to South African regulatory approval of transfer of the leases with the A$3 million balance to be paid on a progressive basis at R110 per tonne of ore processed from these leases. Essentially this transaction provides for secured payments of A$5 million within 12 months of completion and prior to the legal transfer of title of the leases and up to a further A$4 million payable following the transfer. As such West Wits has agreed to grant Mintails an interim contract to mine the resource pending transfer of title.

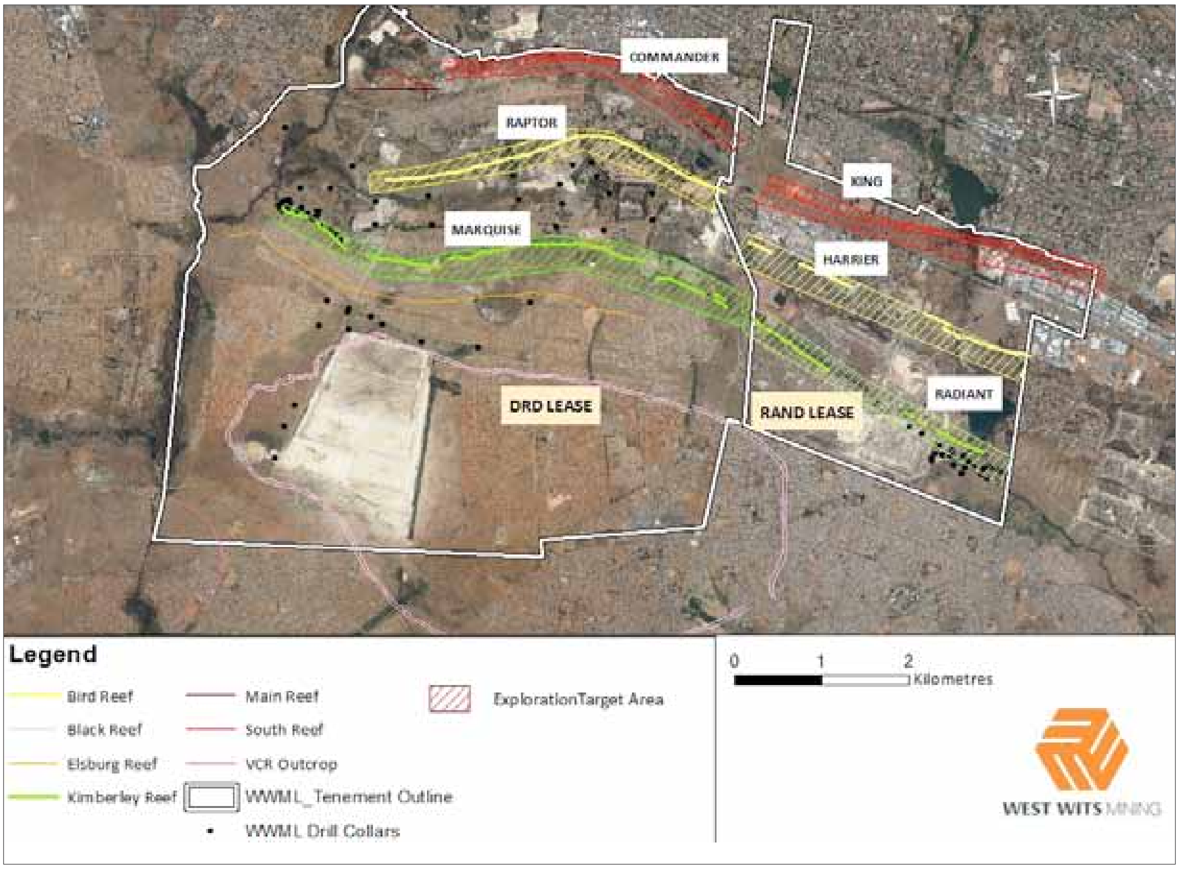
This transaction has no effect upon the Company's rights over the Rand Lease and the DRD Lease in South Africa ("the Soweto cluster") which contain stated JORC resources of 287,000 oz au.

Total Company Mineral Resource Summary[1]

Location	Class	Au Cut-Off	Ore (t)	Grade (g/t)	Gold (Oz)
Radiant (Rand Lease)					
	Measured	1	-	-	-
	Indicated	1	671,000	1.8	39,000
	Inferred	1	4,250,000	1.7	232,000
	Subtotal		**4,921,000**	**1.7**	**271,000**
Marquise (DRD Lease)					
	Measured	1	-	-	-
	Indicated	1	-	-	-
	Inferred	1	296,000	1.7	16,000
	Subtotal		**296,000**	**1.7**	**16,000**
Grand Total					
	Indicated	1	671,000	1.8	39,000
	Inferred	1	4,546,000	1.7	248,000
Total Resources			**5,217,000**	**1.7**	**287,000**

The Company is continuing to evaluate how best to develop or commercialise the remaining exploration assets including the potential for sale. In addition to the existing 287,000oz JORC resource, the Soweto cluster also contains a significant uranium target which remains intact from surface. By comparison the leases which were sold contained JORC resources of 139,000 ozs au and a JORC reserve of 58,800 ozs au.

Figure 7. Conceptual exploration target location plan



[1] *The information in this report that relates to Radiant and Marquise Mineral Resources is based on information compiled by Mr. Freddie de Bruin of MSA Geoservices Ltd who is a Member of the South African Council for Natural Scientific Professions, which is a recognised by JORC a ROPO (recognised overseas professional organisation). Mr.de Bruin has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resource and Ore Reserves. Mr de Bruin consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.*

CORPORATE GOVERNANCE

A review of the Company's 'Corporate Governance Framework' is performed on a periodic basis to ensure that it is relevant and effective in light of changing legal and regulatory requirements. The Board of Directors continues to adopt a set of Corporate Governance Practices and a Code of Conduct appropriate for the size, complexity and operations of the Company and its subsidiaries.

Unless otherwise stated all Policies and Charters meet the ASX Corporate Governance Council's Best Practice Recommendations. All Charters and Policies are available from the Company or on its website at www.westwitsmining.com.

ROLE OF THE BOARD AND MANAGEMENT

The Board's role is to govern the Company rather than to manage it. In governing the Company, the Directors must act in the best interests of the Company as a whole. It is the role of senior management to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

The Board's responsibilities are detailed in its Board Charter and cover the following broad categories:

1. Leadership of the organisation
2. Strategy formulation
3. Shareholder liaison
4. Monitoring, compliance and risk management
5. Company finances
6. Human resources
7. Health, safety and well-being of Directors, Officers and Contractors
8. Delegation of authority
9. Remuneration policy
10. Nomination policy

STRUCTURE AND COMPOSITION OF THE BOARD

The Board has been formed so that it has an effective mix of personnel who are committed to adequately discharging their responsibilities and duties and being of value to the Company.

The names of the Directors, their independence, qualifications and experience are stated on pp. 15 to 16 along with the term of office held by each.

The Board believes that the interests of all Shareholders are best served by:

- Directors having the appropriate skills, experience and contacts within the company's industry; and
- The Company striving to have a number of Directors and the number of Directors being independent as defined in the ASX Corporate Governance Guidelines.

Where any Director has a material personal interest in a matter before the board, the Director will not be permitted to be present during discussion or to vote on the matter. The enforcement of this requirement is in accordance with Corporations Law and aims to ensure that the interests of Shareholders, as a whole, are pursued and that their interest or the Director's independence is not jeopardised.

Directors collectively or individually have the right to seek independent professional advice at the Company's expense, up to specified limits, to assist them to carry out their responsibilities. All advice obtained is made available to the Full Board.

ETHICAL AND RESPONSIBLE DECISION-MAKING

As part of its commitment to recognising the legitimate interests of stakeholders, the Company has established a Code of Conduct to guide compliance with legal and other obligations to legitimate stakeholders.

The Company has a share trading policy that regulates the dealings by Directors, Officers and Employees, in shares, options and other securities issued by the Company. The policy has been formulated to ensure that Directors, Officers, Employees and Consultants who work on a regular basis for the Company are aware of the legal restrictions on trading in Company securities while in possession of unpublished price-sensitive information.

INTEGRITY IN FINANCIAL REPORTING

In accordance with the Board's policy, the Chairman and CFO have made attestations recommended by the ASX Corporate Governance Council as to the Company's financial condition prior to the Board signing this Annual Report.

The Company has a duly constituted Audit, Risk and Compliance Committee currently consisting of the Chairman and the Company's CFO. The Board believes that this structure is optimal in the Company's current stage of development. The current members of the Committee, as at the date of this report, and their qualifications are detailed in the Directors' Profiles on pp. 15 to 16.

The Committee holds a minimum of two meetings a year. Details of attendance of the members of the Audit, Risk & Compliance Committee are contained on p 22.

TIMELY AND BALANCED DISCLOSURE

The Board has designated the Company Secretary as the person responsible for overseeing and co-ordinating disclosure of information to the ASX as well as communicating with the ASX. In accordance with ASX Listing Rules, the Company immediately notifies the ASX of information concerning the Company:

1. That a reasonable person would or may expect to have a material effect on the price or value of the Company's securities; and
2. That would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

RIGHTS OF SHAREHOLDERS

The Company respects the rights of its Shareholders, and to facilitate the effective exercise of the rights, the Company is committed to:

1. Communicating effectively with Shareholders through ongoing releases to the market via ASX information and General Meetings of the Company;
2. Giving Shareholders ready access to balanced and understandable information about the Company and corporate proposals;
3. Making it easy for Shareholders to participate in General Meetings of the Company; and
4. Requesting the External Auditor to attend the Annual General Meeting and be available to answer Shareholder's questions about the conduct of the audit, and the preparation and content of the Auditor's Report.

Any Shareholder wishing to make inquiries of the Company is advised to contact the registered office. All public announcements made by the Company can be obtained from the ASX's website www.asx.com.au

RECOGNISE AND MANAGE RISK

The Audit, Risk & Compliance Committee has established a policy for risk oversight and management within the Company. This is periodically reviewed and updated. Management reports risks identified to the Committee on a periodical basis.

The Chairman and Chief Financial Officer have given a statement to the Board that the integrity of the financial statements is founded on a sound system of risk management and internal compliance and controls based on the Company's Risk Management policies.

ENCOURAGE ENHANCED PERFORMANCE

A "Performance Evaluation Policy' has been established to evaluate the performance of the Board, individual Directors and Executive Officers of the Company. The Board is responsible for conducting evaluations on an annual basis in line with these policy guidelines.

During the previous 12 months, questionnaires were circulated to all members of the Board to conduct performance evaluations. These questionnaires were collated and analysed, providing the Board with valuable feedback for future development.

During the year, all Directors have full access to all Company records and receive Financial and Operational Reports at each Board Meeting.

All new Directors undergo an induction program.

REMUNERATE FAIRLY AND RESPONSIBLY

Profiles of the members and details of meetings of the Remuneration & Nomination Committee are detailed on pp. 15 to 16 & 22 of the Director's Report.

The Committee is responsible for but not limited to:

- setting the remuneration and conditions of service of all Executive and Non-Executive Directors, Officers and Employees of the Company;
- approving the design of Executive & Employee incentive plans (including equity-based plans) and proposed payments or awards under such plans;
- reviewing performance hurdles associated with incentive plans;
- making recommendations to the Board on the remuneration of Non-Executive Directors within the aggregate approved by Shareholders at General Meetings from time to time;
- consulting appropriately qualified Consultants for advice on remuneration and other conditions of service;
- succession planning for the Managing Director and Senior Executive Officers;
- performance assessment of the Managing Director and Senior Executives Officers;
- recommending policy on the selection of Board Members; and
- recommending prospective Board Members to the Full Board of the Company.

The Company is committed to remunerating its Senior Executives in a manner that is market-competitive and consistent with 'Best Practice' as well as supporting the interests of Shareholders. Senior Executives may receive a remuneration package based on fixed and variable components, determined by their position and experience. Shares and/or Options may also be granted based on an individual's performance, with those granted to Directors subject to Shareholder approval.

Non-Executive Directors are paid their fees out of the maximum aggregate amount approved by Shareholders for the remuneration of Non-Executive Directors. Non-Executive Directors do not receive performance based bonuses and do not participate in Equity Schemes of the Company without prior Shareholder approval.

Current remuneration is disclosed in Note 6: Key Management Personnel Compensation.

LEGITIMATE INTERESTS OF STAKEHOLDERS

The Board acknowledges the legitimate interests of various stakeholders such as Employees, Clients, Customers, Government Authorities, Creditors and the Community as a whole. As a good Corporate Citizen, it encourages compliance and commitment to appropriate corporate practices that are fair and ethical via its 'Code of Conduct Policy'.

DIVERSITY

The Company's objective is to have a workforce that is representative of the countries and communities in which it operates. Our workforce is employed based on the right person for the right job regardless of their gender, age, nationality, race, religious beliefs, cultural background, sexuality or physical ability.

The Company is committed to increasing diversity amongst its employees, not just gender diversity, at its mining operations in consultation with local community groups and BEE partners/advisors. Executive and board positions are filled by the best candidates available without discrimination. The Company is committed to increasing gender diversity within these positions when appropriate appointments become available. It is also committed to identifying suitable persons within the organisation and where appropriate opportunities exist, advance diversity and to support promotion of talented employees into management positions.

The Company has not set any gender specific diversity objectives as it believes that all categories of diversity are as equally as important within its organisation.

The following table demonstrates the Company's gender diversity as at 30 June 2012:

	Board	Executive Team	Employees
Women (No.)	-	1	1

The Company employed 5 employees at the end of 30 June 2012 (2011: 1 employee).

DIRECTORS' REPORT

Your Directors present their report on the economic entity consisting of West Wits Mining Limited and the entities it controlled at the end of, or during, the year ended 30 June 2012.

DIRECTORS INFORMATION

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

MICHAEL QUINERT

Executive Chairman

- **Appointed to the Board**

13 April 2007

- **Experience**

BE.co LLB

Mr Quinert graduated with degrees in economics and law from Monash University in 1984 and 1985 respectively and has over 27 years experience as a commercial lawyer, including three years with the Australian Securities Exchange Limited and over 20 years as a partner in a Melbourne law firm. He has extensive experience in assisting and advising public companies on capital raising and market compliance issues and has regularly advised publicly listed mining companies.

- **Interest in Shares and Options**[1]

2,032,620 Shares and 8,976,192 Options

- **Special responsibilities**

Member of Audit, Risk & Compliance Committee

- **Directorships held in other listed entities**

Nil.

HULME SCHOLES

Independent Non – Executive Director

- **Appointed to the Board**

22 March 2011

- **Experience**

BA Law and LLB degree from the University of the Witwatersrand and is an admitted attorney of the High Court of South Africa.

Mr Scholes specialises in mining and mineral law, has practised exclusively in the field for 19 years and is regarded as one of South Africa's experts within mining law. He was a partner of Werksman Attorneys based in Johannesburg from 1999 to 2008 and is currently a senior partner at Malan Scholes Attorneys. He started his professional career as a learner official for Harmony Gold Mining Co. Limited in the 1980's which provides him with a unique blend of experience.

- **Interest in Shares and Options**[1]

250,000 Options

- **Special responsibilities**

Nil.

- **Directorships held in other listed entities**

Aquarius Platinum Limited's operating South African subsidiary, Aquarius Platinum South Africa (Proprietary) Limited since 2004 (ASX: AQP).

Randgold and Exploration Company Limited (JSE Listing) since 19 February 2010 (JSE: RNG).

DANIEL (NIEL) PRETORIUS

Independent Non-Executive Director

- **Appointed to the Board**

1 August 2007

- **Experience**

BProc, LL.B

Mr Pretorius was appointed Group Legal Council for DRDGold Limited (DRDGold) in 2003 and Chief Executive Officer of DRDGold Ltd in January 2009. He has over 14 years experience in the mining industry. Mr Pretorius has been present through the re-focus of DRDGold's strategic plan back towards their core South African operations. Since this re-focus, Niel has seen significant increases in resources at DRDGold's East Rand Refinery Mines Limited's (ERPM) operations, further granted prospecting rights at their ERPM operations, encouraging uranium exploratory results at the Blyvoor mine, improved efficiencies at their Crown Gold Recoveries surface retreatment operation and implemented two strategic joint ventures with ASX-listed Mintails Limited.

- **Interest in Shares and Options**[1]

1,000,000 Options

- **Special responsibilities**

Nil.

- **Directorships held in other listed entities**

DRDGold Limited since January 2009 (JSE:DRDD).

[1] *The relevant interest of each Director in the Shares or Options over Shares issued by the companies within the economic entity and other related body corporate as notified by the Directors to the Australian Securities Exchange in accordance with s 205G(1) of the Corporations Act 2004, as at the date of this report.*

VINCENT SAVAGE

Non- Executive Director

- **Appointed to the Board**

12 October 2011

- **Experience**

Mr Savage has over 35 years experience in the building and mining industries, coupled with 20 years working within the insolvency and business advisory sectors. Mr Savage's experience has seen him lead company reconstructions, refinancing and development projects for mining clients throughout Australia and Internationally. Over the last three years Mr Savage has been intimately involved in all governmental and regulatory issues involving the Derewo River Gold Project as well as working closely with the Company's local Indonesian partners.

- **Interest in Shares and Options**[1]

1,337,975 Shares,
46,000,000 performance shares[2] and
15,000,000 Options

- **Special responsibilities**

Chair of Audit, Risk & Compliance and Remuneration & Nomination Committees

- **Directorships held in other listed entities**

Nil.

PHILLIP HAINS

Non- Executive Director and Joint Company Secretary

- **Appointed to the Board**

1 February 2011

Appointed as Joint Company Secretary
20 July 2007

- **Experience**

Mr Hains is a Chartered Accountant and specialist in the public company environment. He has served the needs of a number of public company boards of Directors and related committees. He has over 22 years' experience in providing accounting, administration, compliance and general management services. He holds a Masters of Business Administration from RMIT and a Public Practice Certificate from the Institute of Chartered Accountants.

- **Interest in Shares and Options**[1]

950,000 Shares and
587,500 Options

- **Special responsibilities**

Member of Audit, Risk & Compliance and Remuneration & Nomination Committees.

- **Directorships held in other listed entities**

Mining Projects Group since 2012 (ASX: MPJ).

COMPANY SECRETARIAL

The name and details of the Company Secretary's in office during the financial year and until the date of this report are as follows. Secretaries were in office for the entire period unless otherwise stated.

PHILLIP HAINS

Joint Company Secretary

Refer to p 16 for details.

TERRI BAKOS

Joint Company Secretary

Appointed

25 January 2008

Experience

Mrs Bakos is a Chartered Secretary and holds a B.Bus (Accounting) from RMIT University. She has over 17 years experience providing accounting and compliance services to listed and unlisted public companies.

[1] *The relevant interest of each Director in the Shares or Options over Shares issued by the companies within the economic entity and other related body corporate as notified by the Directors to the Australian Securities Exchange in accordance with s 205G(1) of the Corporations Act 2004, as at the date of this report.*

[2] *The 46,000,000 performance shares are convertible to ordinary shares upon reaching 20,000 oz of gold on or before 27th July 2013.*

CORPORATE INFORMATION

CORPORATE STRUCTURE

West Wits Mining Limited is a Company limited by shares that is incorporated and domiciled in Australia.

PRINCIPAL ACTIVITIES

The economic entity's principal activities in the course of the financial year were to explore for gold in South Africa and Papua Province, Indonesia.

EMPLOYEES

The Company employed 5 employees at 30 June 2012 (2011: 1 employee).

EARNINGS PER SHARE

Basic loss per share 1.49 cents (2011: 0.88 cents).

DIVIDENDS

The Directors did not pay any dividends during the financial year (2011: Nil). The Directors do not recommend the payment of a dividend in respect of the 2012 financial year.

OPERATING RESULTS, REVIEWS OF OPERATIONS & LIKELY DEVELOPMENTS

The consolidated net loss for the year after income tax and before eliminating non-controlling interests was $7,106,208 (2011: $1,591,739).

Refer to the Review of Operations section of the Annual Report for further details of a review of current year operations.

The likely developments in the economic entity's operations, to the extent that such matters can be commented upon, are covered in the Review of Operations contained elsewhere in this Annual Report. In the opinion of the Directors, disclosure of information regarding the expected results of those operations in financial years after the current financial year is not predictable at this stage, or may prejudice the interests of the economic entity; accordingly this information has not been included in this Report.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

In the opinion of the Directors, there were no significant changes in the state of affairs of the economic entity during the financial year under review not otherwise disclosed in this Annual Report.

EVENTS SUBSEQUENT TO THE END OF THE REPORTING PERIOD

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the economic entity, the results of those operations or the state of affairs of the economic entity in future financial years that have not been mentioned elsewhere in this report.

ENVIRONMENTAL ISSUES

The economic entity's operations are not regulated by any significant environmental regulation under the law of the Commonwealth or of a State or Territory of Australia.

REMUNERATION REPORT - AUDITED

This report details the nature and amount of remuneration for each Director of West Wits Mining Limited, and for the Key Management Personnel of the economic entity.

REMUNERATION POLICY

Remuneration of all Executive and Non-Executive Directors, and Officers of the Economic Entity is determined by the Remuneration and Nomination Committee.

The economic entity is committed to remunerating Senior Executives and Executive Directors in a manner that is market-competitive and consistent with "Best Practice" including the interests of Shareholders. Remuneration packages are based on fixed and variable components, determined by the Executives' position, experience and performance, and may be satisfied via cash or equity.

Non-Executive Directors are remunerated out of the aggregate amount approved by Shareholders and at a level that is consistent with industry standards. Non-Executive Directors do not receive performance based bonuses and prior Shareholder approval is required to participate in any issue of equity. No retirement benefits are payable other than statutory superannuation, if applicable.

REMUNERATION POLICY VERSUS COMPANY FINANCIAL PERFORMANCE

Over the past five years since the Company was incorporated, it has listed on the Australian Securities Exchange and acquired mining tenements in South Africa and in Papua Province, Indonesia. Exploration activities were commenced in January 2008 within the South African tenements and August 2011 within the Papua Province, Indonesia.

The nature of the economic entity's mining activities is highly speculative and can provide high returns if successful. The speculative nature of these activities and recent global economic trends, have been factors which have affected the economic entity's share price performance and Shareholder wealth over the period.

The economic entity's remuneration policy is based on industry practice rather than economic entity's performance and takes into account the risk and liabilities assumed by the Directors and Executives as a result of their involvement in the speculative activities undertaken by the economic entity. Directors and Executives are fairly compensated for the extensive work they undertake.

PERFORMANCE-BASED REMUNERATION

The purpose of a performance bonus is to reward individual performance in line with economic entity's objectives. Consequently, performance based remuneration is paid to an individual where the individual's performance clearly contributes to a successful outcome for the economic entity. This is regularly measured in respect of performance against key performance indicators (KPI's).

The economic entity uses a variety of KPI's to determine achievement, depending on the role of the executive being assessed. These include:

- Successful contract negotiations;
- Company share price consistently reaching a targeted rate on the ASX or applicable market over a period of time; and
- Completion of set milestones.

No bonuses were paid during the year (2011: Nil).

All equity issued within the current year was remuneration based, not performance based.

DETAILS OF REMUNERATION FOR YEAR ENDED 30 JUNE 2012

The remuneration for each Director of the Company and identified Key Management Personnel of the economic entity during the year was as follows:

2012	Short-term employment benefits: Cash, salary & fees $ '000	Short-term employment benefits: Other $ '000	Share-based payment: Equity settled Options $ '000	Total $ '000
Michael Quinert	194	-	43	237
Daniel Pretorius	6	-	-	6
Vincent Savage	136	-	29	165
Phillip Hains[1]	-	180	5	185
Hulme Scholes	35	-	-	35
	371	**180**	**77**	**628**
Tim Chapman	116	-	31	147
	116	**-**	**31**	**147**
Total	**487**	**180**	**108**	**775**
2011				
Michael Quinert	145	-	15	160
Daniel Pretorius	25	-	-	25
Phillip Hains[1]	-	180	-	180
Hulme Scholes	10	-	8	18
Grant Ferguson[#]	60	-	-	60
Diederik van der Walt[#]	7	-	-	7
	247	**180**	**23**	**450**
Louis Roos[#]	70	-	-	70
Tim Chapman	84	-	6	90
	154	**-**	**6**	**160**
Total	**401**	**180**	**29**	**610**

[#] *Balance at date of resignation.*

[1] *The "Other Short-term Employment Benefits" indicated for Mr Hains were the total fees for the year paid to The CFO Solution, a Chartered Accounting firm specialising in the provision of outsourced Accounting, Company Secretarial and Administrative Services to listed companies, of which Mr Hains is Principle. Through the fees paid to The CFO Solution, Mr Hains has been remunerated for his services as CFO, Director & Company Secretary to West Wits Mining Ltd.*

PERFORMANCE INCOME AS A PROPORTION OF TOTAL REMUNERATION

All executives are eligible to receive incentives whether through employment contracts or by the recommendation of the Board. Their performance payments are based on a set monetary value, set number of Shares or Options or as a portion of base salary. Therefore there is no fixed proportion between incentive and non-incentive remuneration.

Non-Executive Directors are not entitled to receive performance based bonuses.

EQUITY ISSUED AS PART OF REMUNERATION FOR THE YEAR ENDED 30 JUNE 2012

The following table discloses the value of remuneration based options granted, exercised, sold or lapsed during the year for Directors and Key Management Personnel. As a result, they may not indicate all options held by Directors or Key Management Personnel.

The following table discloses the Remuneration Options granted to Directors and Key Management Personnel.

	Options granted	Options exercised	Options lapsed	Value of options included in remuner -ation	Value of options yet to be expensed	Percentage of total remuneration for the year that consisted of options
2012	Value at grant date $ '000	Value at exercise date $ '000	Value at time of lapse $ '000	$ '000	$ '000	%
Michael Quinert	43	-	-	43	21	17.97
Daniel Pretorius	-	-	-	-	-	-
Vincent Savage	29	-	-	29	26	17.75
Phillip Hains	5	-	-	5	2	2.56
Hulme Scholes	-	-	-	-	-	-
	77	**-**	**-**	**77**	**49**	
Tim Chapman	31	-	-	31	16	21.14
	31	**-**	**-**	**31**	**16**	
2011						
Michael Quinert	15	-	-	15	-	9.44
Daniel Pretorius	-	-	-	-	-	-
Phillip Hains	-	-	-	-	-	-
Hulme Scholes	8	-	-	8	-	43.77
	23	**-**	**-**	**23**	**-**	
Tim Chapman	6	-	-	6	-	6.71
	6	**-**	**-**	**6**	**-**	

2012	Granted no.	Vested no.	Vested %	Issue date	Value per option at grant date	Exercise price	First exercise date	Last exercise date
Michael Quinert	4,500,000	1,500,000	33	14/12/11	0.0166	0.08	14/12/11	30/9/17
Daniel Pretorius	-	-	-					
Vincent Savage	2,500,000	833,333	33	14/12/11	0.0166	0.08	14/12/11	30/9/17
Phillip Hains	500,000	166,667	33	14/12/11	0.0166	0.08	14/12/11	30/9/17
Hulme Scholes	-	-	-					
	7,500,000	**2,500,000**						
Tim Chapman	2,500,000	833,333	33	30/8/11	0.0218	0.08	30/8/11	30/9/17
	2,500,000	**833,333**						

2011								
Michael Quinert	500,000	500,000	100	26/5/11	0.0302	0.10	26/5/11	26/5/16
Daniel Pretorius	-	-	-					
Phillip Hains	-	-	-					
Hulme Scholes	250,000	250,000	100	26/5/11	0.0302	0.10	26/5/11	26/5/16
	750,000	**750,000**						
Tim Chapman	200,000	200,000	100	26/5/11	0.0302	0.10	26/5/11	26/5/16
	200,000	**200,000**						

Option holders do not have any rights to participate in any issues of shares or other interests in the Company or any other entity. Option holders hold no voting rights. On exercise, each option is convertible into one ordinary Share.

For more information on the terms and conditions of each grant of Options issued during the financial year, please refer to note 15 "Issued Capital".

EMPLOYMENT CONTRACTS OF DIRECTORS AND KEY MANAGEMENT PERSONNEL

	Duration of contract	Period of notice to terminate	Termination payments
Phillip Hains	No fixed period	3 months by either party	None

MEETINGS OF DIRECTORS

The number of meetings of the Company's Board of Directors and of each board committee held during the year ended 30 June 2012, and the number of meetings attended by each director were:

	Full Board		Audit, Risk & Compliance Committee		Remuneration & Nomination Committee	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended	Number eligible to attend	Number attended
Michael Quinert	7	7	5	4	-	-
Daniel Pretorius	7	6	-	-	-	-
Phillip Hains	7	7	5	5	1	1
Hulme Scholes	7	2	-	-	-	-
Vincent Savage	2	2	3	2	1	1

INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

During the financial year the Company entered into an insurance policy to indemnify Directors and Officers against certain liabilities incurred as a Director or Officer, including costs and expenses associated in successfully defending legal proceedings. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium. The Company has not otherwise, during or since the financial year, indemnified or agreed to indemnify an Officer or Auditor of the Company or of any related body corporate against a liability incurred as such as Officer or Auditor.

SHARE OPTIONS

At the date of this report, the unissued ordinary shares of West Wits Mining Limited under option are as follows:

Quantity	ASX code	Exercise price	Expiry date
8,800,000	WWIAM	$0.20	15/12/2012
300,000	WWIAO	$0.30	07/03/2013
6,083,331	WWIAI	$0.20	9/12/2013
11,562,500[1]	WWIO	$0.08	28/07/2014
1,528,701	WWIAQ	$0.20	03/12/2014
1,150,000	WWIAS	$0.10	26/05/2016
30,000,000	WWIAK	$0.08	28/07/2016
19,000,000	WWIAY	$0.08	30/09/2017
78,424,532			

[1] *Listed option (WWIO).*

SHARES ISSUED AS A RESULT OF THE EXERCISE OF OPTIONS

No Options were exercised during the year (2011: Nil).

PROCEEDINGS ON BEHALF OF THE COMPANY

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

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

ROUNDING

The Company is of a kind referred to in Class Order 98/100, issued by the Australian Securities and Investments Commission, relating to 'rounding-off' of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, the nearest dollar.

NON-AUDIT SERVICES

No fees for non-audit services were paid or payable to the external auditor of the parent entity during the year ended 30 June 2012 (2011: Nil).

AUDITOR'S INDEPENDENCE DECLARATION

The lead auditor's independence declaration as required under section 307C of the Corporations Act 2001 for the year ended 30 June 2012 has been received and can be found on p 24 of the Directors' Report.

This report is made in accordance with a resolution of Directors.

Michael Quinert
Chairman

Dated this 28th day of September 2012

INDEPENDENCE DECLARATION

William Buck

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF WEST WITS MINING LIMITED

I declare that, to the best of my knowledge and belief during the year ended 30 June 2012 there have been:

— no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and

— no contraventions of any applicable code of professional conduct in relation to the audit.

William Buck.

William Buck Audit (VIC) Pty Ltd
ABN 59 116 151 136

J.C. Luckins
Director

Dated this 28th day of September, 2012

Sydney
Melbourne
Brisbane
Perth
Adelaide
Auckland

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STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2012

	Note	2012 $ '000	2011 $ '000
Revenue	3	77	85
Gross profit/(loss)		77	85
Depreciation		(26)	(24)
Employee expenses		(69)	(147)
Directors' fees		(448)	(267)
Corporate administration		(655)	(580)
Consultancy		(441)	(308)
Legal & professional		(188)	(92)
Travel & marketing		(211)	(165)
Loss on sale of assets	4	(4,641)	-
Exploration expense	12	(838)	(85)
Foreign exchange gain/(loss)		-	(9)
Reversal of rehabilitation expense	17	334	-
Profit/(loss) before tax		(7,106)	(1,592)
Income tax expense		-	-
Profit/(loss) for the year		**(7,106)**	**(1,592)**
Other comprehensive income/(loss):			
Exchange differences on translating foreign operations		(1,729)	(2,467)
Other comprehensive income / (loss) for the year, net of tax		(1,729)	(2,467)
Total comprehensive income / (loss) for the year		**(8,835)**	**(4,059)**
Profit/(loss) attributable to:			
Owners of the parent		(3,658)	(1,085)
Non-controlling interests		(3,448)	(507)
		(7,106)	(1,592)
Total comprehensive income /(loss) attributable to:			
Owners of the parent		(4,632)	(2,861)
Non-controlling interests		(4,203)	(1,198)
		(8,835)	(4,059)
Basic earnings per share (cents per share)	8	(1.49)	(0.88)
Diluted earnings per share (cents per share)	8	(1.49)	(0.88)

The accompanying notes form part of these financial statements.

STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2012

	Note	2012 $ '000	2011 $ '000
ASSETS			
NON-CURRENT ASSETS			
Trade and other receivables	9	4,693	16
Property, plant and equipment	10	181	23
Exploration and evaluation	12	13,828	19,963
Intangible asset	11	110	-
Total non-current assets		18,812	20,002
CURRENT ASSETS			
Cash and cash equivalents	13	2,077	469
Trade and other receivables	9	3,161	1,720
Other current assets	14	18	19
Total current assets		5,256	2,208
Total assets		**24,068**	**22,210**
EQUITY AND LIABILITIES			
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT			
Share capital	15	29,582	23,744
Accumulated losses		(8,038)	(4,380)
Other components of equity	16	(4,521)	(3,548)
		17,022	15,816
Non-controlling interests		1,562	5,765
Total equity		18,584	21,581
NON-CURRENT LIABILITIES			
Long term provisions	17	-	370
Unearned Income	19	4,000	-
Other payables	18	423	-
Total non-current liabilities		4,423	370
CURRENT LIABILITIES			
Trade and other payables	18	791	258
Short-term provisions	17	-	1
Other payables	18	270	-
Total current liabilities		1,061	259
Total liabilities		5,484	629
Total equity and liabilities		**24,068**	**22,210**

The accompanying notes form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2012

	Share capital	Other components of equity	Retained earnings	Total	Non-controlling interests	Total equity
Economic Entity	$ '000	$ '000	$ '000	$ '000	$ '000	$ '000
Balance as at 1 July 2010	23,166	(1,772)	(3,295)	18,099	6,964	25,063
Total comprehensive loss for the year	-	(1,776)	(1,085)	(2,861)	(1,199)	(4,060)
TRANSACTIONS WITH OWNERS IN THEIR CAPACITY AS OWNERS:						
Shares issued net of costs	276	-	-	276	-	276
Options issued net of costs	30	-	-	30	-	30
Cash held in trust pending issue of capital	272	-	-	272	-	272
Balance at 30 June 2011	**23,744**	**(3,548)**	**(4,380)**	**15,816**	**5,765**	**21,581**
Total comprehensive loss for the year	-	(973)	(3,658)	(4,632)	(4,203)	(8,835)
TRANSACTIONS WITH OWNERS IN THEIR CAPACITY AS OWNERS:						
Shares issued net of costs	5,072	-	-	5,072	-	5,072
Options issued net of costs	766	-	-	766	-	766
Balance at 30 June 2012	**29,582**	**(4,521)**	**(8,038)**	**17,022**	**1,562**	**18,584**

The accompanying notes form part of these financial statements.

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2012

	2012	2011
	$ '000	$ '000
CASH FLOWS FROM OPERATING ACTIVITIES		
Payments to suppliers and employees	(2,994)	(2,221)
Interest received	69	33
Net cash flows (used in)/from operating activities	**(2,925)**	**(2,188)**
CASH FLOWS RELATED TO INVESTING ACTIVITIES		
Payment for purchases of plant and equipment	(23)	(6)
Loans repaid by other entities	1,701	265
Acquisition of Subsidiary, net of cash acquired	(347)	-
Proceeds from sales of mining assets	2,000	-
Net cash flows (used in)/from investing activities	**3,331**	**259**
CASH FLOWS RELATED TO FINANCING ACTIVITIES		
Proceeds from issues of securities	1,578	602
Capital raising costs	(192)	(24)
Net cash flows from financing activities	**1,386**	**578**
Net increase/(decrease) in cash and cash equivalents	1,792	(1,351)
Cash and cash equivalents at the beginning of the year	469	1,826
Effects of exchange rate changes on cash and cash equivalents	(184)	(6)
Cash and cash equivalents at the end of the year	**2,077**	**469**

The accompanying notes form part of these financial statements.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

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

The financial statements cover the economic entity of West Wits Mining Limited and controlled entities (the "economic entity" or "group"). West Wits Mining Limited is a listed public company, incorporated and domiciled in Australia.

The financial statements of the economic entity comply with all International Financial Reporting Standards.

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

BASIS OF PREPARATION

Reporting basis and conventions

The financial statements have been prepared on an accruals basis and are based on historical costs modified by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

During the current year the economic Entity adopted all new and revised Australian Accounting Standards and Interpretations applicable to its operations which became mandatory. The adoption of these standards has impacted the recognition, measurement and disclosure of certain transactions. Refer to Note 1(u) for further details.

GOING CONCERN

The economic entity reported a net loss for the year after income tax and before eliminating non-controlling interest of $7,106,208 (2011: $1,591,739) and operating cash outflows of $2,924,419 (30 June 2011: $2,188,407). At 30 June 2012 the economic entity had $2,077,060 Cash at Bank (30 June 2011: $469,294).

The economic entity intends to continue to conduct significant future exploration activities. Alternatively, the economic entity may seek to commence extraction activities of existing gold areas of interest. Based on these future activities, the economic entity's continuing viability, its ability to continue as a going concern and to meet its debts and commitments and as they fall due, are subject to:

- the collection of receivables from the sale of mining assets to Mintails Limited as detailed in Note 4;
- the economic entity has the ability to scale down its operations if required;
- the Directors may consider entering into a joint venture arrangement over some of the tenements should a suitable joint venture partner be found; and
- the Directors may consider issuing further shares to raise further capital for the purpose of further exploration and/or development of mining tenements.

Based on the successful execution of the above the Directors are satisfied that the economic entity has access to sufficient cash flows to meet commitments over the next twelve months, and for that reason the financial statements have been prepared on the basis that the economic entity is a going concern, which contemplates the continuity of normal business activity, realisation of assets and the settlement of liabilities in the normal course of business.

Should the economic entity be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the economic entity not continue as a going concern.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES continued

ACCOUNTING POLICIES

a) Principles of consolidation

A controlled entity is any entity West Wits Mining Limited has the power to control the financial and operating policies of, so as to obtain benefits from its activities.

A list of controlled entities is contained in Note 20 to the financial statements.

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

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

Non-controlling interests in the equity and results of the entities that are controlled are shown as a separate item in the consolidated financial statements.

The separate financial statements of the parent entity West Wits Mining Limited, have not been presented within the financial statements as permitted by amendments to the Corporations Act 2001 effective as at 28 June 2010.

b) Plant and equipment

Depreciation

The depreciable amount of all fixed assets is depreciated on a straight-line basis over their useful lives to the economic entity commencing from the time the asset is held ready for use.

The depreciation rates used for each class of depreciable assets are:

Plant & equipment:	10% - 33%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

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

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

c) Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. Cost is measured as the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange. Where equity instruments are issued in an acquisition they are valued according to fair value. Fair value is determined with reference to arm's length transactions, similar instruments and option pricing models. Transaction costs arising on the issue of equity instruments are recognised directly in equity.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non controlling interest. Non-controlling interests are measured at either fair value or the proportionate share of the acquiree's identifiable net assets. The excess of the cost of acquisition over the fair value of the economic entity's share of the identifiable net assets acquired is recognised as goodwill. If the cost of acquisition is less than the economic entity's share of the fair value of the identifiable net assets of the subsidiary acquired, the difference is recognised directly in the statement of comprehensive income, but only after a reassessment of the identification and measurement of the net assets acquired.

d) Financial assets

Recognition

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

Loans and receivables

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

The carrying amount of loans and receivables is considered a reasonable approximation of their fair value due to their short term nature.

The group has no other financial assets.

Fair value

Fair value is determined based on current bid prices for all quoted investments at reporting dates. Valuation techniques are applied to determine 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 economic entity assess whether there is objective evidence that a financial asset has been impaired. Impairment losses are recognised in the statement of comprehensive income.

Impairment of intercompany receivables

Intercompany receivable accounts are reviewed by the Directors at the end of each reporting period for impairment. Factors considered as critical to the valuation of the intercompany receivables are the likelihood of medium to long-term commercial success of subsidiaries and their ability to generate sufficient cash to repay the receivables.

e) Intangibles

Goodwill

Goodwill and goodwill on consolidation are initially recorded at the amount by which the purchase price for a business or for an ownership interest in a controlled entity exceeds the fair value attributed to its net assets at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisition of associates is included in investment in associates. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Other intangibles

Other intangible assets are recognised at cost of acquisition. If they have a finite life, they are carried at cost less any accumulated amortisation and impairment losses. They are amortised over their useful life.

If the intangible asset is deemed to have an infinite life, it is tested annually for impairment and carried at cost less accumulated impairment losses.

f) Cash and cash equivalents

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

g) Provisions

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

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES continued

h) Employee benefits

Provision is made for the economic entity's liability for employee benefits arising from services rendered by employees up to the end of the reporting period. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. In determining the liability, consideration is given to employee wage increases and the probability that the employee may satisfy vesting requirements. Those cash flows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cash flows.

i) Income tax

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

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the Group will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

The charge for current income tax expense is based on the profit adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the end of the reporting period.

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

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

j) Revenue

Revenue from the sale of goods is recognised upon the delivery of goods to customers.

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

Revenue from the rendering of services is recognised upon the delivery of the service to the customers.

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

k) Goods and Services Tax (GST)/ Value Added Tax (VAT)

Revenues, expenses and assets are recognised net of the amount of GST/VAT, except where the amount of GST/VAT incurred is not recoverable from the Taxation Authority. In these circumstances the GST/VAT is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST/VAT.

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

l) Impairment of assets

At the end of each reporting period, the economic entity reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of comprehensive income.

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

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

m) Trade other other payables

Liabilities for trade creditors and other amounts are initially recognised at the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the economic entity. They are subsequently measured at amortised cost.

Payables to related parties are carried at the principle. Interest, when charged by the lender is recognised as an expense on an accruals basis.

n) Trade and other receivables

Trade receivables are recognised and carried at original invoice amount less a provision for any uncollectible debts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written-off as incurred.

Receivables from related parties are recognised and carried at the nominal amount due. Interest is taken up as income on an accrual basis.

o) Foreign currency transactions and balances

Functional and presentation currency

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

Transaction and balances

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

Exchange differences arising on the translation of monetary items are recognised in the statement of comprehensive income, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in equity to the extent that the gain or loss is directly recognised in equity; otherwise the exchange difference is recognised in the statement of comprehensive income.

Economic entity companies

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

- assets and liabilities are translated at year-end exchange rates prevailing at the end of the reporting period;
- income and expenses are translated at average exchange rates for the period; and
- retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations are transferred directly to the economic entity's foreign currency translation reserve in the statement of financial position. These differences are recognised in the statement of comprehensive income in the period in which the operation is disposed.

p) Exploration and development expenditure

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

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES continued

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 an undiscounted basis.

Any changes in the estimates for the costs are accounted on a prospective basis. In determining the costs of site restoration, there is an uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation.

q) Issued capital

Ordinary issued capital is recognised as the fair value of the consideration received by the Company.

Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

r) Share-based payments

Equity settled share-based payments are measured at fair value at the date of grant. Fair value for shares and listed options is measured using market value. Fair value for unlisted options is measured by use of the Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate for the effects of non-transferability or exercise restrictions.

The fair value determined at the grant date of the equity-settled share-based payment is expensed on a straight-line basis over the vesting period, based on the economic entity's estimate of equity that will eventually vest.

s) Earnings per Share

Basic earnings per share is determined by dividing the result from ordinary activities after related income tax expense by the weighted average number of ordinary shares outstanding during the financial year. Diluted loss per share is equivalent to basic earnings per share as the potentially dilutive securities are excluded from the computation of diluted loss per share because the effect is anti-dilutive.

t) Round of amounts

The economic entity is of a kind referred to in Class Order 98/100, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, the nearest dollar.

u) New accounting standards and interpretations

During the current year the economic entity adopted all of the new and revised Australian Accounting Standards and Interpretations applicable to its operations which became mandatory.

v) Adoption of new accounting standards and interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the economic entity for the annual reporting period ended 30 June 2012. The economic entity's assessment of the impact of these new or amended Accounting Standards and Interpretations which are considered most relevant to the economic entity's operations, are set out below:

Summary	Application date for standard	Impact on group financial report	Application date for the economic entity
Reference: AASB 2011-9			
Title: Amendments to Australian Accounting Standards – Presentation of Other Comprehensive Income [AASB 1, 5, 7, 101, 112, 120, 121, 132, 133, 134, 1039 & 1049]			
This Standard requires entities to group items presented in other comprehensive income on the basis of whether they might be reclassified subsequently to profit or loss and those that will not.	1 July 2012	Minimal	1 July 2012
Reference: AASB 10			
Title: Consolidated Financial Statements			
AASB 10 establishes a new control model that applies to all entities. It replaces parts of AASB 127 Consolidated and Separate Financial Statements dealing with the accounting for consolidated financial statements and UIG-112 Consolidation – Special Purpose Entities. The new control model broadens the situations when an entity is considered to be controlled by another entity and includes new guidance for applying the model to specific situations, including when acting as a manager may give control, the impact of potential voting rights and when holding less than a majority voting rights may give control. Consequential amendments were also made to other standards via AASB 2011-7.	1 January 2013	Minimal	1 July 2013
Reference: AASB 9			
Title: Financial Instruments			
AASB 9 includes requirements for the classification and measurement of financial assets. It was further amended by AASB 2010-7 to reflect amendments to the accounting for financial liabilities. a) These requirements improve and simplify the approach for classification and measurement of financial assets compared with the requirements of AASB 139. The main changes are described below. b) Financial assets that are debt instruments will be classified based on (1) the objective of the entity's business model for managing the financial assets; (2) the characteristics of the contractual cash flows. c) Allows an irrevocable election on initial recognition to present gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. Dividends in respect of these investments that are a return on investment can be recognised in profit or loss and there is no impairment or recycling on disposal of the instrument. d) Financial assets can be designated and measured at fair value through profit or loss at initial recognition if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities, or recognising the gains and losses on them, on different bases. e) Where the fair value option is used for financial liabilities the change in fair value is to be accounted for as follows: • The change attributable to changes in credit risk are presented in other comprehensive income (OCI) • The remaining change is presented in profit or loss If this approach creates or enlarges an accounting mismatch in the profit or loss, the effect of the changes in credit risk are also presented in profit or loss. Consequential amendments were also made to other standards as a result of AASB 9, introduced by AASB 2009-11 and superseded by AASB 2010-7 and 2010-10.	1 January 2015*	Minimal	1 July 2015

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES continued

Summary	Application date for standard	Impact on group financial report	Application date for the economic entity
Reference: AASB 11 **Title: Joint Arrangements**			
AASB 11 replaces AASB 131 Interests in Joint Ventures and UIG-113 Jointly- controlled Entities – Non-monetary Contributions by Ventures. AASB 11 uses the principle of control in AASB 10 to define joint control, and therefore the determination of whether joint control exists may change. In addition it removes the option to account for jointly controlled entities (JCEs) using proportionate consolidation. Instead, accounting for a joint arrangement is dependent on the nature of the rights and obligations arising from the arrangement. Joint operations that give the venturers a right to the underlying assets and obligations themselves is accounted for by recognising the share of those assets and obligations. Joint ventures that give the venturers a right to the net assets is accounted for using the equity method. Consequential amendments were also made to other standards via AASB 2011-7 and amendments to AASB 128.	1 January 2013	Minimal	1 July 2013
Reference: AASB 12 **Title: Disclosure of Interests in Other Entities**			
AASB 12 includes all disclosures relating to an entity's interests in subsidiaries, joint arrangements, associates and structures entities. New disclosures have been introduced about the judgments made by management to determine whether control exists, and to require summarised information about joint arrangements, associates and structured entities and subsidiaries with non-controlling interests.	1 January 2013	Minimal	1 July 2013
Reference: AASB 13 **Title: Fair Value Measurement**			
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. Application of this definition may result in different fair values being determined for the relevant assets. AASB 13 also expands the disclosure requirements for all assets or liabilities carried at fair value. This includes information about the assumptions made and the qualitative impact of those assumptions on the fair value determined. Consequential amendments were also made to other standards via AASB 2011-8.	1 January 2013	Minimal	1 July 2013

Summary	Application date for standard	Impact on group financial report	Application date for the economic entity
Reference: AASB 119			
Title: Employee Benefits			
The main change introduced by this standard is to revise the accounting for defined benefit plans. The amendment removes the options for accounting for the liability, and requires that the liabilities arising from such plans is recognized in full with actuarial gains and losses being recognized in other comprehensive income. It also revised the method of calculating the return on plan assets. The revised standard changes the definition of short-term employee benefits. The distinction between short-term and other long-term employee benefits is now based on whether the benefits are expected to be settled wholly within 12 months after the reporting date. Consequential amendments were also made to other standards via AASB 2011-10.	1 January 2013	Minimal	1 July 2013
Reference: Interpretation 20			
Title: Stripping Costs in the Production Phase of a Surface Mine			
This interpretation applies to stripping costs incurred during the production phase of a surface mine. Production stripping costs are to be capitalised as part of an asset, if an entity can demonstrate that it is probable future economic benefits will be realised, the costs can be reliably measured and the entity can identify the component of an ore body for which access has been improved. This asset is to be called the "stripping activity asset". The stripping activity asset shall be depreciated or amortised on a systematic basis, over the expected useful life of the identified component of the ore body that becomes more accessible as a result of the stripping activity. The units of production method shall be applied unless another method is more appropriate. Consequential amendments were also made to other standards via AASB 2011-12.	1 January 2013	Minimal	1 July 2013
Reference: AASB 2011-4			
Title: Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements [AASB 124]			
This Amendment deletes from AASB 124 individual key management personnel disclosure requirements for disclosing entities that are not companies.	1 July 2013	Minimal	1 July 2013
Reference: AASB 2012-2			
Title: Amendments to Australian Accounting Standards – Disclosures – Offsetting Financial Assets and Financial Liabilities			
AASB 2012-2 principally amends AASB 7 Financial Instruments: Disclosures to require disclosure of 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 financial position.	1 January 2013	Minimal	1 July 2013

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES continued

Summary	Application date for standard	Impact on group financial report	Application date for the economic entity
Reference: AASB 2012-5			
Title: Amendments to Australian Accounting Standards arising from Annual Improvements 2009–2011 Cycle			
AASB 2012-5 makes amendments resulting from the 2009-2011 Annual Improvements Cycle. The Standard addresses a range of improvements, including the following: • repeat application of AASB 1 is permitted (AASB 1); and • clarification of the comparative information requirements when an entity provides a third balance sheet (AASB 101 Presentation of Financial Statements).	1 January 2013	Minimal	1 July 2013
Reference: AASB 2012-3			
Title: Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities			
AASB 2012-3 adds application guidance to AASB 132 Financial Instruments: Presentation to address inconsistencies identified in applying some of the offsetting criteria of AASB 132, including clarifying the meaning of "currently has a legally enforceable right of set-off" and that some gross settlement systems may be considered equivalent to net settlement.	1 January 2014	Minimal	1 July 2015

* *AASB ED 215 Mandatory effective date of IFRS 9 proposes to defer the mandatory effective date of AASB 9 from annual periods beginning 1 January 2013 to annual periods beginning on or after 1 January 2015, with early application permitted. At the time of preparation, finalisation of standard is still pending by the AASB. However, the IASB has deferred the mandatory effective date of IFRS 9 to annual periods beginning on or after 1 January 2015, with early application permitted.*

w) Critical accounting estimates and assumptions

Exploration – Refer to Note 1 (l) and (p)

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

x) The financial report was authorised for issue on 28th September 2012 by the Board of Directors

NOTE 2: PARENT INFORMATION

The following information has been extracted from the books and records of the parent and has been prepared in accordance with accounting standards.

	Statement of Financial Position - Parent Entity	
	2012	2011
	$ '000	$ '000
ASSETS		
NON-CURRENT ASSETS		
Trade and other receivables	14,181	12,846
Other financial assets	12,830	8,250
Property, plant and equipment	5	7
Total non-current assets	27,016	21,103
CURRENT ASSETS		
Cash and cash equivalents	159	440
Trade and other receivables	27	24
Other current assets	13	9
Total current assets	199	473
Total assets	**27,215**	**21,576**
EQUITY AND LIABILITIES		
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT		
Share capital	29,582	23,744
Retained earnings	(2,579)	(2,230)
Total equity	27,003	21,514
LIABILITIES		
Trade and other payables	212	62
Total liabilities	212	62
Total equity and liabilities	**27,215**	**21,576**

	Statement of Comprehensive Income - Parent Entity	
	2012	2011
	$ '000	$ '000
Loss for the year	(349)	(371)
Total comprehensive income/(loss) for the year	**(349)**	**(371)**

NOTE 2: PARENT INFORMATION continued

GUARANTEES

West Wits Mining Ltd has not entered into any guarantees, in the current or previous financial year, in relation to the debts of its subsidiaries (2011: Nil).

CONTINGENT LIABILITIES

At 30 June 2012 West Wits Mining Ltd had no contingent liabilities (2011: Nil).

NOTE 3: REVENUE

	2012	2011
	$ '000	$ '000
OPERATING ACTIVITIES		
Interest received - other parties	68	35
Total operating revenue	68	35
NON-OPERATING ACTIVITIES		
Sundry revenue	9	50
Total non-operating activities	9	50
Total revenue	**77**	**85**

NOTE 4: EXPENSES FOR THE YEAR

The Company has been pursuing the goal of realising value from its South African mining assets in order to fund further exploration program and development of the Derewo River Gold Project. In the 31st December 2011 half-year review report, the Company had reclassified the carrying value attributable to the Randfontein Cluster as "Asset Held For Sale", pending the completion of the due diligence and finalisation of sale contract.

On 25th January 2012, the Company announced that it entered into an agreement to sell its Randfontein Cluster exploration assets to Mintails Limited, for AUD$9,000,000 subject to completion of due diligence.

On 17th May 2012, the Company had completed the sale of the Randfontein Cluster exploration assets to Mintails Limited for AUD $9,000,000.00. Under the terms of the sale, deferred payment terms were as below:

	$ '000
Initial payment received on 23 May 2012:	2,000
Due 6 months from initial payment:	1,000
Due 9 months from initial payment:	1,000
Due 12 months from initial payment:	1,000
Due later of 15 months from initial payment or upon grant of transfer of title by South African Department of Minerals & Resources:	1,000
Due upon grant of transfer of title by South African Department of Minerals & Resources:	3,000*
Total payments	**9,000**

* *Paid progressively based on R110 per tonne of ore processed.*

Due to the delayed payment terms, the following revenue and expense was recognised in the current year:

Income recognised in the 2012 year:	5,000
Carrying value of assets sold:	(9,492)
Foreign exchange loss on assets sold:	(149)
Loss on sale of assets	**(4,641)**

NOTE 5: INCOME TAX EXPENSE

	Note	2012 $ '000	2011 $ '000
A) THE COMPONENTS OF TAX EXPENSE COMPRISE:			
Current tax expense/(income) unrecognised		656	415
- Deferred tax due to temporary differences - unrecognised		6	85
		662	500
B) THE PRIMA FACIE TAX ON LOSSES FROM ORDINARY ACTIVITIES BEFORE INCOME TAX IS RECONCILED TO THE INCOME TAX AS FOLLOWS:			
Prima facie tax payable on loss from ordinary activities before income tax at 30% (2011: 30%):			
- Economic entity		(2,132)	(478)
- Effect of different tax rates of subsidiaries operating in other jurisdictions	D)	143	12
		(1,988)	(466)
ADD			
Tax effect of:			
- Non-deductible legal fees		14	28
- Entertainment expenses		4	2
- Share options expensed during the year		185	9
- Unearned income		1,233	-
		1,435	39
LESS			
Tax effect of:			
- Section 40-880 deduction		(109)	(73)
		(109)	(73)
Deferred tax asset not bought to account		662	500
Income tax attributable to entity		-	-
C) DEFERRED TAX ASSETS NOT BOUGHT TO ACCOUNT, THE BENEFITS OF WHICH WILL ONLY BE REALISED IF THE CONDITIONS FOR DEDUCTIBILITY SET OUT IN NOTE 1 (B) IS MET:			
The directors estimate that the potential deferred tax asset at 30 June 2012 in respect of tax losses not brought to account is:			
Carried forward losses		1,423	761
D) THE TAX RATE OF SUBSIDIARIES OPERATING IN OTHER JURISDICTIONS ARE:			
- South Africa 29% (2011: 29%)			
- Indonesia 25% (2011: 25%)			
- Hong Kong 16.5% (2011: 16.5%)			

NOTE 6: KEY MANAGEMENT PERSONNEL

A) DIRECTORS

The following persons were Directors of West Wits Mining Limited during the financial year:

Name	Position
Michael Quinert	Executive Chairman
Daniel Pretorius	Non-Executive Director
Vincent Savage	Non-Executive Director
Phillip Hains	Non- Executive Director and Company Secretary
Hulme Scholes	Non-Executive Director

B) OTHER KEY MANAGEMENT PERSONNEL

The following person also had authority and responsibility for planning, directing and controlling the activities of the economic entity, directly or indirectly during the financial year:

Name	Position	Employer
Tim Chapman	General Manager - Corporate	West Wits Mining Ltd

C) KEY MANAGEMENT PERSONNEL COMPENSATION

	2012	2011
	$ '000	$ '000
SHORT-TERM EMPLOYMENT BENEFITS		
Cash, salary and fees	487	401
Other	180	180
	667	581
SHARE BASED PAYMENTS		
Equity settled options	108	29
	108	29
Total	**775**	**610**

D) OPTIONS AND RIGHTS HOLDINGS

The number of options over ordinary shares in the Company held during the financial year by each Director of West Wits Mining Limited and other Key Management Personnel of the economic entity, including their personally related parties, are set out below:

2012	Balance at start of the year	Granted as compen-sation	Options exercised	Net change other**	Balance at end of the year	Vested & exercisable	Escrowed & unvested
Michael Quinert	4,476,192	4,500,000	-	-	8,976,192	5,690,477	3,285,715
Daniel Pretorius	1,000,000	-	-	-	1,000,000	1,000,000	-
Vincent Savage*	12,500,000	2,500,000	-	-	15,000,000	13,333,333	1,666,667
Phillip Hains	-	500,000	-	87,500	587,500	254,167	333,333
Hulme Scholes	250,000	-	-	-	250,000	250,000	-
	18,226,192	7,500,000	-	87,500	25,813,692	20,527,977	5,285,715
Tim Chapman	1,389,744	2,500,000	-	-	3,889,744	3,735,897	153,847
Trevor Neale	-	3,000,000	-	-	3,000,000	1,000,000	2,000,000
	1,389,744	5,500,000	-	-	6,889,744	4,735,897	2,153,847
TOTAL	**19,615,936**	**13,000,000**	**-**	**87,500**	**32,703,436**	**25,263,874**	**7,439,562**

2011							
Michael Quinert	3,976,192	500,000	-	-	4,476,192	4,190,477	285,715
Daniel Pretorius	1,000,000	-	-	-	1,000,000	1,000,000	-
Phillip Hains	-	-	-	-	-	-	-
Hulme Scholes	-	250,000	-	-	250,000	250,000	-
Grant Ferguson*	5,611,112	-	-	-	5,611,112	4,944,445	666,667
Diederik van der Walt*	1,988,096	-	-	-	1,988,096	1,845,238	142,858
	12,575,400	750,000	-	-	13,325,400	12,230,160	1,095,240
Tim Chapman	1,189,744	200,000	-	-	1,389,744	1,235,897	153,847
Louis Roos*	1,289,744	-	-	-	1,289,744	1,135,897	153,847
	2,479,488	200,000	-	-	2,679,488	2,371,794	307,694
TOTAL	**15,054,888**	**950,000**	**-**	**-**	**16,004,888**	**14,601,954**	**1,402,934**

* *Balance at date of appointment/ resignation.*

** *Net change other refers to options issued for the year under review or traded on/off market, other than for compensation.*

NOTE 6: KEY MANAGEMENT PERSONNEL continued

E) SHAREHOLDINGS

The number of shares in the Company held during the financial year by each Director of West Wits Mining Limited and other Key Management Personnel of the economic entity, including their personally related parties, are set out below. There were no shares granted during the period as compensation.

2012	Balance at start of year	Received as compensation	Options exercised	Net change other**	Balance at the end of the year
Michael Quinert	1,757,620	-	-	275,000	2,032,620
Daniel Pretorius	-	-	-	-	-
Vincent Savage*#	1,337,975	-	-	-	1,337,975
Phillip Hains	600,000	-	-	350,000	950,000
Hulme Scholes	-	-	-	-	-
TOTAL	**3,695,595**	**-**	**-**	**625,000**	**4,320,595**
Tim Chapman	115,000	-	-	-	115,000
TOTAL	**115,000**	**-**	**-**	**-**	**115,000**

2011					
Michael Quinert	1,757,620	-	-	-	1,757,620
Daniel Pretorius	-	-	-	-	-
Phillip Hains	-	-	-	600,000	600,000
Hulme Scholes	-	-	-	-	-
Grant Ferguson*	250,000	-	-	-	250,000
Diederik van der Walt*	-	-	-	-	-
TOTAL	**2,007,620**	**-**	**-**	**600,000**	**2,607,620**
Tim Chapman	115,000	-	-	-	115,000
TOTAL	**115,000**	**-**	**-**	**-**	**115,000**

* *Balance at date of appointment/ resignation.*

** *Net change other refers to shares issued for the year under review or traded on/off market, other than for compensation.*

In addition to the above ordinary shareholdings, Mr Savage also has an indirect interest in 46,000,000 performance shares. These 46,000,000 performance shares are convertible to ordinary shares upon reaching 20,000 oz of gold on or before 27 July 2013.

F) LOANS TO DIRECTORS AND KEY MANAGEMENT PERSONNEL

There were no loans made to Directors and other Key Management Personnel of the economic entity, including their personally related parties.

G)OTHER TRANSACTIONS WITH KEY MANAGEMENT PERSONNEL

There were no other transactions with Key Management Personnel not disclosed elsewhere in this report.

H) OPTION VALUATION

The unlisted options issued to Directors and Key Management Personnel of the economic entity for nil consideration during the period were valued based on the Black-Scholes model, adjusted for their escrow and unlisted nature. The inputs for this model and valuation are disclosed in Note 15.

NOTE 7: AUDITOR'S REMUNERATION

	2012	2011
	$ '000	$ '000
Remuneration of the auditor of the parent entity for:		
- Audit services and review of financial statements	26	30
	26	**30**
Remuneration of other auditors of subsidiaries for:		
- Audit services and review of financial statements	90	81
	90	**81**

NOTE 8: EARNINGS/LOSS PER SHARE

	2012	2011
	cents	cents
A) BASIC EARNINGS/(LOSS) PER SHARE	(1.49)	(0.88)
B) DILUTED EARNINGS/(LOSS) PER SHARE	(1.49)	(0.88)
C) RECONCILIATION OF EARNINGS TO PROFIT/(LOSS)		
Loss	(7,106)	(1,592)
Add back loss attributable to non-controlling interest	3,448	507
Earnings used to calculate basic and diluted EPS	**(3,658)**	**(1,085)**

	No.	No.
D) WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES OUTSTANDING DURING THE YEAR USED IN CALCULATING BASIC AND DILUTED EPS	246,171,800	122,693,494

Diluted loss per share is equivalent to basic loss per share as the potentially dilutive securities are excluded from the computation of diluted loss per share because their effect is anti-dilutive.

NOTE 9: TRADE AND OTHER RECEIVABLES

		2012	2011
	Note	$ '000	$ '000
CURRENT			
Trade receivables		161	1,720
Amounts receivable from:			
- other entities	(i)	3,000	-
		3,161	**1,720**
NON-CURRENT			
Amounts receivable from:			
- associated entities		693	-
- other entities	(i)	4,000	16
		4,693	**16**

(i) Relates to sale proceeds in relation to the sale of mining assets to Mintails Limited as disclosed in Note 4.

NOTE 10: PROPERTY, PLANT AND EQUIPMENT

	Plant & equipment	Total
2012	$ '000	$ '000
Cost	238	238
Accumulated depreciation	(57)	(57)
	181	**181**
Balance at the beginning of year	23	23
Additions	23	23
Disposals	(1)	(1)
WDV of assets acquired through purchase of subsidiaries	169	169
Depreciation expense	(26)	(26)
Effect of movements in exchange rates	(7)	(7)
Carrying amount at the end of the year	**181**	**181**

2011		
Cost	38	38
Accumulated depreciation	(15)	(15)
	23	**23**
Balance at the beginning of year	43	43
Additions	-	-
Disposals	(5)	(5)
WDV of assets acquired through purchase of subsidiaries	-	-
Depreciation expense	(14)	(14)
Effect of movements in exchange rates	(1)	(1)
Carrying amount at the end of the year	**23**	**23**

NOTE 11: INTANGIBLE ASSET

	2012	2011
	$ '000	$ '000
Land right		
Cost	110	-
Accumulated amortisation	-	-
	110	**-**
Balance at beginning of the year	-	-
Acquisition	110	-
Amortisation	-	-
Balance at the end of the year	**110**	**-**

The land right relates to the Company's current right of tenure to conduct mining activities on the Derewo River, Papua Province, Indonesia. The right is currently issued until 2023.

NOTE 12: EXPLORATION & EVALUATION

2012	Derewo River Gold Project $ '000	Rand & DRD Leases $ '000	East Champ D'or Mine $ '000	West Wits Mine, Luipaards Vlei Mine & West Rand Consolidated Lease $ '000	Economic entity total $ '000
Balance at the beginning of the year	-	9,309	1,497	9,157	19,963
Acquisition during the year	-	-	-	-	-
Tenements acquired	4,901	-	-	-	4,901
Exploration expenses	893	25	-	-	918
Tenements disposed	-	-	(1,315)	(8,044)	(9,359)
Foreign exchange translation gain/(loss)	(5)	(1,295)	(182)	(1,113)	(2,595)
Asset reclassified as 'held for sale'	-	-	-	-	-
Carrying amount at the end of the year	**5,789**	**8,039**	**-**	**-**	**13,828**

2011					
Balance at the beginning of the year	-	10,209	1,645	9,937	21,791
Tenements acquired	-	-	-	-	-
Exploration expenses	-	82	11	176	269
Foreign exchange translation gain/(loss)	-	(982)	(159)	(956)	(2,097)
Carrying amount at the end of the year	**-**	**9,309**	**1,497**	**9,157**	**19,963**

	2012 $ '000	2011 $ '000
Exploration expenditure - capitalised	918	269
Exploration expenditure - non-capitalised	838	85
	1,756	**354**

NOTE 13: CASH AND CASH EQUIVALENTS

	2012	2011
	$ '000	$ '000
Cash at bank	2,077	469
	2,077	**469**
RECONCILIATION OF CASH		
Cash at the end of the financial year as show in the statement of cash flows reconciled to items in the statement of financial position as follows:		
Cash and cash equivalents	2,077	469
	2,077	**469**

NOTE 14: OTHER ASSETS

	2012	2011
	$ '000	$ '000
CURRENT		
Prepayments	18	19
	18	**19**

NOTE 15: ISSUED CAPITAL

		2012	2011
		$	$
Ordinary shares	A)	28,340,552	23,268,567
Options over shares	B)	1,241,108	475,304
		29,581,660	**23,743,871**

		2012		2011	
	Note	**No.**	**$**	**No.**	**$**
A) ORDINARY SHARES					
At the beginning of the reporting period		129,472,340	23,268,567	121,972,340	22,721,020
Shares issued during year	(i)	126,250,000	5,658,000	7,500,000	300,000
Exercise of options		-	-	-	-
Working Capital received @ $0.04 per share prior to the end of the reporting period	(ii)	-	-	-	272,000
Cost of lapsed options		-	-	-	-
Transaction costs relating to share issues		-	(586,015)	-	(24,453)
At reporting date		**255,722,340**	**28,340,552**	**129,472,340**	**23,268,567**

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held. At shareholders meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

The Company is not limited to the number of equity instruments it can issue.

(i) 2012	Details	Number	Issue price $	$
28/07/2011	Share Purchase Plan	12,500,000	0.02	228,000
28/07/2011	Issued to fund working capital requirement	33,750,000	0.04	1,350,000
28/07/2011	Acquisition of Derewo River Gold Project	78,984,251	0.05	4,028,197
12/10/2011	Acquisition of Derewo River Gold Project	1,015,749	0.05	51,803
		126,250,000		**5,658,000**

(i) 2011				
26/05/2011	Working capital as per announcement 26 May, 2011	7,500,000	0.04	300,000
		7,500,000		**300,000**

(ii) Monies received by the Company from shareholders prior to the offer closure date for the Share Purchase Plan dated 26 May 2011. Shares were subsequently issued on 28 July 2011.

		2012		2011	
	Note	No.	$	No.	$
B) OPTIONS					
At the beginning of the reporting period		17,862,032	475,304	18,811,300	445,381
Options issued during year	(i)	60,562,500	765,804	1,150,000	29,923
Exercise of options		-	-	-	-
Expiration of options	(ii)	-	-	(2,099,268)	-
At reporting date		**78,424,532**	**1,241,108**	**17,862,032**	**475,304**

(i) 2012	Details	Number	Value at grant date $	$
28/07/2011	Issue as part of Share Purchase Plan, exercisable @ 0.08 on or before 28/07/2014	3,125,000*	-	-
28/07/2011	Issue to fund working capital requirement	8,437,500*	-	-
28/07/2011	Issue to parties in connection with services provided to the Company, exercisable @ 0.012 on or before 28/07/2016	17,500,000	0.012	393,750
28/07/2011	Options issued as part of Acquisition of Derewo River Gold Project, exercisable @ 0.08 on or before 27/07/2016	12,500,000	0.012	150,000
30/09/2011	Issued to Consultants, exercisable @ $0.08 on or before 30/09/2017	6,000,000	0.031	74,620
30/09/2011	Issued to Consultants, exercisable @ $0.08 on or before 30/09/2017	5,500,000	0.031	68,402
14/12/2011	Issued to Directors, exercisable @ $0.08 on or before 30/09/2017	7,500,000	0.024	76,614
30/06/2012	Expense relating to options issued in previous year	-	-	2,418
		60,562,500		**765,804**

* *These are listed options.*

NOTE 15: ISSUED CAPITAL (continued)

(i) 2011	Details	Number	Value at grant date $	$
26/05/2011	Issued to Directors, exercisable @ $0.10 on or before 26/05/2016	750,000	0.030	22,669
26/05/2011	Issued to Consultants, exercisable @ $0.10 on or before 26/05/2016	400,000	0.030	7,254
		1,150,000		**29,923**

(ii) 2011				
26/05/2011	Options lapsed due to contract conditions not being met	(809,524)	0.000	-
26/05/2011	Options lapsed due to employment conditions not being met	(1,289,744)	0.000	-
		(2,099,268)		**-**

C) SHARE BASED PAYMENTS

i) Share based payments issued during the year

Series 12

3,125,000 options were granted as part of the Share Purchase Plan during the period.

The general terms of the options were:

- Life of 3 years from date of issue
- No dividends or voting rights attached
- Exercise price set at a premium to share price at date of entitlement.
- Vested at issue

Series 13

8,437,500 options were granted to fund working capital requirement.

The general terms of the options were:

- Life of 3 years from date of issue
- No dividends or voting rights attached
- Exercise price set at a premium to share price at date of entitlement.
- Vested at issue

Series 14

12,500,000 options were granted to a consultant during the period. The general terms of the options were:

- Life of 5 years from date of issue
- No dividends or voting rights attached
- Exercise price set at a premium to share price at date of entitlement.
- Vested at issue

Series 15

17,500,000 options were granted to a consultant during the period. The general terms of the options were:

- Life of 5 years from date of issue
- No dividends or voting rights attached
- Exercise price set at a premium to share price at date of entitlement.
- Vested at issue

Series 16

6,000,000 options were granted to a consultant during the period. The general terms of the options were:

- Life of 6 years from date of issue
- No dividends or voting rights attached
- Exercise price set at a premium to share price at date of entitlement.
- Vest progressively in three tranches
- Options issued as part of consultants package

Series 17

5,500,000 options were granted to a consultant during the period. The general terms of the options were:

- Life of 6 years from date of issue
- No dividends or voting rights attached
- Exercise price set at a premium to share price at date of entitlement.
- Vest progressively in three tranches
- Options issued as part of consultants package

Series 18

7,500,000 options were granted to a consultant during the period. The general terms of the options were:

- Life of 6 years from date of issue
- No dividends or voting rights attached
- Exercise price set at a premium to share price at date of entitlement.
- Vest progressively in three tranches
- Options issued as part of remuneration package or as compensation for work performed

NOTE 15: ISSUED CAPITAL (continued)

ii) Current share based payments in existence

	Series issued	Quantity	Grant date	Expiry date	Exercise price	Value attributed at grant date
(1)	14/12/2007*	6,800,000	1/11/2007	15/12/2012	$0.20	$0.028
(2)	14/12/2007**	2,000,000	1/11/2007	15/12/2012	$0.20	$0.028
(3)	07/03/2008**	300,000	8/02/2008	7/03/2013	$0.30	$0.155
(4)	09/12/2008*	2,750,000	8/12/2008	9/12/2013	$0.20	$0.012
(5)	09/12/2008**	2,500,000	8/12/2008	9/12/2013	$0.20	$0.012
(6)	09/12/2008**	833,331	8/12/2008	9/12/2013	$0.20	$0.012
(7)	03/12/2009***	1,015,876	27/11/2009	3/12/2014	$0.20	$0.063
(8)	03/12/2009***	512,825	3/12/2009	3/12/2014	$0.20	$0.039
(9)	26/05/2011*	750,000	26/05/2011	26/05/2016	$0.10	$0.030
(10)	26/05/2011*	200,000	26/05/2011	26/05/2016	$0.10	$0.030
(11)	26/05/2011**	200,000	26/05/2011	26/05/2016	$0.10	$0.030
(12)	28/07/2011*	3,125,000#	28/07/2011	28/07/2014	$0.08	-
(13)	28/07/2011*	8,437,500#	28/07/2011	28/07/2014	$0.08	-
(14)	28/07/2011*	12,500,000	28/07/2011	28/07/2016	$0.08	$0.012
(15)	28/07/2011*	17,500,000	28/07/2011	28/07/2016	$0.08	$0.012
(16)	30/08/2011****	6,000,000	30/09/2011	30/09/2017	$0.08	$0.031
(17)	30/08/2011****	5,500,000	30/09/2011	30/09/2017	$0.08	$0.031
(18)	14/12/2011****	7,500,000	30/09/2011	30/09/2017	$0.08	$0.024
		78,424,532				

\# *Listed options*

* *Options vest upon issue.*

** *Options vest over 0 to 2 years from date of issue*

*** *Options vest upon the following KPI's being met:*

15% Immediately

25% Submission of mine plans & environmental management plant to Department of Mineral Resources

25% Approval of Mining from DMR

25% Commencement of Mining at Emerald Resource Project

10% Achievement of 500,000 ounces delineated to JORC complaint resource

**** *Options vest progressively in three tranches:*

- one third vest immediately upon issue

- one third on the first anniversary of the issue date of the options; and

- one third on the second anniversary of the issue date of the options

All options are to be settled with the physical delivery of ordinary shares.

The value attributed to the options issued under the plan is based on the Black-Scholes model, adjusted for their escrow and unlisted nature. The inputs for this model were:

Series	14-15	16-17	18
Recipient	Employee & Consultant	Employee & Consultant	Director
Grant date	28/07/2011	30/08/2011	14/12/2011
Share price	$0.051	$0.046	$0.037
Exercise price	$0.08	$ 0.08	$0.08
Implied volatility	88	89	89
Option life (years)	5	6	6
Expected dividends	-	-	-
Risk free rate	4.68%	3.99%	3.31%
Escrow period (years)	-	0-2	0-2
Adjustment for escrow (pa)	10%	10%	10%
Adjustment for unlisted nature (pa)	5%	5%	5%

The weighted average fair value of the options granted during the year is $0.022 (2011: $0.030).

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

The life of the options is based on the expected exercise pattern of options, being the expiry date of the options, which may not eventuate in the future.

The value of the share based payments expensed to the statement of comprehensive income during the year is $222,054 (2011: $29,923). This amount appears in the Corporate Administration and Directors Fees lines of the statement of comprehensive income.

iii) Reconciliation of outstanding share based payments

	2012		2011	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
		$		$
Balance at the beginning of the year	17,862,032	0.15	18,811,300	0.20
Granted during the year	49,000,000	0.08	1,150,000	0.10
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	(2,099,268)	-
Balance at the end of the year	**66,862,032**	**0.12**	**17,862,032**	**0.15**
Exercisable at the end of the year	**36,333,333**	**0.08**	**4,618,146**	**0.10**

iv) Exercised during the year

No options were exercised during the year (2011: Nil).

v) Balance at the end of the year

The share options outstanding at the end of the year had exercise prices in the range of $0.08 to $0.30, and a weighted average remaining contractual life of 2.60 years (2011: $0.10 to $0.30 & 2.18 years).

NOTE 16: OTHER COMPONENTS OF EQUITY

	2012	2011
	$ '000	$ '000
Foreign currency translation reserve	(4,521)	(3,548)
	(4,521)	**(3,548)**

A) FOREIGN CURRENCY TRANSLATION RESERVE		
The foreign currency translation reserve records exchange differences arising on translation of a foreign controlled subsidiary		
Movement during the year		
Opening balance	(3,548)	(1,772)
Adjustment arising from the translation of foreign controlled entities' financial statements	(973)	(1,776)
Closing balance	**(4,521)**	**(3,548)**

NOTE 17: PROVISIONS

		2012	2011
	Note	$ '000	$ '000
CURRENT			
Employee entitlements			
Opening balance at the beginning of the year		1	18
Additional provisions		-	2
Amounts used		-	(2)
Unused amounts reversed		(1)	(15)
Effect of movements in exchange rates		-	(2)
Balance at the end of the year		**-**	**1**
NON-CURRENT			
Land Rehabilitation			
Opening balance at the beginning of the year		370	409
Unused amounts reversed	(i)	(334)	-
Effect of movements in exchange rates		(36)	(39)
Balance at the end of the year		**-**	**370**

(i) The provision was recognised in previous years for Environmental Rehabilitation to cover any potential liability that the Company may have for rehabilitating land on the East Rand. This provision is written off during the financial year as East Rand has been sold to Mintails Ltd and the Company is no longer liable for rehabilitation of the land.

NOTE 18: TRADE AND OTHER PAYABLES

	2012	2011
	$ '000	$ '000
CURRENT		
Trade payables	522	114
Sundry payables and accrued expenses	270	144
Amounts payable to:		
- associated entities	270	-
	1,061	**258**
NON-CURRENT		
Unsecured liabilities		
- associated entities	423	-
	423	**-**

NOTE 19: UNEARNED INCOME

		2012	2011
	Note	$ '000	$ '000
NON-CURRENT			
Unearned income	(i)	4,000	-
		4,000	**-**

(i) The unearned income relates to the sale of mining assets to Mintails Limited as disclosed in Note 4.

NOTE 20: CONTROLLED ENTITIES

A) CONTROLLED ENTITIES CONSOLIDATED

		Percentage owned (%)*	
	Country of incorporation	2012	2011
PARENT ENTITY:			
West Wits Mining Limited	Australia		
SUBSIDIARIES OF WEST WITS MINING LIMITED:			
West Wits Mining SA (Pty) Ltd	South Africa	72	72
West Wits MLI (Pty) Ltd	South Africa	76	76
Mining & Mineral Reclamation Services (Pty) Ltd	South Africa	76	76
West Wits Monarch (Pty) Ltd	South Africa	76	76
NuGold Company Ltd (Hong Kong)	Hong Kong	100	-
PT. NuGold Indonesia	Indonesia	100	-
PT. Madinah Qurrata'ain	Indonesia	80	-

* *Percentage of voting power is in proportion to ownership.*

B) ACQUISITION OF CONTROLLED ENTITIES

On 28th July, 2011, West Wits Mining Limited acquired 100% of NuGold Company Ltd (Hong Kong), which incorporates a 100% holding in PT NuGold Indonesia. Full details of the acquisitions are detailed in Note 24.

NOTE 21: COMMITMENTS

The CFO Solution provides Accounting, Company Secretarial and Administrative services at a rate of $15,000 per month plus GST. This commitment may be terminated with 3 months' notice from either party.

Quinert Rodda & Associates provides Legal and Administrative services at a rate of $7,000 per month plus GST. This commitment may be terminated with 3 months' notice from either party.

DRD Gold provides Geology Consultancy services at a rate of approximately ZAR 17,100 plus VAT (AUD 2,500 per month). This commitment may be terminated with 3 months' notice from either party.

NOTE 22: CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The consolidated entity is not involved in any legal or arbitration proceedings and, so far as Directors are aware, no such proceedings are pending or threatened against the consolidated entity.

NOTE 23: OPERATING SEGMENTS

The economic entity operates in 1 industry segment, mining and exploration, and its activities can be divided into 3 reportable segments based on reports received and reviewed by its Executive Chairman (chief operating decision maker).

The 3 reportable segments are based on 3 distinct geographical locations, South Africa, Indonesia and Australia. Mining and exploration activities are carried only on the South African and Indonesian segments; whereas the Australian segment reflects only the administrative arm of the business that supports the mining and exploration activities in the other 2 geographical locations.

	South Africa	Indonesia	Australia	Consolidated
2012	$ '000	$ '000	$ '000	$ '000
External sales	-	-	-	-
Other revenue	10	1	66	77
Unallocated revenue	-	-	-	-
Total	**10**	**1**	**66**	**77**
Segment result	(6,405)	(210)	(491)	(7,106)
Unallocated result	-	-	-	-
Income tax benefit/(expense)	-	-	-	-
Net loss after tax	**(6,405)**	**(210)**	**(491)**	**(7,106)**
OTHER				
Acquisition of non-current segment assets	-	24	-	24
Depreciation & amortisation	3	-	2	5

2011	South Africa $ '000	Indonesia $ '000	Australia $ '000	Consolidated $ '000
External sales	-	-	-	-
Other revenue	53	-	33	85
Unallocated revenue	-	-	-	-
Total	**53**	**-**	**33**	**85**
Segment result	(1,221)	-	(371)	(1,592)
Unallocated result	-	-	-	-
Income tax benefit/(expense)	-	-	-	-
Net loss after tax	**(1,221)**	**-**	**(371)**	**(1,592)**
OTHER				
Acquisition of non-current segment assets	6	-	-	6
Depreciation & amortisation	11	-	13	11

Segment assets	2012 $'000	2011 $'000
South Africa	17,733	20,043
Australia	204	2,167
Indonesia	6,131	-
Total assets	**24,068**	**22,210**

Segment liabilities		
South Africa	4,804	566
Australia	213	63
Indonesia	467	-
Total liabilities	**5,484**	**629**

NOTE 24: BUSINESS COMBINATION

The Company completed the sale of share agreement on the 27 July 2011 with Paniai Gold Limited to acquire 100% equity of NuGold Company Ltd, a Hong Kong Corporation. The acquisition was approved by shareholders 2 May 2011. West Wits assumed effective control of NuGold Company Ltd on 27 July 2011.

NuGold Company Ltd, a Hong Kong Corporation, holds 100% equity interest in the Indonesian corporation PT. NuGold Indonesia (which company owns 80% of the issued capital of PT. Madinah Qurrata'ain) holds an 80% interest in a gold exploration and extraction project in the Papua New Guinea region known as the Derewo River Gold Project.

The Company believes that the Derewo River Gold Project is a promising new exploration project and will offer near term gold production opportunity.

NOTE 24: BUSINESS COMBINATION continued

A) CONSIDERATION

	$ '000
Ordinary Shares 80,000,000 in West Wits Mining Ltd at $0.051 per share	4,080
Performance Shares 46,000,000 in West Wits Mining Ltd[1]	-
Listed Options 12,500,000 in West Wits Mining Ltd	150
Cash consideration	350
Loan acquired in acquisition	(110)
Total consideration	**4,470**

[1] *The 46,000,000 performance shares (non-voting and non-participation) are convertible to ordinary shares contingent on achieving 20,000 oz. of gold by 27th July 2013.*

B) FAIR VALUES

Details of the fair values at the date of acquisition are set out below:

	Initial value	Adjustment	Final fair value
	$ '000	$ '000	$ '000
ASSETS			
Cash and cash equivalents	3	-	3
Receivables	15		15
Land right	110	-	110
Property, plant and equipment	169	-	169
Exploration, evaluation and development	52	4,739*	4,791
Total assets	**349**	**4,739**	**5,088**
LIABILITIES			
Trade and other payables	618	-	618
Total liabilities	**618**	**-**	**618**
Fair value of identifiable net assets	**(269)**	**4,739**	**4,470**

* *The fair value adjustment to exploration, evaluation and development costs on consolidation of $4,739,136 is attributed to the significant potential, and local and strategic value of the tenements held by NuGold Company Limited in Indonesia. The Directors do not believe that this should be impaired further because the Company has received promising gold results on some of the areas of interest and the gold price has increased substantially since acquisition.*

NOTE 25: CASH FLOW INFORMATION

A) RECONCILIATION OF CASH FLOW FROM OPERATIONS WITH LOSS AFTER INCOME TAX

	2012	2011
	$ '000	$ '000
Loss for the period attributable to owners of parent entity	(3,658)	(1,085)
Add back depreciation expense	26	19
Less exploration expenses capitalised	(918)	(281)
Add back rehabilitation liability	(334)	-
Add back loss borne by parent	(3,448)	(507)
Add back FX adjustment	-	8
Add back equity issued for nil consideration	222	-
Add back disposal of mining assets	4,492	-
Add back provisions	(1)	(15)
(Increases)/Decreases in accounts receivable	(119)	(146)
(Increases)/Decreases in other current assets	-	(189)
Increases/(Decreases) in accounts payable	813	4
Other	-	4
Cash flow from operations	**(2,925)**	**(2,188)**

B) NON-CASH FINANCING AND INVESTING ACTIVITIES

There has been no event not already disclosed elsewhere in the Annual Report.

NOTE 26: EVENTS OCCURRING AFTER THE END OF THE REPORTING PERIOD

No significant events have occurred since balance date that has not been disclosed elsewhere in this report.

NOTE 27: RELATED PARTY TRANSACTIONS

	2012 $ '000	2011 $ '000
Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.		
TRANSACTIONS WITH RELATED PARTIES:		
Legal fees that were paid payable to Quinert Rodda & Associates, a Director related entity to Mr Michael Quinert.	92	85
Loan given to Mintails Ltd, a Non-Executive Director related entity to Mr. Diederik van der Walt.*	-	1,687
Commission, placement fees & corporate advisory fees paid to Peregrine Corporate Ltd, a Director related entity to Mr Michael Quinert.	180	165

* *Mintails Limited ceased to be a related party with West Wits Mining Limited upon resignation of Mr Diederik van der Walt on 15th October 2010.*

NOTE 28: FINANCIAL INSTRUMENTS

Capital management

The economic entity's policy is to maintain a strong and flexible capital base to maintain investor, creditor and market confidence and to sustain future development of the business. The board monitors the return on capital, which the Company defines as total shareholders equity attributable to members of West Wits Mining Limited divided by the quantity of shares on issue. The economic entity is not subject to externally exposed capital requirements.

Financial risk management

The economic entity's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. Management have established risk management policies to identify and analyse the risks faced by the Company and the group, to set appropriate risk limits and controls, and to monitor risk and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the economic entity's activities.

Risk management is overseen by the Audit, Risk and Compliance Committee.

A) MARKET RISK

i) Foreign exchange risk

The economic entity is exposed to currency risk on sales and purchases that are denominated in a currency other than the respective functional currency of each company within the Group.

The economic entity also has exposure to foreign exchange risk in the currency cash reserves it holds to meet subsidiary loan requirements. This is kept to an acceptable level by buying foreign currency at spot rates only to fund short term cash requirements.

The economic entity's exposure to foreign exchange risk has not changed from the previous year. The economic entity does not make use of derivative financial instruments to hedge foreign exchange risk.

The carrying amount of the economic entity's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

2012	South African Rand (ZAR)	Indonesian Rupiah (IDR)
Assets	81,497,194	628,626,710
Liabilities	(40,459,122)	(4,262,917,512)
Total exposure	**41,038,072**	**(3,634,290,802)**

2011		
Assets	17,127,330	-
Liabilities	(1,018,540)	-
Total exposure	**16,108,790**	**-**

The following significant exchange rates applied during the year:

	Average rate		30 June spot rate	
Currency	2012	2011	2012	2011
South African Rand (ZAR)	8.0343	6.9409	8.4217	7.2537
Indonesian Rupiah (IDR)	9305.82	-	9122.38	-

Sensitivity analysis

The economic entity is exposed to the South African Rand (ZAR) and Indonesian Rupiah (IDR). The average annual movement in the AUD/ZAR and AUD/IDR exchange rates over the last 5 years were 8% for ZAR and 4% for IDR (2011: 7% for ZAR and 5% for IDR) based on the year-end spot rates. An 8% strengthening of the ZAR and a 4% strengthening of the IDR against the AUD at 30 June would have increased/(deceased) equity and loss by the amounts show below. This analysis assumes that all other variables, in particular interest rates, remain consistent. The analysis is performed on the same basis for 2011.

	Equity	Loss
	$	$
30-June-12	(554,205)	484,349
30-June-11	(1,546,139)	(103,115)

NOTE 28: FINANCIAL INSTRUMENTS continued

ii)Interest rate risk

The economic entity is exposed to interest rate risk via the cash and cash equivalents that it holds. Interest rate risk is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates. To reduce risk exposure, the economic entity ensures that cash and cash equivalents are placed in high credit quality financial institutions. The objective of managing interest rate risk is to minimise the economic entity's exposure to fluctuations in interest rate that might impact its interest revenue and cash flow.

The economic entity's exposure to interest rate risk and the weighted average interest rates on the economic entity's financial assets and financial liabilities are as follows:

	Weighted average interest rate	Floating interest rate	Fixed Interest Within 1 year	Non-interest bearing	Total
2012	%	$	$	$	$
ECONOMIC ENTITY					
FINANCIAL ASSETS					
Cash and cash equivalents	5.92	2,077,305	-	-	2,077,305
Trade and other receivables		-	-	7,854,926	7,854,926
FINANCIAL LIABILITIES					
Trade and other payables		-	-	(5,484,419)	(5,484,419)
Other receivables		-	-	-	-
Net position		**2,077,305**	**-**	**2,370,507**	**4,447,812**
2011					
ECONOMIC ENTITY					
FINANCIAL ASSETS					
Cash and cash equivalents	7.40	469,294	-	-	469,294
Trade and other receivables	8.00	-	1,685,960	34,069	1,720,029
FINANCIAL LIABILITIES					
Trade and other payables		-	-	(257,830)	(257,830)
Net position		**469,294**	**1,685,960**	**(223,761)**	**1,931,493**

Sensitivity Analysis

An increase or decrease of 1% in interest rates at the reporting date would have the following increase/(decrease) effect on after tax loss and equity. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis was performed on the same basis for 2011.

	Loss after tax		Equity	
	1% increase	1% decrease	1% increase	1% decrease
Economic Entity	$	$	$	$
2012				
Variable rate instruments	(20,773)	20,773	(20,773)	20,773
2011				
Variable rate instruments	(4,693)	4,693	(4,693)	4,693

B) CREDIT RISK

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the economic entity. The only current credit risk exposure to the Company is the risk of default on a loan that the Company has provided to a related party as disclosed in note 24.

Surplus cash is invested with financial institutions of appropriate credit worthiness and the amount of credit exposure to any one counter party is limited.

The economic entity generally has no substantial exposure to credit risk as it has no trade receivables. However, during the year, the economic entity sold part of its South African operations to Mintails Limited (refer note 4) with deferred settlement terms. $7,000,000, representing 89% of the carrying value of loans and receivables below is receivable from Mintails Limited. The carrying amount of the financial assets represents the maximum credit risk exposure.

The economic entity's maximum exposure to credit risk at the end of the reporting period was:

	Carrying amount	
	2012	2011
	$	$
Loans and receivables	7,854,926	1,720,029
Cash and cash equivalents	2,077,305	469,294
	9,932,231	**2,189,323**

C) LIQUIDITY RISK

Prudent liquidity risk management implies maintaining sufficient assets to meet liabilities as they fall due.

The economic entity is exposed to liquidity risk via the quantity and type of financial assets and liabilities it holds. The board ensures that the economic entity can meet its financial obligations as they fall due by maintaining sufficient reserves of cash and marketable securities, and identifying when they need to raise additional funding from the equity markets.

The economic entity's exposure to liquidity risk has remained unchanged from the previous year. The economic entity's financial assets and liabilities are disclosed in the table contained within the interest rate risk note above.

Maturity Analysis

The economic entity's maturity profiles of financial assets and liabilities are tabled below:

2012	Due within 1 year $	Due 1-5 years $	Over 5 years $	Total $
ECONOMIC ENTITY				
FINANCIAL ASSETS - CASH FLOWS REALISABLE				
Cash and cash equivalents	2,077,305	-	-	2,077,305
Trade and other receivables	3,161,926	4,693,000	-	7,854,926
Total expected inflows	5,239,231	4,693,000	-	9,932,231
FINANCIAL LIABILITIES DUE TO PAYMENT				
Trade and other payables	(1,061,419)	(4,423,000)	-	(5,484,419)
Total expected outflows	(1,061,419)	(4,423,000)	-	(5,484,419)
Net inflow on financial instruments	**4,177,812**	**270,000**	**-**	**4,447,812**

NOTE 28: FINANCIAL INSTRUMENTS continued

2011				
ECONOMIC ENTITY				
FINANCIAL ASSETS - CASH FLOWS REALISABLE				
Cash and cash equivalents	469,294	-	-	469,294
Trade and other receivables	1,720,029	16,130	-	1,736,159
Total expected inflows	2,189,323	16,130	-	2,205,453
FINANCIAL LIABILITIES DUE TO PAYMENT				
Trade and other payables	(257,830)	-	-	(257,830)
Total expected outflows	(257,830)	-	-	(257,830)
Net inflow on financial instruments	**1,931,493**	**16,130**	**-**	**1,947,623**

D) FAIR VALUES

The fair value of financial assets and liabilities, together with the carrying amounts shown in the statement of financial position, as set out below.

	Carrying amount		Fair value	
	2012	2011	2012	2011
	$	$	$	$
ECONOMIC ENTITY				
FINANCIAL ASSETS				
Cash and cash equivalents	2,077,305	469,294	2,077,305	469,294
Receivables	7,854,926	1,720,029	7,854,926	1,720,029
Total financial assets	**9,932,231**	**2,189,323**	**9,932,231**	**2,189,323**
FINANCIAL LIABILITIES				
Payables	(5,484,419)	(257,830)	(5,484,419)	(257,830)
Total financial liabilities	**(5,484,419)**	**(257,830)**	**(5,484,419)**	**(257,830)**
Net assets	**4,447,812**	**1,931,492**	**4,447,812**	**1,931,492**

NOTE 29: COMPANY DETAILS

THE REGISTERED OFFICE OF THE COMPANY IS:

West Wits Mining Limited
Suite 1
1233 High Street
Armadale Victoria 3143

THE PRINCIPLE PLACES OF BUSINESS ARE:

Australia
West Wits Mining Limited
Suite 1
1233 High Street
Armadale Victoria 3143

South Africa
West Wits Mining SA (Pty) Ltd
7 West Street
Houghton
Johannesburg 2198

Indonesia
PT. Madinah Qurrata'ain
Cikini Raya no 38
Menteng
Jakarta Pusat

DIRECTORS' DECLARATION

The Directors of the Company declare that:

1. the financial statements and notes, as set out on pages 25 to 64, are in accordance with the Corporations Act 2001 and:
    a) comply with Accounting Standards and the Corporations Regulations 2001;
    b) give a true and fair view of the financial position as at 30 June 2012 and of the performance for the year ended on that date of the company and economic entity; and
    c) comply with International Financial Reporting Standards as disclosed in Note 1
2. the Chairman and Chief Finance Officer have each declared that:
    a) the financial records of the company for the financial year have been properly maintained in accordance with section 286 of the Corporations Act 2001;
    b) the financial statements and notes for the financial year comply with the Accounting Standards; and
    c) the financial statements and notes for the financial year give a true and fair view.
3. in the Directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

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

Michael Quinert
Director

Dated this 28th day of September 2012
Melbourne

William Buck

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WEST WITS MINING LIMITED AND CONTROLLED ENTITIES

Report on the Financial Report

We have audited the accompanying consolidated financial report of comprising West Wits Mining Limited (the company) and the entities it controlled at year's end or from time to time during the financial year (the consolidated entity). The consolidated financial report comprises the consolidated statement of financial position as at 30 June 2012, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Directors' Responsibility for the Financial Report

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

Auditor's Responsibility

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

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

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

Independence

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

Sydney
Melbourne
Brisbane
Perth
Adelaide
Auckland

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williambuck.com

William Buck

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WEST WITS MINING LIMITED AND CONTROLLED ENTITIES (CONT)

Auditor's Opinion
In our opinion:

a) the financial report of the consolidated entity 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 2012 and of its performance for the year ended on that date; and
   ii. complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and

b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

Inherent Uncertainty Regarding Continuation as a Going Concern
Without qualification to the opinion expressed above, attention is drawn to Note 1 to the financial report which indicates the consolidated entity incurred a net loss of $7,106,208 (2011: loss $1,591,739) and had net cash outflows from operating activities of $2,924,419 (2011: $2,188,407) during the year ended 30 June 2012.

These conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty that may cast significant doubt about the consolidated entity's ability to continue as a going concern and whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2012. The directors of the company are responsible for the preparation and presentation of the Remuneration Report is in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's Opinion
In our opinion, the Remuneration Report of West Wits Mining Limited for the year ended 30 June 2012, complies with section 300A of the Corporations Act 2001.

William Buck

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WEST WITS MINING LIMITED AND CONTROLLED ENTITIES (CONT)

Matters Relating to the Electronic Presentation of the Audited Financial Report

This auditor's report relates to the financial report of West Wits Mining Limited for the year ended 30 June 2012 included on West Wits Mining Limited's web site. The company's directors are responsible for the integrity of the West Wits Mining Limited web site. We have not been engaged to report on the integrity of the West Wits Mining Limited web site. The auditor's report refers only to the financial report. It does not provide an opinion on any other information which may have been hyperlinked to/from these statements. If users of this report are concerned with the inherent risks arising from electronic data communications they are advised to refer to the hard copy of the audited financial report to confirm the information included in the audited financial report presented on this web site.

William Buck

William Buck Audit (VIC) Pty Ltd
ABN 59 116 151 136

J.C. Luckins
Director

Dated this 28th day of September, 2012

SHAREHOLDER INFORMATION
AS AT 24 SEPTEMBER 2012

NUMBER OF HOLDERS OF EQUITY SECURITIES

ORDINARY SHARES

255,722,340 fully paid ordinary shares are held by 688 individual holders.

All ordinary shares carry one vote per share.

QUOTED OPTIONS

11,562,500 listed options exercisable @ $0.08 on or before 28 July, 2014 are held by 110 individual holders.

All ordinary shares carry one vote per share.

UNLISTED OPTIONS

Quantity	ASX Code	Exercise Price	Expiry Date	Holders
8,800,000	WWIAM	$0.20	15/12/2012	8
300,000	WWIAO	$0.30	07/03/2013	1
6,083,331	WWIAI	$0.20	9/12/2013	5
1,528,701	WWIAQ	$0.20	03/12/2014	6
1,150,000	WWIAS	$0.10	26/05/2016	5
30,000,000	WWIAK	$0.08	28/07/2016	3
19,000,000	WWIAY	$0.08	30/09/2017	10
66,862,032				

SHAREHOLDER INFORMATION
AS AT 24 SEPTEMBER 2012

TWENTY LARGEST HOLDERS OF QUOTED SECURITIES

	Shareholders	Fully paid ordinary shares Number	%
1	GOC HLDGS LTD	33,449,477	13.08%
2	NEALE TREVOR IAN	14,662,021	5.73%
3	IE PROPS PL	12,133,940	4.74%
4	ECR MINERALS PLC	11,149,826	4.36%
5	AMN NOM PL	9,013,552	3.52%
6	CITY SELECT LTD	7,500,000	2.93%
7	QUEENSLAND MM PL	6,893,500	2.70%
8	GREGORACH PL	6,782,226	2.63%
9	MALI OIL & GAS LTD	5,574,913	2.18%
10	DABELU PL	4,880,000	1.91%
11	QUEENSLAND MM PL	4,625,000	1.81%
12	RONAY INV PL	4,273,034	1.67%
13	RIGI INV PL	4,250,000	1.66%
14	SCHUBERT PETER	3,120,000	1.22%
15	MERRIWEE PL	2,800,000	1.09%
16	JP MORGAN NOM AUST LTD	2,607,468	1.02%
17	DARONTACK PL	2,450,000	0.96%
18	BELL POTTER NOM LTD	2,360,914	0.92%
19	HAIFA PL	2,200,000	0.86%
20	QUEENSLAND MM PL	2,160,000	0.84%
		142,885,871	**55.83%**

DISTRIBUTION OF HOLDERS IN EACH CLASS OF EQUITY SECURITIES

	Fully paid ordinary shareholders
1 - 1,000	18
1,001 - 5,000	33
5,001 - 10,000	157
10,001 - 100,000	255
100,001 - and over	225
Total number of shareholders	**688**
Unmarketable parcels	**274**

TWENTY LARGEST HOLDERS OF QUOTED OPTIONS

		Listed Options	
Option holders		Number	%
1	IE PROPS PL	1,222,222	10.57%
2	GOFFAVAN PL	902,639	7.81%
3	RARE EARTHS & MINERALS PL	542,500	4.69%
4	GREGORACH PL	500,000	4.32%
5	CHAIMSBURY NOM PL	462,500	4.00%
6	DABELU PL	462,500	4.00%
7	ZAMAN PERAK PL	400,000	3.46%
8	MERRIWEE PL	350,000	3.03%
9	DYKE JOHN	325,000	2.81%
10	HARLAND MARK CAMPBELL	283,334	2.45%
11	HAIFA PL	275,000	2.38%
12	SCHUBERT PETER	275,000	2.38%
13	ABN AMRO CLEARING SYDNEY	262,500	2.27%
14	SYMINGTON PL	222,222	1.92%
15	CALAMA HLDGS PL	222,222	1.92%
16	RANDALL IAN PATRICK	200,000	1.73%
17	WISEMAN ROY PETER + B A	200,000	1.73%
18	CLODENE PL	187,500	1.62%
19	RONAY INV PL	150,000	1.30%
20	MARSHALL DANIEL	150,000	1.30%
		7,595,139	**65.69%**

DISTRIBUTION OF HOLDERS IN EACH CLASS OF EQUITY OPTIONS

	Equity Options
1 - 1,000	0
1,001 - 5,000	0
5,001 - 10,000	0
10,001 - 100,000	78
100,001 - and over	22
Total number of option holders	**100**

SHAREHOLDER INFORMATION
AS AT 24 SEPTEMBER 2012

SUBSTANTIAL SHAREHOLDERS

The names of substantial shareholders who have notified the company in accordance with section 671B of the Corporations Act, are:

Name	Quantity	
GOC Holdings Limited	33,449,477	Ordinary shares
Trevor Neale	14,662,021	Ordinary shares
Queensland Marketing Management	13,678,500	Ordinary shares
IE Props PL	12,133,940	Ordinary shares

SHAREHOLDER ENQUIRIES

Shareholders with enquiries about their shareholdings should contact the share registry:

Security Transfer Registrar
770 Canning Highway, Applecross WA 6153
Phone: +61 8 9315 0933
Fax: +61 8 9315 2233
Email: registrar@securitytransfer.com.au

CHANGE OF ADDRESS, CHANGE OF NAME, CONSOLIDATION OF SHAREHOLDINGS

Shareholders should contact the Share Registry to obtain details of the procedure required for any of these changes.

ANNUAL REPORT

Shareholders do not automatically receive a hard copy of the Company's Annual Report unless they notify the Share Registry in writing. An electronic copy of the Annual Report can be viewed on the company's website www.westwitsmining.com.

TAX FILE NUMBERS

It is important that Australian resident Shareholders, including children, have their tax file number or exemption details noted by the Share Registry.

CHESS (CLEARING HOUSE ELECTRONIC SUBREGISTER SYSTEM)

Shareholders wishing to move to uncertified holdings under the Australian Securities Exchange CHESS system should contact their stockbroker.

UNCERTIFIED SHARE REGISTER

Shareholding statements are issued at the end of each month that there is a transaction that alters the balance of an individual/company's holding.

LISTING RULE 4.10.19 DISCLOSURE

The company has used the cash and assets in a form readily convertible to cash that it had at the time of admission in a way consistent with its business objectives.

CORPORATE DIRECTORY

DIRECTORS

Michael Quinert
Daniel Pretorius
Hulme Scholes
Vincent Savage
Phillip Hains

COMPANY SECRETARIAL

Phillip Hains
Terri Bakos

REGISTERED OFFICE

Suite 1
1233 High Street
Armadale Victoria 3143

SOLICITORS

Quinert Rodda & Associates
Level 19, 500 Collins Street
Melbourne Victoria 3000

AUDITORS

William Buck
Level 20, 181 William Street
Melbourne Victoria 3000

BANKERS

National Australia Bank
Level 2, 330 Collins Street
Melbourne Victoria 3000

SHARE REGISTER

Security Transfer Registrars
770 Canning Highway
Applecross Western Australia 6153
Ph: +61 8 9315 0933
Fx: +61 8 9315 2233
Email: registrar@securitytransfer.com.au

QUOTED SECURITIES

Ordinary Shares – ASX Code: WWI
Listed Options – ASX Code: WWIO

Designed and produced by motivo

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