Speewah Metals Limited

formerly Niplats Australia Limited

(ACN 100 714 181)

Annual Financial Report

For the year ended 30 June 2011

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Corporate Directory

ACN: 100 714 181

ASX Code: SPM

Speewah Metals Limited shares are listed on the Australian Stock Exchange (ASX)

DIRECTORS

Anthony Barton	(Non Executive Chairman)
Derek Carew-Hopkins	(Non Executive Director)
Richard Wolanski	(Executive Director)

COMPANY SECRETARY

Richard Wolanski

REGISTERED OFFICE

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SOLICITORS

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Perth WA 6000

BANKERS

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Perth WA 6000

SHARE REGISTER

Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153

AUDITORS

Ernst and Young
11 Mounts Bay Road
Perth WA 6000

INTERNET ADDRESS

www.speewah.com.au

Chairman's Report

Dear Shareholder,

On behalf of the Board, it is with great pleasure I report the achievements made by Speewah Metals Limited ("Speewah" or the "Company") this year at both operational and strategic levels.

Following successful capital raisings exceeding $6 million at the beginning of 2011, the Company developed three key strategies designed to add shareholder value;

1. Metallurgical test work was to be advanced on our vanadium/titanium/iron resources to investigate the potential of acid leaching to recover the titanium, vanadium and iron products that could multiply project values,

2. Significantly expand on the existing large JORC resource inventory by drilling known outcrop, with the objective of adding a further 2 to 5 Billion tonnes at similar grades,

3. Initiate follow up exploration programs on the initial high grade surface discoveries of Copper/Gold/Silver mineralization, including the July 2011 airborne V-TEM survey to identify the most highly conductive rocks in which to focus for Copper/Gold mineralisation.

At a time of global uncertainty, I am pleased to report that the Company continues to pursue these objectives well within our 2011/2012 budgets.

The first phase of the acid leach metallurgical test work has delivered excellent results, showing the acid solution in our concentrate will dissolve 86.6 %, Titanium (Ti), 98.0 % Vanadium (V) and 97.2 % Iron (Fe). The next stage of our test work in coming months is to demonstrate these 3 key end products can then be recovered from the acid solution and this acid can then be reused.

The early indications are positive and the implications of successful outcomes at this stage of test work must have a material impact on the financial profile of the company by increasing potential sales materially and lowering operating and capital expenditure costs on previous pre-feasibility studies.

This new type of process technology would allow for a scaled development of a processing plant, enabling initial capital expenditure to be minimised to allow proof of concept and the establishment of a customer base.

The Company has also been marketing in China over the past 12 months to industry related steel groups and there is genuine interest in the size and quality of our JORC resources to potentially create a world class project.

The Board is extremely pleased with the progress of the Company in what has been a challenging economic and financial environment and looks forward to the completion of the strategic objectives over the coming months.

Anthony Barton
Chairman

28th September 2011

Operation's Report

BACKGROUND & SYNOPSIS OF SPEEWAH METALS

Speewah Metals Ltd has established a portfolio of 100% owned tenements covering approximately 575 square kilometres in the East Kimberley region of Western Australia ("Tenements").

Since Speewah was listed on the ASX in 2007, the company has focused on exploring an extensive zone of vanadiferous and titaniferous magnetite mineralisation which also host PGE+Au ("Platinum group elements plus gold") mineralisation. This exploration has delivered Australia's largest vanadium/titanium in magnetite resource and a high grade Fluorite resource. These projects have advanced to a point where they are approaching the development phase.

The current exploration focus on recent copper/gold/silver discoveries has the potential to add further high value development opportunities to the vanadium/titanium/magnetite and fluorite projects.

An institutional capital raising of $6.3 million in February 2011 has resulted in the Company having sufficient working capital to fund the 2011 strategy and provide funding into 2012.

Speewah's focus for 2011 is:

1. Significant expansion of the existing vanadium/titanium magnetite resource. Part of the 2011 Exploration programme will be to increase the existing Measured, Indicated and Inferred Resources totalling 3.566 Billion tonnes at 0.30% V_2O_5 and 2% Ti (at 0.23% V_2O_5 cut-off grade). Additional to this resource, Speewah estimates that an additional Exploration Target* of 2 to 5 Billion tonnes at 0.30-0.32% V_2O_5 and 1.8-2% Ti exists in the Speewah Dome.

2. Systematic drill based exploration on initial discoveries of Copper/Gold/Silver and Lead mineralisation. This includes the airborne V-TEM survey completed in July 2011 targeting highly conductive Cu/Au mineralisation against non-conductive background rock. The target copper/gold/silver mineralisation has been identified in both vertical and horizontal structures.

3. Metallurgical work on the vanadium/titanium resource and investigate the potential to recover titanium and iron in addition to vanadium which may have the potential to multiply project values.

4. Continuation of discussions with and promotion to international parties that have shown interest in the vanadium/titanium magnetite resource in order to secure strategic investment into the Company. Speewah will attend China Mining (November 2011) for follow up meetings with interested parties and to promote to new strategic partners/investors.

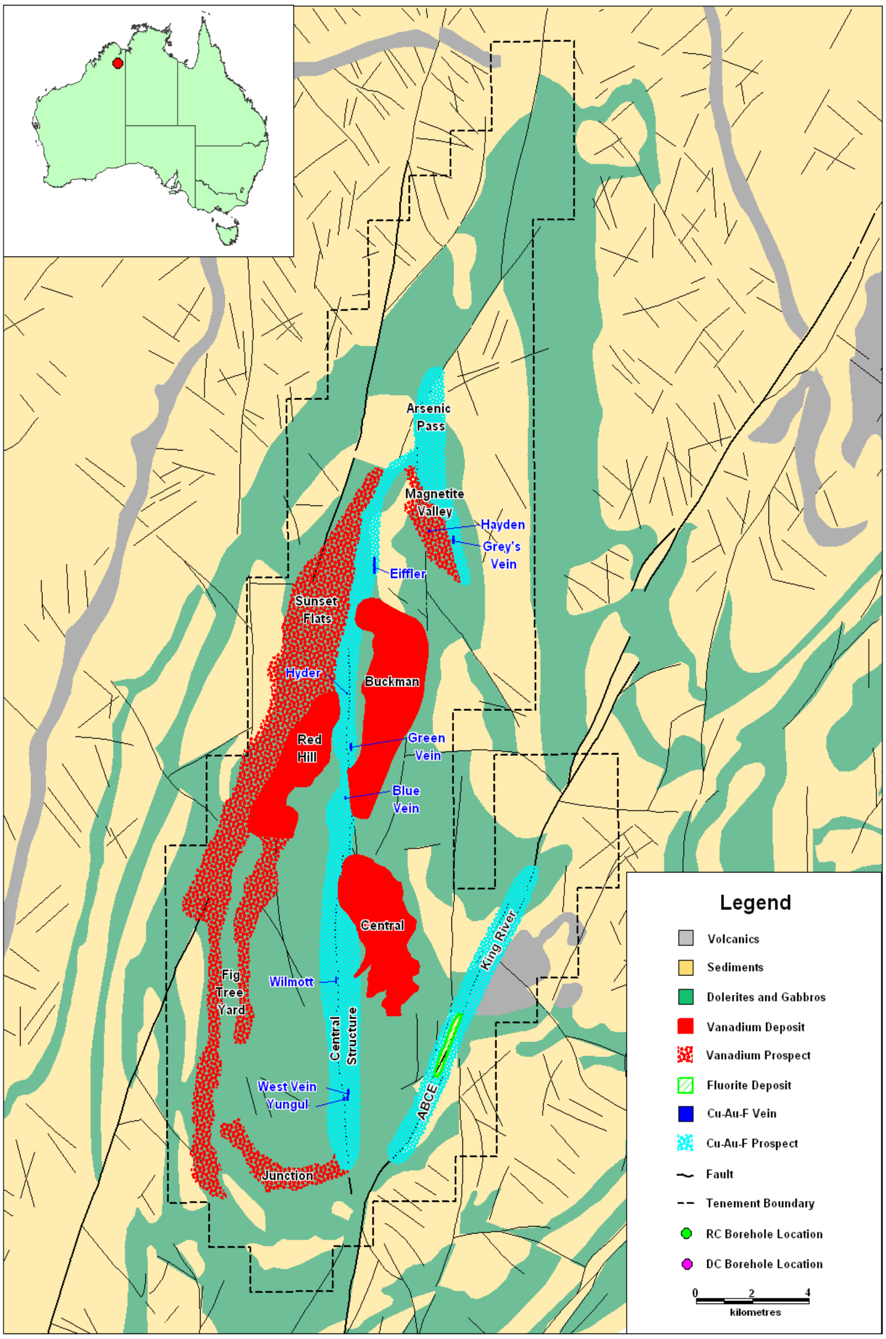
5. Following the metallurgical test work programme, completion of the works/studies commenced in 2010 including:

    - Pit design and optimisation that will lead to a Reserve estimate on the Central deposit;
    - Processing Flowsheet, OPEX, CAPEX and Net Present Value for vanadium/titanium magnetite project;
    - Application for Environmental Assessment;
    - Agreement with landholders, following on from completion Aboriginal Heritage clearance received in 2010;
    - Application for a Mining Lease.

TENEMENT OVERVIEW

Figure 1 below shows the Speewah tenements with existing vanadium/titanium Resources within the solid lines that are located within 1-2 kms of each other. The 2011 exploration programme is intended to join and extend these Resources along the prospective area. The existing vanadium/titanium resource also contains a thin 20cm zone of platinum mineralisation. The drilling of the vanadium exploration targets will investigate the potential for higher grades or thicker zones of platinum mineralisation.

The primary copper/gold/silver targets along the major structures are also shown on this map along the central structure. The fluorite resource sits in the southeast in an area prospective for copper/gold/silver mineralisation.



RESOURCES

The Speewah Dome tenements contain one of the world's largest undeveloped vanadium/titanium in magnetite deposits with combined Measured, Indicated and Inferred Resources totalling 3,566 Mt at 0.30% V_2O_5 and 2% Ti (at 0.23% V_2O_5 cut-off grade) in three deposits, comprising a Measured Resource of 201 Mt at 0.33% V_2O_5, Indicated Resource of 826 Mt at 0.30% V_2O_5 and an Inferred Resource of 2,539 Mt at 0.3% V_2O_5.

Included within this combined total, there is a high grade zone of 1,541 Mt at 0.35% (at 0.23% V_2O_5 cut-off grade), comprising a Measured Resource of 115 Mt at 0.37% V_2O_5, Indicated Resource of 298 Mt at 0.35% V_2O_5 and an Inferred Resource of 1,128 Mt at 0.35% V_2O_5.

Metallurgical testwork has confirmed that upon concentration the outstanding feature of the Resource is that the upgraded concentrate assays at 54% Fe, 2.48% V_2O_5 and 14.8% TiO_2. Sinclair Knight Merz ("SKM") completed metallurgical testwork on representative samples from the basal high grade zone of the Central deposit to confirm this result.

A comparison of Speewah's vanadium resource (in terms of resource size and vanadium tenor in concentrate) with other Australian vanadium in magnetite projects and an existing South African production facility (Xstrata) is shown in Figure 2 below. The comparison includes the existing Speewah vanadium resource and the projected combined existing resource and Exploration Target following completion of the 2011 Exploration Programme.

Vanadium in Magnetite Deposits

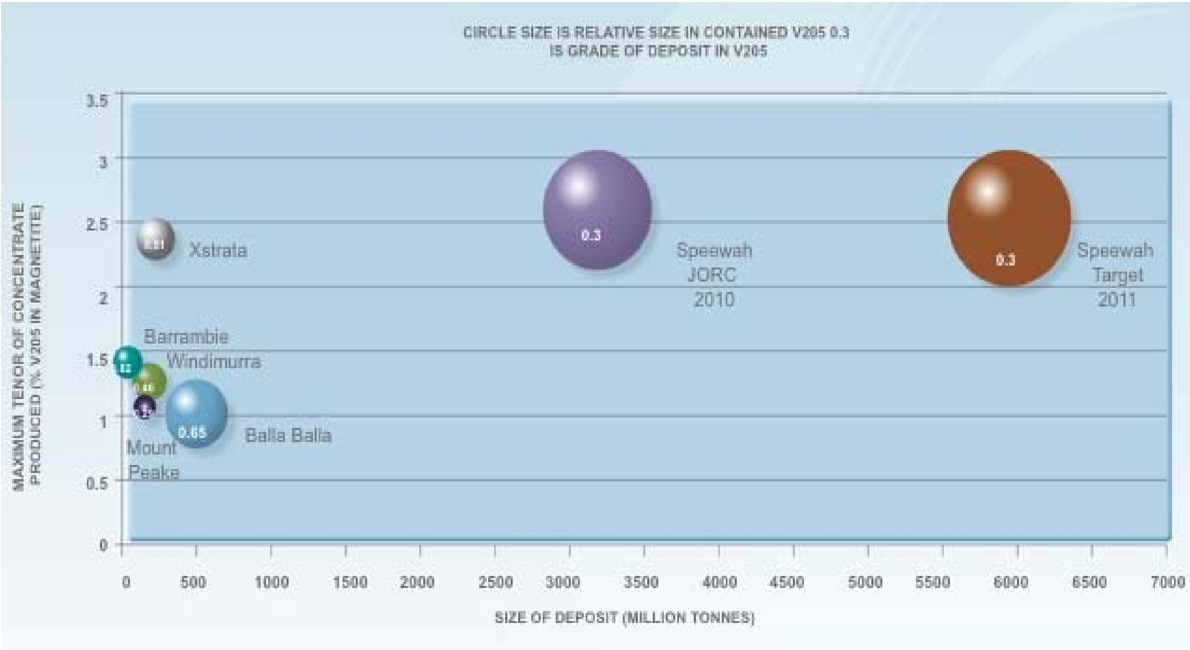


Figure 2: Comparison of concentrate tenor, resource grade and tonnes for vanadium in magnetite deposits

The tenements also contain a high-grade, high-quality fluorite deposit with Indicated and Inferred Resources totaling 6.7 Mt at 24.6% CaF_2 (at 10% CaF_2 cut-off grade), comprising an Indicated Resource of 4.1 Mt at 25.3% CaF_2 and an Inferred Resource of 2.6 Mt at 23.6% CaF_2.

EXPLORATION RESULTS AND GEOLOGICAL MODEL

While the geology of the vanadium/titanium resource has been well defined from exploration during the past 4 years, the exploration results from the Copper/Gold/Silver programme conducted in 2010 has allowed the development of a new mineralisation model for the copper/gold/silver and fluorite mineralisation encountered on the Speewah tenements. This model is shown in Figure 3 below together with its relationship to the vanadium-titanium mineralisation.

The 2010 drilling identified a flat lying polymetallic (base-precious metal) vein system (Figure 3) at the granophyre-sediment contact 1 - 4 metres thick with the best assays:

- 1m at 1.76g/t Au, 1.12% Cu, 3.21% Pb and 10oz/t Ag (SRC463, 11-12m).
- 2m at 1.42g/t Au, 0.5% Cu, 4.38% Pb and 9.4oz/t Ag (SRC454, 1-3m).

In addition, the RC drilling has intersected gold-arsenic mineralisation at Eiffler associated with a linear magnetic-EM anomaly defined by the SAM geophysical programme with the best assays:

- 1m at 0.46g/t Au and 2.06% As (SRC507, 107-108m).

Exploration throughout the Speewah Dome has provided evidence for a large-scale hydrothermal alteration system which is carrying copper, gold, silver and lead mineralization. The Board is excited by the potential of the Speewah Dome to host a large polymetallic mineralised system and has approved and implemented the largest exploration programme in the history of the Company.

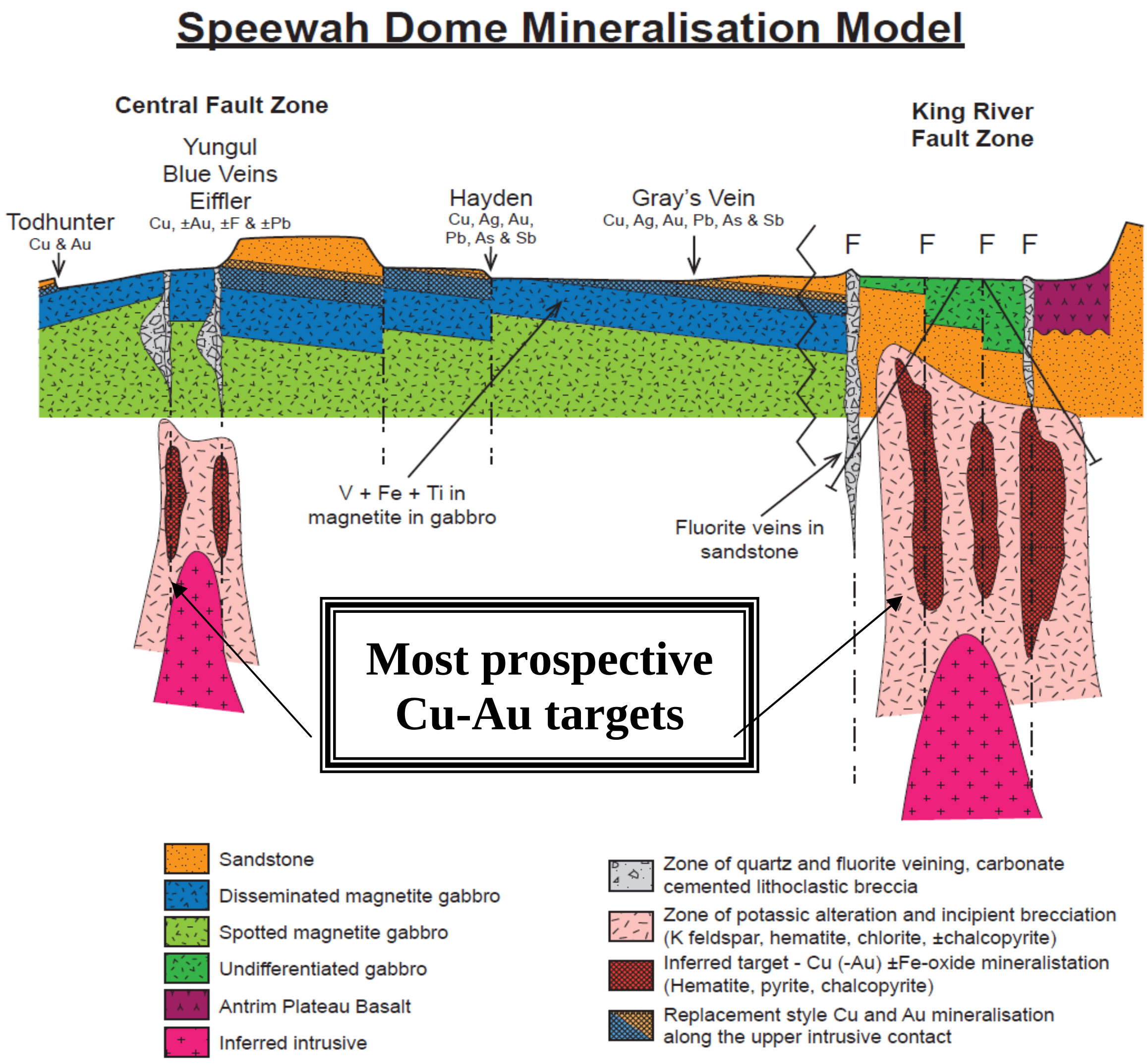


Figure 3: Schematic geological model for copper-gold-silver, fluorite and vanadium-titanium mineralisation within the Speewah Dome.

2011 EXPLORATION PROGRAMME

The 2011 exploration programme includes:

- A close spaced airborne V-TEM survey over 2,200 line kilometres flown covering most of the Speewah Dome (completed with interpretation of data underway);
- Soil sampling program in areas prospective for copper/gold mineralisation. Programme will include up to 4,000 samples collected;
- Further geological mapping and gossan sampling;
- Reverse Circulation & Diamond Core drilling up to 20,000 metres.

The 2011 Exploration Programme has been designed to complete 2 key strategic objectives, which are:

1. Significant increase in the Vanadium/Titanium in magnetite resource;
2. Copper/Gold/Silver exploration based on extensive soil, V-TEM and drill programmes.

VANADIUM-TITANIUM MAGNETITE SCOPING STUDIES

Work has been completed in 2010 with the ultimate goal of providing a viable vanadium-titanium magnetite project at Speewah.

In summary these studies have included metallurgical studies involving laboratory scale testing of the Speewah magnetite concentrate to consider the following processing stages:

Stage 1 – Beneficiation of Ore to Magnetite Concentrate

Stage 2 – Development Alternatives

i. Magnetite Concentrate
ii. Ferro-Vanadium
iii. Pig Iron
iv. Acid Leach Plant (Hydrometallurgical) to produce vanadium and titanium products

Following the initial success of an Acid Leach (Hydrometallurgical) process the Board has authorised and implemented a Metallurgical Programme with initial testing to be completed by the end of 2011 that focuses on the Acid leach processing route.

2011 METALLURGICAL TESTWORK

The third key strategic objective of the Company is to focus on a hydrometallurgical process to treat the magnetite concentrate. The 2011 metallurgical test programme has focused on hydrometallurgical testwork, by using an acid leach on the magnetite concentrate, to recover Ti alongside the V and Fe as high value end products. The opportunity for the Company is a potential increase in project valuation modeled last year, with the Ti and Fe added as additional end products generating further revenues at lower CAPEX and OPEX.

The Company believes that the titanium structures within the Speewah magnetite concentrate may be particularly amendable to high recoveries through an acid leach process. The economic opportunity of the titanium may exceed that of the vanadium, which is justification for this testing programme in 2011.

Speewah is undertaking testing of a number of processes that look at a range of reagents to dissolve the magnetite concentrate initially produced from the ore deposit, and then precipitate out the V, Ti and Fe individually. A number of hydrometallurgical processes exist that will be tested using magnetite concentrate samples generated from drill samples collected within the Speewah tenements. A hydrometallurgical process may provide the opportunity to significantly reduce costs through saving in OPEX and CAPEX due to the ability for the process to eliminate external heating and other processing inputs and plant items that are major cost components in other development alternatives tested. Scalability of a process, which is not available in other development routes, is also an important outcome for a deposit that may provide over 100 years of mining.

The Metallurgical Programme has progressed significantly with testing being completed in Canada, Austria and Perth. The testing will deliver a series of results and conclude in December 2011. Initial results include confirmation of highest extractions of Titanium (Ti), Vanadium (V) and Iron (Fe) are 86.6 %, 98.0 % and 97.2 % respectively from magnetite concentrate. The mixed chloride technology the Company is testing has produced very high grade Titanium Dioxide (TiO_2) from testwork completed upon similar magnetite bearing ore. TiO_2 product grades of 99.8% have been reported, which represents high grade high value output potential of the Speewah deposit and the potential transition to a titanium focus, as the contained titanium end product value in the magnetite/vanadium/titanium concentrate does surpass that of the vanadium.

2011 ACCESS, TENURE, APPROVAL AND LOGISTICS WORKS

Mining Lease - Following conclusion of the metallurgical test programme an application for a Mining Lease is planned once the scoping studies determine the likely footprint of the combined mine site and tailings areas. The determination of this factor is the main item outstanding as the company has already complied other information necessary to support the application for a Mining Lease.

Mining Agreement – Discussions regarding a Mining Agreement with landholders have commenced.

Environmental Application - Fieldwork has been completed on Flora and Fauna studies on the Central vanadium deposit. This work will support the application for environmental assessment to be lodged.

Aboriginal Heritage Survey was completed and approved in 2010 over proposed initial mining area of the Central Deposit. This represents a major achievement towards development of a mine site to extract the vanadium-titanium in magnetite resource.

Logistics - Sinclair Knight Merz ("SKM") initial scoping report indicates that transporting the magnetite concentrate to Wyndham where it is loaded onto barges before being loaded onto larger ships away from the port is likely to be the most efficient method to transport large quantities of magnetite concentrate for export. This transport and shipment method has been successfully commissioned in 3rd Quarter 2011 by a nearby iron-ore mine. This confirms the feasibility and proof of concept of this transport method for the Speewah projects. The commissioning of these facilities has resulted in the construction of port loading facilities in Wyndham and other infrastructure that will link the Speewah deposits to the nearby Asian markets.

FINANCIAL MODELLING

The financial modelling completed in July 2010 used benchmarked OPEX and CAPEX inputs from similar projects provided by SKM based on a Ferro-Vanadium development alternative.

This modelling will be further refined and optimised as the metallurgical testing provides detailed information on operating cost inputs and contributes to flowsheet design that will impact CAPEX requirements. An update of the financial modelling will be produced once the existing Vanadium/titanium Resource is upgraded to Reserve status.

The 2011 Metallurgical Programme may indicate that a hydrometallurgical processing route provides a superior project valuation to the Ferro-Vanadium development alternative. If the hydrometallurgical route is concluded to be the preferred development route a financial model will be developed for this processing route late in 2011.

PROMOTION OF THE SPEEWAH ASSETS

Vanadium is a ferro-alloy used to produce hardened and tool steel while titanium is predominately used in construction and the aerospace industry. Fluorite is used in the steel, aluminum and chemical manufacturing industries. With the massive increases in global steel production and commodities primarily being delivered through increased production from Asia and specifically China, Speewah's focus has been to identify development funding/investment from this region.

The strategy for the Speewah assets has been to promote the Speewah tenements as hosting the potential for a multi-commodity mine that would share infrastructure (road, campsite, power, tailings and water) with focus on the very large vanadium/titanium magnetite deposit to identify a strategic investor or development partner.

The commencement of this promotional activity was participation at the 2010 China Mining Expo (November 2010) and Beijing Mines & Money (June 2011) in China. The vanadium/titanium asset generated significant interest with a number of parties and the Company has now begun a process of supplying detailed technical information and samples of magnetite concentrate for metallurgical testing to the interested parties.

The Company is extremely pleased with the interest generated by the strategy and feedback from the Expo has helped to formulate the strategy for 2011 including the aggressive plan to significantly increase the size of the existing Vanadium/titanium Resource as part of the 2011 Exploration programme.

Promotional activity and discussions with interested parties and promotion of the vanadium/titanium asset will continue throughout 2011 leading up to the vanadium/titanium Resource upgrade and copper/gold/silver exploration results that will be finalised 1st quarter 2012.

These strategy objectives allow the Company to maximise the opportunity to add value through increase of the vanadium/titanium resource, success in copper/gold/silver exploration or through the metallurgical programme to recover the titanium and iron alongside the vanadium as high value end products while being fully funded.

Other Prospects – PGE and Fluorite

The tenements are also prospective for:

PGE+Au – As the PGE+Au reef runs through the existing vanadium/titanium resource the drilling designed to significantly increase vanadium/titanium resource will result in intersections with the PGE+Au mineralisation, assays results may provide information regarding feeder/high grade zones of the PGE+Au reef initially discovered in 2007;

Fluorite – Drill results from the 2010 exploration programme have been reviewed and identified further fluorite rich intersections and extensions of the existing fluorite resource. This analysis has lead to the discovery of a new fluorite vein along the east contact of the King River Fault east of the existing ABCE fluorite resource and there have been a number of new RC drill intersections of fluorite veins at West Vein that are not part of the existing resource. Speewah estimates that the Exploration Target* for fluorite deposits, in addition to the existing resource of 6.7Mt at 24.6% CaF_2, is an additional 4 to 8Mt at 20-25% CaF_2.

CONCLUSIONS

The key drivers of value for Speewah for the remainder of 2011 are:

1. Significant increase in the size of the existing vanadiferous magnetite resource. Part of the 2011 Exploration programme will be to increase the existing Measured, Indicated and Inferred Resources. Speewah estimates that an additional vanadiferous magnetite Exploration Target* of 2 to 5 Billion tonnes at 0.30-0.32% V_2O_5 exists in the Speewah Dome.
2. Systematic drill based exploration on initial discoveries Copper/Gold/Silver and Lead mineralisation. This includes the airborne V-TEM survey completed in July 2011 targeting highly conductive Cu/Au mineralisation against non-conductive background rock.

3. Metallurgical work on the vanadium/titanium resource and investigate the potential to recover titanium and iron in addition to vanadium which may have the potential to multiply project values.
4. Continuation of discussions with and promotion to international parties that have shown interest in the vanadium/titanium magnetite resource in order to secure strategic investment into the Company.

Competent Persons Statement

The information in this report that relates to Exploration Results, Minerals Resources or Ore Resources is based on information compiled by Ken Rogers who is a Member of the Australian Institute of Geoscientists. Mr Rogers, Chief Geologist of Speewah Metals Limited, compiled the technical aspects of this report relating to the Speewah Project and content of this release. Mr Rogers has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that is being reported on to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Mineral Resources and Ore Reserves (the JORC Code). Mr Rogers consents to the inclusion in the report of the matters in the form and context in which it appears.

The directors submit their report for Speewah Metals Limited ("Speewah" or "the Company") and its controlled entities for the year ended 30 June 2011.

DIRECTORS

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. The directors were in office for the entire period unless otherwise stated. No director has served as a director of any other ASX Listed Companies in the past 3 years unless mentioned below.

Anthony Barton
Non – Executive Chairman
Appointed 21st May 2007

Mr Barton has been involved in founding and growing a number of successful listed public companies. He has extensive experience in capital markets, corporate finance, funds management and venture capital and has had advisory roles in the incorporation and listing of many Australian based resource companies.

Mr Barton is the founding Executive Chairman of the boutique investment bank Australian Heritage Group. He is a graduate of the Royal Melbourne Institute of Technology with a Bachelor of Business (Accountancy) degree and has 34 years of commercial experience having also acted in senior executive and director capacities for two leading Australian stockbroking firms.
Mr Barton is also a Non-Executive Director of Equator Resources Limited.

Derek Carew-Hopkins
Non Executive Director
Appointed 1st August 2008

Mr Carew-Hopkins has extensive experience in engineering and is a specialist in water and environmental issues. As the Director General of the Department of Environment, Mr Carew-Hopkins had responsibility for a diverse range of environmental and water related regulation, assessment and investigation including a significant agenda of new initiatives across the environment portfolio. He left Government in 2006 and now runs a consultancy specialising in guiding development projects through the approval processes.

Mr Carew-Hopkins has a Bachelor of Civil Engineering from the University of Central Queensland and is an accredited Mediator in dispute resolution. He spent the early part of his career in mining and construction project management and many years in water supply development. He is well known for his expertise in groundwater investigations, well field development and dispute resolution.

Richard Wolanski
Executive Director & Company Secretary
Appointed 21st May 2007

Mr Wolanski has been involved with Speewah since prior to the IPO in September 2007, which he managed. He has had extensive professional experience in both Australia and international finance industries, providing corporate, strategic and financial advisory assistance to public companies in Australia, Singapore and the United Kingdom. He is a Chartered Accountant and has a Bachelor of Commerce from the University of Western Australia.

During the past three years Mr Wolanski was also a Director of Maverick Energy Limited (resigned on the 23rd of November 2009) and Equator Resources Limited (resigned on the 7th of September 2011).

SPEEWAH METALS

INTERESTS IN THE SHARES AND OPTIONS OF THE COMPANY

As at the date of this report, the interests of the directors in the shares of the Company were

		Ordinary Shares	Options Over Ordinary Shares
A Barton	Non Executive Chairman	12,479,768[1]	2,750,000[2]
D Carew-Hopkins	Non Executive Director	400,000	600,000
R Wolanski	Executive Director & Company Secretary	544,768	1,750,000
Total		**13,424,536**	**5,100,000**

[1] 5,500,000 of the Shares are held by Mr AP Barton and Mrs CH Barton as trustee for the Barton Family Superannuation Fund of which Mr Barton is a director and a beneficiary. 6,410,000 of the Shares are held by Australian Heritage Group Pty Ltd as trustee for the Australian Heritage Trust of which Mr Barton is a director and a beneficiary. 169,768 of the Shares are held by Inglewood Lodge Pty Ltd of which Mr Barton is a director and a beneficiary. 400,000 of the Shares are held by Selwood Nominees Pty Ltd of which Mr Barton is a director.

[2] 1,000,000 of the options are held by Australian Heritage Group Pty Ltd as trustee for the Australian Heritage Trust of which Mr Barton is a director and a beneficiary.

NATURE OF OPERATIONS AND PRINCIPAL ACTIVITIES

Speewah has established a portfolio of 100% owned tenements covering approximately 575 square kilometres in the East Kimberley region in Western Australia ("Tenements"). The principal activities of the entities within the Group during the year were focusing on exploration and development of the Tenements in the East Kimberley region of Western Australia.

CORPORATE STRUCTURE

Speewah is a company limited by shares that is incorporated and domiciled in Australia. Speewah Metals has a fully owned subsidiary Speewah Mining Pty Ltd. The Group has prepared a consolidated financial report incorporating the entity that it controlled during the financial year, Speewah Mining Pty Ltd a 100% owned subsidiary.

OPERATING REVIEW

The consolidated entity's operations are discussed in detail in the Operations Report.

REVIEW OF CONSOLIDATED FINANCIAL CONDITION

The consolidated entity recorded an operating loss after income tax of $322,513 (2010: $1,327,600 loss). There was no dividend declared or paid during the year.

CAPITAL STRUCTURE

As at the date of this report the Company had 130,668,170 fully paid ordinary shares and 9,750,000 options over ordinary shares on issue. Details of the terms of the options are outlined in Note 18 of the consolidated financial statements.

CASH FROM OPERATIONS

The net cash inflow from operations of $132,538 is significantly higher than the cash outflow in the previous year of $268,741. The cash inflow was mainly due to the company receiving a Research & Development tax rebate of $858,935 and an Incentive Scheme Grant for $172,000 as a result of its Exploration Program.

As well as this, the company also received cash for operational expenses from share issues completed on the 6th August 2010, 7th September 2010 and 22nd February 2011 totalling $12,912,996. These funds were used for operational expenses during the year.

The cash balance at year end was $7,378,190.

LOSS PER SHARE	2011	2010	2009	2008	2007
Basic and diluted loss per share (cents)	**(0.28)**	(1.70)	(0.61)	(0.65)	(0.04)
Share price (cents)	**0.230**	0.195	0.165	0.50	N/A

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

During the financial year the following significant changes were made to the Company's equity:

- On the 6th August 2010, the Company issued 11,721,024 ordinary shares in a Share Purchase Plan at 21.5 cents per share;
- On the 6th August 2010, the Company issued 12,161,628 ordinary shares at 21.5 cents per share;
- On the 7th September 2010, the Company issued 6,976,745 ordinary shares in an Underwriting of the Shortfall for the Share Purchase Plan at 21.5 cents per share;
- On the 22nd February 2011, the Company issued 17,008,773 ordinary shares as the result of a placement at 37 cents; and
- On the 8th June 2011, the Company issued 1,250,000 options at 37 cents to contractors and employees of the company. The options expire 30th June 2014 and all vest 1 January 2012 post the 2011 Exploration Program.

SIGNIFICANT EVENTS AFTER THE BALANCE DATE

There were no significant events following the balance date that affected the companies equity or state of affairs.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS

The directors have developed 3 key strategies designed to add shareholder value in the coming financial year. These three strategies included:

1. Metallurgical work on the vanadium/titanium resource and investigate the potential to recover titanium and iron in addition to vanadium which may have the potential to multiply project values.
2. Significant expansion of the existing vanadium/titanium magnetite resource, through the addition of 2 to 5 Billion tonnes at 0.30-0.32% V_2O_5 and 1.8-2% Ti to the existing Measured, Indicated and Inferred Resources totalling 3.566 Billion tonnes at 0.30% V_2O_5 and 2% Ti (at 0.23% V_2O_5 cut-off grade).
3. Systematic drill based exploration on initial discoveries of Copper/Gold/Silver and Lead mineralisation. This includes the airborne V-TEM survey completed in July 2011 targeting highly conductive Cu/Au mineralisation.

ENVIRONMENTAL REGULATION AND PERFORMANCE

The consolidated entity's environmental obligations are regulated under both State and Federal law. All environmental performance obligations are monitored by the Board and subjected from time to time to Government agency audits and site inspections. The consolidated entity has a policy of at least complying with, but in most cases exceeding, it's statutory environmental performance obligations. No environmental breaches have occurred or have been notified by any Government agencies during the year ended 30 June 2011.

SHARES UNDER OPTION

As at the year ended 30 June 2011 and the date of this report, there were 9,750,000 unissued ordinary shares under granted options.

Date Options Granted	Expiry Date	Issue Price of Shares	Number Under Option
2-July -2007	30-Jun-2012	$0.20	4,500,000
1-May -2008	31-Mar-2013	$0.45	200,000
1-Aug -2008	30-Jun-2012	$0.50	100,000
1-Aug -2008	30-Jun-2012	$0.65	100,000
1-Aug -2008	30-Jun-2012	$0.80	100,000
5-Feb -2010	31-Dec-2014	$0.55	2,300,000
5-Feb -2010	31-Dec-2014	$0.55	1,200,000
8-June-2011	30-June-2014	$0.37	1,250,000
			9,750,000

SPEEWAH METALS

SHARES ISSUED ON EXERCISE OF OPTIONS

During or since the end of the financial year, there were no options exercised. Refer to Note 18 of the consolidated financial statements for further details of the options outstanding. Option holders do not have any right, by virtue of the option, to participate in any issue of the Company or any related body corporate.

INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

The Company has entered into Director and Officer Protection Deeds ("D&O Deed") with each Director and the Company Secretary ("Officers"). Under the D&O Deed, the Company indemnifies the Officers to the maximum extent permitted by law and the Constitution against legal proceedings, damage, loss, liability, cost, charge, expense, outgoing or payment (including legal expenses on a solicitor/client basis) suffered, paid or incurred by the officers in connection with the Officers being an officer of the Company, the employment of the officer with the Company or a breach by the Company of its obligations under the D&O Deed.

Also pursuant to the D&O Deed, the Company must insure the Officers against liability and provide access to all board papers relevant to defending any claim brought against the Officers in their capacity as officers of the Company. The Company has paid insurance premiums of $8,581 (2010: $9,158) in respect of liability for any current and future directors, company secretary, executives and employees of the Company. This amount is payable in total and no specific amount is included in the directors' remuneration.

ROUNDING

The amounts contained in this report and in the financial report have been rounded to the nearest dollar.

REMUNERATION REPORT (AUDITED)

This report details the nature and amount of remuneration for each director of Speewah Metals Limited, and for the executives in accordance with the requirements of the Corporations Act 2001 and its Regulations. For the purposes of this report, key management personnel (KMP) of the company and the group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the company and the group, directly or indirectly, including any director (whether executive or otherwise) of the company, and includes three executives in the group.

For the purposes of this report, the term "executive" encompasses the chief executive, senior executives and the company secretary of the company.

Details of key management personnel (including the highest paid executives of the Company)

(i) Directors

A Barton	Non Executive Chairman
D Carew Hopkins	Non Executive Director
R Wolanski	Executive Director/Company Secretary

(ii) Executives

K Rogers	Chief Geologist
R Ramsay	Chief Project Geologist
A Eves	Project Geologist

There are no other changes to the key management personnel after reporting date and before the date the financial report was authorised for issue. Other than as detailed above there are no other Executives of the Company.

1. Remuneration Committee

The Remuneration Committee of the Board of Directors of Speewah is responsible for determining and reviewing compensation arrangements for the directors and executives. The Remuneration Committee assesses the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality board and executive team. Such officers are given the opportunity to receive their base emolument in a variety of forms including cash and fringe benefits such as motor vehicles and expense payment plans. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue cost for the Company.

2. Remuneration Policy

The Company's remuneration policies are reflected in the Charter of the Remuneration Committee. It is the Company's objective to provide maximum stakeholder benefit from the retention of high quality Board and executive team by remunerating directors and key executives fairly and appropriately with reference to relevant employment market conditions.

The Company's remuneration policy is to establish competitive remuneration (including performance incentives) consistent with long term development and success, to ensure remuneration is fair and reasonable (taking into account all relevant factors, and within appropriate controls or limits) that performance and remuneration are appropriately linked, that all remuneration packages are reviewed annually or on an ongoing basis in accordance with management's remuneration packages, and that retirement benefits or termination payments (other than notice periods) will not be provided or agreed other than in exceptional circumstances.

It is the Company's objective that the remuneration policy aligns with achievement of strategic objectives and creation of long term value for shareholders. The Company does not use specific performance hurdles or conditions in determining remuneration or short term rewards. The Company assesses each employee annually based upon the individual performance in carrying out the agreed responsibilities of the employee which have been developed in consideration of the Company's long term goals. The performance incentive component is reflected as part of the increase in salary and the issue of equity based compensation for each employee on an annual basis.

The Company does not have a formal policy to prohibit executives from entering into arrangements to protect the value of unvested long term incentive awards.

3. Non Executive Director Remuneration

3.1 Fixed Remuneration

The aggregate remuneration to non executive directors will not exceed the maximum approved amount of $150,000. The board seeks to set aggregate remuneration at a level which provides the Company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost which is acceptable by shareholders.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually. The board considers fees paid to non executive directors of comparable companies when undertaking the annual review as well as additional time commitment of directors who serve on one or more sub committees and assistance to the Company with new investment opportunities. A review was conducted in August 2010 and it was agreed to increase the non executive director's remuneration from $30,000 per annum plus superannuation to $40,000 per annum plus superannuation.

Non executive directors are encouraged to hold shares in the Company; these are to be purchased by the director on market. It is considered good corporate governance for directors to have a stake in the company on whose board he or she sits.

Remuneration of non executive directors for the year ended 30 June 2011 is disclosed in table 1 under the remuneration section of this report.

3.2 Variable Remuneration – Short Term Incentives

Non executive directors do not receive performance based bonuses or additional remuneration for their membership of subsidiary boards or committees.

3.3 Variable Remuneration – Long Term Incentives

During the financial year, the Company had no contractual obligations to provide long term incentives to non executive directors.

4. Executive Director Remuneration

The company aims to reward executives with a level and mix of remuneration commensurate with their position and responsibilities within the company so as to:

- reward executives for company and individual performance;
- align the interests of executives with those of shareholders;
- link reward with the strategic goals and performance of the company; and
- ensure total remuneration is competitive by market standards.

Executive remuneration comprises of:

- base pay and benefits; and
- long term incentives through equity based compensation.

4.1 Fixed Remuneration

Base pay and benefits

Base pay is structured as a total employment cost package that may be delivered as combination of cash and salary sacrifice superannuation at the executive's discretion.

Executives are offered a competitive base pay. Reference is made to industry benchmarks to ensure that the base pay is set to reflect the market for a comparable role. Base pay is reviewed annually, or upon promotion, to ensure the executive's pay is competitive with comparable positions of responsibility. There is no guaranteed base pay increases for any executive contract.

4.2 Variable Remuneration – Long Term Incentives

During the financial year the Company had no contractual obligations to provide long term incentives to the executive director.

4.3 Employment Contract – Richard Wolanski (Executive Director & Company Secretary)

On 24 March 2009, the Company re-negotiated an employment agreement with Mr Richard Wolanski. Mr Wolanski was originally appointed the Executive Director of the Company on 21 May 2007.

Mr Wolanski's remuneration was reviewed in August 2010 and it was agreed to increase it from $50,000 per annum plus superannuation to $60,000 per annum plus superannuation.

Under the term of the present agreement, Mr Wolanski received a fixed remuneration of $65,400 per annum (inclusive of superannuation), for his services as an Executive Director. In addition, Mr Wolanski will be paid at a rate of $120 per hour (exclusive of GST) for any services provided to the Company which are outside of the scope of his duties as Executive Director.

The agreement may be terminated with 1 years notice in writing by the Company. The Company may also terminate Mr Wolanski's employment for any breach of duty in relation to the Company or if any acts of dishonesty or fraud are committed by him. If Mr Wolanski's employment is terminated, unless invited by the board of directors, he must resign as a Director of the Company. Mr Wolanski's employment is otherwise on commercial terms and conditions.

4.4 Employment Contracts – Executives - Ken Rogers (Chief Geologist), Rob Ramsay (Chief Project Geologist), Alex Eves (Project Geologist)

The Company has entered into employment agreements with Messer's Rogers, Ramsay and Eves for the provision of technical geological services based on daily rates for the provision of services. Their services can be terminated by giving a 2 week notice by either party.

5. Remuneration of Key Management Personnel and Executives of the Company

Details of the remuneration of each director of Speewah, each of the executives of the Company and the consolidated entity who received the highest remuneration for the year ended 30 June 2011 are set out in the following tables.

Table 1: Remuneration for the year ended 30 June 2011

30 June 2011	Short Term Salary & Fees	Post Employment Superannuation	Share Based Payments		Total	Options as % of Total
			Options	Shares		
	$	$	$	$	$	%
Directors						
A Barton	38,849	3,843	-	-	42,692	-
D Carew-Hopkins	38,849	3,843	-	-	42,692	-
R Wolanski	257,597	5,325	-	-	262,922	-
Sub Total[1]	**335,295**	**13,011**	**-**	**-**	**348,306**	**-**
Executives						
K Rogers	58,685	5,282	112,012	-	175,979	64
R Ramsay	199,275	-	92,024	-	291,299	32
A Eves	171,725	-	68,012	-	239,737	28
Sub Total	**429,685**	**5,282**	**272,048**	**-**	**707,015**	
Total	**764,980**	**18,293**	**272,048**	**-**	**1,055,321**	

1. Premium for Director's liability insurance is not included in remuneration table.

There were no changes of the Directors or executives after reporting date and before the date the financial report was issued. Other than disclosed in the table no director or executive received any compensation in the financial year ended 30 June 2011. None of the remuneration for directors or executives was performance related.

SPEEWAH METALS

Table 2: Remuneration for year ended 30 June 2010

30 June 2010	Short term Salary & Fees $	Post Employment Superannuation $	Share based payments Options $	Share based payments Shares $	Total $	Options as % of Total %
Directors						
A Barton	30,000	2,700	279,000	-	311,700	89
D Carew-Hopkins	30,000	2,700	111,600	-	144,300	77
R Wolanski	167,353	4,500	279,000	-	450,853	62
Sub Total[1]	**227,353**	**9,900**	**669,600**	**-**	**906,853**	
Executives						
K Rogers	76,450	6,881	72,500	-	155,831	46
R Ramsay	111,750	-	58,000	-	169,750	34
A Eves	115,007	-	43,500	-	158,507	27
Sub Total	**303,207**	**6,881**	**174,000**	**-**	**484,088**	
Total	**530,560**	**16,781**	**843,600**	**-**	**1,390,941**	

1. Premium for Director's liability insurance is not included in remuneration table.

5.1 Equity Based Compensation – 2011

During the year, the following options were issued to executives of the Company;

- 250,000 unlisted options exercisable at $0.37 on or before 30 June 2014 were issued to Ken Rogers, Chief Geologist;
- 500,000 unlisted options exercisable at $0.37 on or before 30 June 2014 were issued to Rob Ramsay, Chief Project Geologist;
- 250,000 unlisted options exercisable at $0.37 on or before 30 June 2014 were issued to Alex Eves, Project Geologist.

The options were issued as an alternate remuneration to cash, to provide industry competitive remuneration rates and to encourage long term relationships with the Company. The options are not performance related and will vest on 1 January 2012.

Table 3: Compensation Options Granted during the year ended 30 June 2011

30 June 2011	Granted No.	Grant Date	Fair Value Grant Date ($)	Exercise Price ($)	Expiry Date	First Exercise Date	Last Exercise Date	Vested No.	Vested %
Executives									
K Rogers	250,000	8-June 11	$0.075	$0.37	30-Jun-14	1-January-12	30-June-14	-	-
R Ramsay	500,000	8 June 11	$0.075	$0.37	30-Jun-14	1-January-12	30-June-14	-	-
A Eves	250,000	8 June 11	$0.075	$0.37	30-Jun-14	1-January-12	30-June-14	-	-
Total	**1,000,000**							**-**	

There were no alterations to options terms since grant date and no options were forfeited. Further details of the options are contained in Note 18.

Other than as detailed above, no Directors or executives were granted, issued or had options outstanding as at 30 June 2011.

30 June 2011	Value of Options Granted ($)	Value of Options Exercised ($)	Value of Options Lapsed ($)
Executives			
K Rogers	18,750	-	-
R Ramsay	37,500	-	-
A Eves	18,750	-	-
Total	**75,000**	-	-

Other than as detailed above, no Directors or executives were issued options or had options outstanding in the financial year ended 30 June 2011.

5.2 Equity Based Compensation - 2010

During the prior year, the following options were issued to directors of the Company:

- 300,000 unlisted options exercisable at $0.55 on or before 31 December 2014 were issued to Mr Carew-Hopkins;
- 750,000 unlisted options exercisable at $0.55 on or before 31 December 2014 were issued to Mr Barton;
- 750,000 unlisted options exercisable at $0.55 on or before 31 December 2014 were issued to Mr Wolanski.

The options were issued as an alternate remuneration to cash, to provide industry competitive remuneration rates and to encourage long term relationships with the Company. As such, there was no performance conditions related to these options. These options vested immediately.

During the prior year, the following options were issued to executives of the Company:

- 500,000 unlisted options exercisable at $0.55 on or before 31 December 2014 were issued to Mr K Rogers, Chief Geologist;
- 400,000 unlisted options exercisable at $0.55 on or before 31 December 2014 were issued to Mr R Ramsay, Project Manager;
- 300,000 unlisted options exercisable at $0.55 on or before 31 December 2014 were issued to Mr A Eves, Exploration Manager.

The options were issued as an alternate remuneration to cash, to provide industry competitive remuneration rates and to encourage long term relationships with the Company. These options were not performance related and vested 12 months after the date of issuance.

Table 3: Compensation Options Granted during the year ended 30 June 2010

30 June 2010	Granted No.	Grant Date	Fair Value Grant Date ($)	Exercise Price ($)	Expiry Date	First Exercise Date	Last Exercise Date	Vested No.	Vested %
Directors									
D Carew-Hopkins	300,000	5-Feb-10	0.372	$0.55	31-Dec-14	5-Feb-2010	31-Dec-14	300,000	100
A Barton	750,000	5-Feb-10	0.372	$0.55	31-Dec-14	5-Feb-2010	31-Dec-14	750,000	100
R Wolanski	750,000	5-Feb-10	0.372	$0.55	31-Dec-14	5-Feb-2010	31-Dec-14	750,000	100
Executives									
K Rogers	500,000	5-Feb-10	0.365	$0.55	31-Dec-14	1-Mar-2011	31-Dec-14	500,000	100
R Ramsay	400,000	5-Feb-10	0.365	$0.55	31-Dec-14	1-Mar -2011	31-Dec-14	400,000	100
A Eves	300,000	5-Feb-10	0.365	$0.55	31-Dec-14	1-Mar -2011	31-Dec-14	300,000	100
Total	**3,000,000**							**3,000,000**	

There were 500,000 shares issued on conversion of employee options for the year ended 30 June 2010.

There were no alterations to options terms since grant date and no options were forfeited. Further details of the options are contained in Note 18.

Other than as detailed above, no Directors or executives were granted, issued or had options outstanding as at 30 June 2010.

30 June 2010	Value of Options Granted ($)	Value of Options Exercised ($)	Value of Options Lapsed ($)
Directors			
D Carew-Hopkins	**111,600**	**-**	-
A Barton	**279,000**	**-**	-
R Wolanski	**279,000**	**-**	-
Executives			
K Rogers	**182,500**	**100,000**	-
R Ramsay	**146,000**	**-**	-
A Eves	**109,500**	**-**	-
Total	**1,107,600**	**100,000**	

Other than as detailed above, no Directors or executives were issued options or had options outstanding in the financial year ended 30 June 2010.

End of Remuneration Report

SPEEWAH METALS

DIRECTORS' MEETINGS

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

	Directors Meetings	Audit[1] Committee Meeting	Nomination[1] Committee Meeting	Remuneration[1] Committee Meeting
Number of Meetings Held	6	1	1	2
Number of Meetings Attended				
Anthony Barton	6	1	1	2
Derek Carew-Hopkins	6	1	1	2
Richard Wolanski	6	1	1	2

1. Committee is made up of the full Board. Reference to meeting refers to meeting conducted specifically to deal with the particular business of that Committee.

COMMITTEE MEMBERSHIP

The role of the Audit, Remuneration and Nomination Committees is carried out by the full Board in accordance with the appropriate charters. The Board considers that no efficiencies or benefits would be gained by establishing separate committees.

CORPORATE GOVERNANCE

In recognising the need for the highest standards of corporate behaviour and accountability, the directors of Speewah support and have adhered to the principles of corporate governance. The Company's corporate governance statement is contained in the following section of this annual report.

AUDITOR INDEPENDENCE

Section 370C of the Corporation Act 2001 requires our auditors, Ernst & Young, to provide the directors of the Company with an Independence Declaration in relation to the audit of the consolidated financial report. This Independence Declaration is disclosed on page 30 of this report and forms part of this directors' report for the year ended 30 June 2011.

NON AUDIT SERVICES

The Company's auditors, Ernst & Young, provided no non audit services during the year ended 30 June 2011.

TAX CONSOLIDATION

The Company and its subsidiary form a tax consolidated group.

Signed in accordance with a resolution of the directors.

Anthony Barton
Chairman

28th September 2011

INTRODUCTION

1.1. Corporate Governance

The Australian Stock Exchange ("ASX") Listing Rules ("Listing Rules") require a listed entity to include in its annual report a statement on corporate governance practices disclosing the extent to which it has followed the "best practice" corporate governance recommendations set by the ASX Corporate Governance Council. If the entity has not followed any of the recommendations, it must identify them and give reasons why. It must state the period during which the recommendations were followed. For this purpose, Listing Rules Guidance Note 9A sets out the 8 essential corporate governance principles and the applicable "best practice recommendations".

1.2. Compliance with ASX Listing Rule 4.10.3

Listing Rule 4.10.3 and Guidance Note 9A reflect ASX policy that it is "*appropriate to focus on disclosure of corporate governance practices rather than prescribe adoption of a particular practice*". Therefore, an entity's obligation is to highlight areas of departure from the recommendations: the "*if not, why not?*" approach.

1.3. The Company's Approach

The Board and senior management of Speewah Metals Limited ("the Company") are committed to acting responsibly, ethically and with high standards of integrity as the Company works to create shareholder value. To achieve this goal, the Board has developed and adopted corporate governance practices and policies that have been implemented throughout management and governance. This Corporate Governance Statement summarises these practices as they have been adopted by the Company.

1.4. Adoption by the Board

The Board of the Company has reviewed and considered this Corporate Governance Statement and has adopted it. A Board resolution to this effect has been passed.

1.5. Summary of Compliance

The Company has complied with 23 of the 26 "best practice recommendations". Non compliance with Recommendations 2.1, 2.2 and 4.2 relates to the Board considering it appropriate to not separately constitute an Audit Committee, there not being a majority of independent Directors on the Board or an independent Chairman. The full Board deals with matters that would be dealt with by Audit, Remuneration and Nomination Committees and it considers the make up of the Board and its Committee's are appropriate given the Company's size and operations and the current directors' skills and experience. The Company's codes and policies are publicly available on its website: www.speewah.com.au.

ESSENTIAL PRINCIPLES OF GOOD CORPORATE GOVERNANCE

2.1. Principle 1: Lay Solid Foundations for Management and Oversight

"*Recognise and publish the respective roles and responsibilities of the board and management.*"

Recommendation 1.1: *Formalise and disclose the functions reserved to the Board and those delegated to senior executives*.

The Directors monitor the business affairs of the Company on behalf of Shareholders and have formally adopted a Board Charter which is designed to encourage Directors to focus their attention on accountability, risk management and ethical conduct.

The Board's primary role is the optimisation of Company performance and protection and enhancement of shareholder value. They develop strategies for the Company, reviews strategic objectives and monitors performance against these objectives. Its functions and responsibilities include the following;

- setting strategic and policy direction
- monitoring performance against strategy
- identifying principal risks and opportunities and ensuring risk management systems are established and reviewed
- approving and monitoring financial reports
- capital management
- significant business transactions and investments

- appointing senior management and monitoring performance
- remuneration
- development and succession
- continuous disclosure compliance
- ensuring effective shareholder communication
- overseeing the Company's commitment to sustainable development and the environment
- ensuring the Board remains appropriately skilled
- reviewing and approving corporate governance systems
- enhancing and protecting the Company's reputation.
- establishing and maintaining appropriate ethical standards

The Board is also governed by the Company's Constitution, and on appointment each director is provided with a Director's Information Kit, which forms part of the terms of their appointment and contains guides to directors' duties and responsibilities, the role of the Board and committees, the Constitution and the Company's policies.
The Board has delegated the authority and responsibility to manage and administer the Company's general operations and its financial operations to its Executive director and company secretary, Mr Richard Wolanski. The Company has in place formal letters of engagement for its senior management, setting out the responsibilities specifically delegated to them.

Recommendation 1.2: *Disclose the process for evaluating the performance of senior executives*.
During each Financial Year an assessment of the performance of each senior executive (including the Managing Director) is undertaken by the Remuneration Committee and the Board. Individual executives are evaluated against the terms and conditions of their employment and set policies for senior executive remuneration. Remuneration packages consist of base salary, fringe benefits, incentive schemes (including performance related bonuses), superannuation and entitlements upon retirement or termination.

Senior executive are evaluated and rewarded for both financial and non-financial performance across a range of indicators that apply to delivering results across the Company and linked to creating value for shareholders. Annual salary increases are determined by the following three factors: (a) movement in job salary rates as determined by the Minerals and Energy Human Resources Conference ("MEHRC") national survey on like positions and job size; (b) movement in individual competency values; and (c) movement in individual performance values.

A copy of the Company's Remuneration Committee Charter and Remuneration Statement is contained on the Company's website www.speewah.com.au.

2.2. Principle 2: Structure the Board to Add Value

"*Have a board of an effective composition size and commitment to adequately discharge its responsibilities and duties.*"
Recommendation 2.1: *A majority of the board should be independent directors*.
The board comprises of Mr Richard Wolanski, Mr Anthony Barton and Mr Derek Carew-Hopkins as directors. Details of the directors are set out in the Company's annual report. At present, Mr Carew Hopkins is considered to be an independent director in terms of the ASX Corporate Governance Council's definition of independence. Mr Wolanski and Mr Barton are not considered to be independent as Mr Wolanski is employed in an executive capacity by the Company and Mr Barton is a substantial shareholder of the Company. The Board has adopted procedures intended to ensure independent decision making occurs, including the requirement for directors to absent themselves from discussions in which they have a conflict of interest and the functioning of the Remuneration and Audit Committees.

Recommendation 2.2: *The chairperson should be an independent director*.
The chairperson, Mr Barton, is not independent, as outlined above.

Recommendation 2.3: *The roles of the chairperson and Chief Executive Officer should not be exercised by the same individual*.
The role of chairperson is filled by Mr Anthony Barton, and the role of chief executive officer is filled by Mr Richard Wolanski as Managing Director.

Recommendation 2.4: *The board should establish a Nomination Committee.*

The Board has established a nomination committee comprising of all three Directors. The Board considers that given its size and that two members of the Board hold non-executive positions in the Company, no efficiencies or other benefits would be gained by establishing a separate nomination committee. The Board assesses the experience, knowledge and expertise of potential directors before any appointment is made. The nomination committee deals with matters relating to the renewal of Board Members and Board Performance. The company has also adopted a Nomination and Remuneration Committee Charter.

Recommendation 2.5: *Companies should disclose the process for evaluating the performance of the board, its committees and individual directors.*

The Remuneration Committee has developed a formal process for performance evaluation of the Board. The Remuneration Committee reviews the remuneration policies applicable to all Directors and Executive Officers once a year making recommendations on remuneration packages and terms of employment to the Board.

The company secretary is appointed and removed by the Board. The company secretary works with the Chairman, the Board and the Board Committees on all governance issues. All Directors have access to the company secretary for the purpose of obtaining information or advice.

As referred to previously, an evaluation of the performance of the Executive director, Mr Richard Wolanski was undertaken by the Board in March 2010 and August 2010. Both Mr Anthony Barton and Mr Derek Carew-Hopkins also undertook an evaluation of their performance in August 2010.

A copy of the Board Performance Evaluation Policy and Board Charter is contained on the Company's website at www.speewah.com.au

2.3. Principle 3: Promote Ethical and Responsible Decision Making

"*Actively promote ethical and responsible decision making.*"

Recommendation 3.1: *Establish a code of conduct to guide directors, the chief executive office (or equivalent), the chief financial officer (or equivalent) and any other key executives as to:*

3.1.1 – the practices necessary to maintain confidence in the company's integrity.

3.1.2 – the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders.

3.1.3 – the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.

The Company has adopted a Code of Conduct setting the standards expected of officers, employees and contractors. This demonstrates the Company's commitment to conducting business in an ethical and accountable manner. In essence, officers, employees and contractors are expected to

- act in good faith with the utmost honesty, integrity, objectivity and fairness
- not to act improperly, misleadingly or deceptively
- not to engage in illegal activity
- understand and comply with applicable laws and Company policies
- avoid conflicts of interest
- be professional, responsible and accountable
- respect an individual's rights
- deal responsibly with the community.

The Board monitors implementation of the Code. Breaches are reported by employees or contractors to a supervisor and by management or directors to the Board or the chairperson. In addition, the Director's Information Kit provided to each director contains a guide to the duties and responsibilities of directors and it is expected that Directors will be familiarised with these or any other documents prepared by the Company to meet corporate governance requirements.

Recommendation 3.2: *Establish and disclose the policy concerning trading in company securities by directors, senior executives and employees.*

The Company has in place a trading policy, "A Guide to Dealing in Securities", a copy of which is included in the Director's Information Kit provided to each director. A copy of this policy is also provided to all officers and employees of the Company on their commencement of service with the Company.

The trading policy imposes certain restrictions to prevent breaches of the insider trading provisions of the Corporations Act 2001 (Cth). The key aspects of it are that:

- trading in Company securities is only permitted on specific approval from the Company's chairman to deal within a specified time period and trading range;
- no trading is permitted where a director, officer or employee is in possession of information which if generally available, a reasonable person would expect to have a material effect on the price or value of the securities, and
- active dealing in the Company's securities to derive income is not permitted.

The trading policy was adopted before the current year and is reviewed annually. The insider trading prohibition is also notified to officers and employees at least annually.

The Policy on Directors and Senior Executives dealing in Securities objective is to:

- minimise the risk of Directors and Senior Executives of the Company contravening the laws against insider trading;
- ensure the Company is able to meet its reporting obligations under the ASX Listing Rules; and
- increase transparency with respect to trading in securities of the Company by Directors and Senior Executives.

2.4. Principle 4: Safeguard Integrity in Financial Reporting

"*Have a structure to independently verify and safeguard the integrity of the company's financial reporting.*"

Recommendation 4.1: *The board should establish an audit committee.*

The Board has established an Audit Committee consisting of the full board. The Board considers that given its size and that two members of the Board hold non-executive positions in the Company, no efficiencies or other benefits would be gained by establishing a separate audit committee.

Recommendation 4.2: *Structure the audit committee so that it consists of:*

- *only non executive directors;*
- *a majority of independent directors;*
- *an independent chairperson, who is not chairperson of the board; and*
- *at least three members.*

The audit committee is made up of the full board being two non – executive directors and one executive director. The chairman of the Audit Committee, Mr Derek Carew-Hopkins is not the Chairman of the Board and is a Non-Executive director of the company. He is considered to be an independent director pursuant to the ASX Corporate Governance Principles.

The Board considers that given its size and that two members of the Board hold non-executive positions in the Company, no efficiencies or other benefits would be gained by establishing a separate audit committee or appointing another non-executive, independent director to the Board.

Recommendation 4.3: *The audit committee should have a formal charter.*

The Board has adopted an Audit Committee Charter which sets out the duties of the Committee. These include the following;

- to be the focal point of the communication between the Board, management and the external auditor
- recommend engagement and monitor performance of the external auditor
- review external audit reports and ensure prompt remedial action
- review the effectiveness of management information and internal control, all areas of significant financial risk and risk management, significant transactions not a normal part of the Company's business, financial information and ASX reporting statements

- monitor internal controls and compliance and review the disclosure policy annually.

The audit committee aims to meet at least once every quarter, with further meetings on an as required basis. The charter is included on the Company's website which also includes any information on procedures for the selection and appointment of the external auditor, or rotation of external engagement partners.

2.5. Principle 5: Make Timely and Balanced Disclosure

"*Promote timely and balanced disclosure of all material matters concerning the Company.*"

Recommendation 5.1: *Establish written policies and procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance.*

The Company has in place a continuous disclosure policy, "A Guide to Disclosure" which is reviewed at least annually, a copy of which is included in the Director's Information Kit provided to each director upon appointment, and which forms part of the terms of their appointment. A copy of the policy is also provided to all Company officers, employees and agents. The Company has obligations under the Corporations Act and ASX Listing Rules to keep the market fully informed of information which may have a material effect on the price or value of its securities. The Company discharges these obligations by releasing information to ASX in the form of an ASX release or disclosure in other relevant documents (e.g. the Annual Report). In addition, a list of recent announcements is presented in each Board meeting for discussion, minuting and action if required.

2.6. Principle 6: Respect the Rights of Shareholders

"*Respect the rights of shareholders and facilitate the effective exercise of those rights.*"

Recommendation 6.1: *Design and disclose a communications strategy to promote effective communication with shareholders and encourage effective participation at general meetings.*

The Company has in place a communications policy, a copy of which is included in the Director's Information Kit provided to each director upon appointment. The company is committed to ensuring that trade in securities takes place in an efficient, competitive and informed market. The communications policy recognises the importance of forthright communication as a key plank in building shareholder value and that to prosper and achieve the growth the company must (among other things) earn the trust of employees, customers, suppliers, communities and security holder by being forthright in its communications and consistent in its fulfilment of obligations.

The key aspects of the policy are:

- diligent compliance with the Company's disclosure and trading policies;
- prompt, transparent compliance with statutory reporting and meeting obligations, including detailed and full disclosure in relation thereto; and
- effective use of the Company's website, electronic communication and its share registry to keep shareholders up to date and to deal with enquiries.

The communications policy was adopted in May 2007 and is reviewed annually.

The Company employs a wide range of communication approaches to its members and the broader investment community. In addition to direct communication with its members, a section of the Company's website it is dedicated to its investors. Media releases, investor presentations and interim and full-financial reports are available for review on its website. These announcements, presentations and reports are placed on the website immediately after they have been released to ASX. Members with access to email can, through the Company's website, elect to be placed on an email mailing list in order to be sent certain corporate information as it is released, including notices of annual general meetings and explanatory statements and Annual reports. The Company regularly issues direct mail-outs to all shareholders advising of its email communication facility to encourage shareholders to be placed on its email mailing list.

As the usage and acceptance of electronic communications in the community increases, the Company continues to investigate the potential for increased use of electronic means of communicating with its investors and engaging their involvement in the Company, including shareholder participation in its general meetings.

2.7. Principle 7: Recognise and Manage Risk

"*Establish a sound system of risk oversight and management and internal control.*"

Recommendation 7.1: *The board or appropriate committee should establish policies on risk oversight and management, and disclose a summary of those policies.*

The Company has in place a risk oversight and management policy, a copy of which is included in the Director's Information Kit provided to directors upon appointment and which sets out systems for risk oversight, management and internal control.

This risk management policy was adopted in May 2007. The key aspects of it are:

- the Board oversees the establishment and implementation of risk management;
- the Audit Committee is delegated the function and responsibility to establish, implement and maintain risk management systems and frameworks; and
- the Company's senior management are delegated the tasks of management of operational risk and the implementation of risk management strategies.

The Board approves risk management systems and reviews them and their implementation annually. The Company's risk profile, assessed and determined on the basis of the Company's businesses in mineral exploration, is reviewed annually. The Board regularly considers risk management at its meetings.

The Company's risk management systems and control frameworks include the Board's ongoing monitoring of management and operational performance, a comprehensive system of budgeting, forecasting and reporting to the Board, regular presentations to the Board by management on the management of risk, approval procedures for significant capital expenditure above threshold levels, the functioning of the Audit Committee, comprehensive written policies on specific activities and corporate governance, regular communication between directors on compliance and risk and consultation and review between the Board and external accountants.

Recommendation 7.2: *The Board should require management to design and implement the risk management and internal control system to manage the Company's material business risks and report to it on whether those risks are being managed effectively the board should disclose that management has reported to it as to the effectiveness of the Company's management of its material business risks.*

The Board has identified the specific and general risks that the Company is subject to and regularly assess and evaluation the impact of these and other potential risks on the Company's operation and business objectives. The risk profile of the company contains both financial and non-financial factors including material risks arising from pricing, competitive position, currency movements, operational efficiency, product quality and investments in new projects. Senior management are responsible for the development of risk mitigation plans and the implementation of risk reduction strategies and each week the senior management team meets to identify and discuss the types of business risks threatening the Company as a whole or specific business activity within the Company.

To reduce these risks, the company has in place an experienced Board, regular Board meetings, financial annual audit and half year review, rigorous appraisal of new investments, and advisers familiar with the company. The Board's collective experience will enable accurate identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board Meetings.

The Executive Director reports regularly to the Board on the areas of risk he is responsible for and provides an annual written report to the Board summarising the effectiveness of the Company's management of material business risk. The Board is of the view that its risk management systems promote informed and measured decision making on risk issues bases on a systematic approach to risk identification, assessment, control, review and reporting.

Recommendation 7.3: The Board should disclose whether it has received assurance from the chief executive officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

The Chief Executive Officer and the Financial Controller confirms in writing to the Board that the financial reports of the Company for the financial year:

- present a true and fair view, in all material respects, of the company's financial condition and operational results and are in accordance with relevant accounting standards;

- the statement given in paragraph (a) above is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board; and
- the company's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.

2.8. Principle 8: Remunerate Fairly and Responsibly

Recommendation 8.1: *The board should establish a Remuneration Committee.*

The Company aims to attract and retain high calibre directors and senior executives capable of meeting the leadership and specific management needs of the Company. A Remuneration Committee was established by the Board during the previous year to focus on this Company objective. The role of the Remuneration Committee is carried out by the full Board.

The Committee's duties include supervising employment and human resources, recommending remuneration for executive directors and senior employees and for non executive director remuneration within approved limits, assisting executive directors develop remuneration arrangements and reviewing executive succession and development.
The Committee met twice during the Financial Year.

Recommendation 8.2: *Clearly distinguish the structure of non executive directors remuneration from that of senior directors and senior executives.*

Executive Directors remuneration packages may comprise of:

(a) salary and associated superannuation;
(b) fixed directors fees; and
(c) performance based bonuses.

The aggregate remuneration to non executive directors will not exceed the maximum amount of $150,000 approved by the Company's shareholders. The Company has adopted a Nomination and Remuneration Committee Charter.
Full remuneration disclosure, including superannuation entitlements, and the number of meetings of the Remuneration Committee is provided by the Company in this annual report. The Remuneration Committee ensures that all equity based executive remuneration is made within the guidelines set by plans approved by Shareholders.

Departure from Best Practice Recommendations

From 1 July 2010 to 30 June 2011, the Company complied with each of the Eight Essential Corporate Governance Principles and Best Practice Recommendations published by the ASX Corporate Governance Council, other than in relation to the table below.

Recommendation	Notification of Departure	Explanation from Departure
2.1	The Board does not have a majority of independent directors	It is comprised of three non-independent directors. The existing structure is considered appropriate given the small scale of the Company's enterprise and the associated economic restrictions this places on the Company. The existing structure is aimed at maximising the financial position of the Company by keeping its operating costs to a minimum.
2.2	The Chairman is not independent	The existing structure is considered appropriate given the small scale of the Company's enterprise and the associated economic restrictions this places on the Company. The existing structure is aimed at maximising the financial position of the Company by keepings its operating costs to a minimum.
4.2	The Audit Committee; - does not consist of only non-executive directors - does not consist of majority independent directors - is not chaired by an independent chair	The role of the Audit Committee is currently carried out by the full Board, consisting of only three non-independent directors, being one Executive Director and two Non-Executive Directors. The existing structure is considered appropriate given the size and financial position of the company.

The Speewah Metals Limited Corporate Governance Principles and Practices Manual is available on the Company's website www.speewah.com.au

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Auditor's Independence Declaration to the Directors of Speewah Metals Limited

In relation to our audit of the financial report of Speewah Metals Limited for the financial year ended 30 June 2011, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.

Ernst & Young

G H Meyerowitz
Partner
28 September 2011

Directors' Declaration

In accordance with a resolution of the directors of Speewah Metals Limited, I state that:

In the opinion of the directors:
(a) the financial statements and notes of the consolidated entity are in accordance with the *Corporations Act 2001*, including:

(i) giving a true and fair view of the consolidated entity's financial position as at 30th June 2011 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*;

(b) the financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 2(a); and

(c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

(d) this declaration has been made after receiving the declarations required to be made to the Directors in accordance with section 295A of the Corporations Act 2001 for the financial year ending 30th June 2011.

On behalf of the Board

Mr Anthony Barton
Chairman

28th September 2011

Statement of Comprehensive Income

FOR THE YEAR ENDED 30 JUNE 2011

	Notes	Consolidated 2011 $	2010 $
Revenue	6(a)	**126,559**	19,006
Other income		**172,000**	88,000
Directors' and Employees benefit expenses	6(b)	**(423,935)**	(1,133,000)
Consultants expenses		**(241,441)**	(158,369)
Compliance costs		**(138,915)**	(110,840)
Depreciation expense	6(b)	**(7,491)**	(3,142)
Insurance		**(16,343)**	(13,128)
Other administration expenses	6(c)	**(442,030)**	(339,661)
Loss before income tax expense		**(971,596)**	(1,651,134)
Income tax benefit	7	**649,083**	323,534
Net loss for the year after tax		**(322,513)**	(1,327,600)
Other Comprehensive Income		**-**	-
Total Comprehensive Income for the Year		**(322,513)**	(1,327,600)
Total Comprehensive Income for the Year is attributable to:			
Owners of Speewah Metals Limited		**(322,513)**	(1,327,600)
		(322,513)	(1,327,600)
Loss per share			
Basic loss per share (cents per share)	9	**(0.28)**	(1.70)
Diluted loss per share (cents per share)	9	**(0.28)**	(1.70)

The accompanying notes form part of these consolidated financial statements.

Statement of Financial Position

AS AT 30 JUNE 2011

		Consolidated	
		2011	2010
	Notes	**$**	$
Assets			
Current Assets			
Cash and cash equivalents	10	**7,378,190**	350,313
Trade and other receivables	11	**110,532**	67,075
Total Current Assets		**7,488,722**	417,388
Non Current Assets			
Deferred exploration expenditure	14	**15,385,836**	9,788,688
Plant & Equipment	13	**20,238**	25,718
Other financial assets	12	**40,000**	40,000
Total Non Current Assets		**15,446,074**	9,854,406
Total Assets		**22,934,796**	10,271,794
Liabilities			
Current Liabilities			
Trade and other payables	15	**526,590**	274,890
Total Current Liabilities		**526,590**	274,890
Non Current Liabilities			
Provisions		**3,403**	2,570
Deferred tax liabilities	7	**12,349**	-
Total Non Current Liabilities		**15,752**	2,570
Total Liabilities		**542,342**	277,460
Net Assets		**22,392,454**	9,994,334
Equity			
Issued capital	16	**22,981,360**	10,534,787
Reserves	16	**1,669,951**	1,395,891
Accumulated losses		**(2,258,857)**	(1,936,344)
Total Equity		**22,392,454**	9,994,334

The accompanying notes form part of these consolidated financial statements.

Statement of Cash Flows

FOR THE YEAR ENDED 30 JUNE 2011

	Notes	Consolidated 2011 $	2010 $
Cash Flows from Operating Activities			
Interest received		**123,028**	19,005
Research & Development Tax Rebate		**858,935**	337,362
Exploration Incentive Scheme Grant		**172,000**	88,000
Payments to suppliers and employees		**(1,021,425)**	(713,108)
Net cash provided by/(used in) operating activities	10	**132,538**	(268,741)
Cash Flows from Investing Activities			
Payment for exploration and evaluation		**(5,355,252)**	(2,882,113)
Payment for plant and equipment		**(2,011)**	(15,800)
Net cash used in investing activities		**(5,357,263)**	(2,897,913)
Cash Flows from Financing Activities			
Proceeds from issue of shares		**12,912,996**	2,115,000
Payment of share issue costs		**(660,394)**	(20,464)
Net cash from financing activities		**12,252,602**	2,094,536
Net increase/(decrease) in cash and cash equivalents		**7,027,877**	(1,072,118)
Cash and cash equivalents at beginning of year		**350,313**	1,422,431
Cash and Cash Equivalents at end of year	10	**7,378,190**	350,313

The accompanying notes form part of these consolidated financial statements.

Statement of Changes in Equity

FOR THE YEAR ENDED 30 JUNE 2011

Consolidated	Issued Capital $	Equity Benefits Reserve $	Retained Profits / (Accumulated Losses) $	Total Equity $
At 1 July 2009	8,452,049	382,791	(608,744)	**8,226,096**
Loss for the year	-	-	(1,327,600)	**(1,327,600)**
Total comprehensive income for the year	-	-	(1,327,600)	**(1,327,600)**
Transaction with owners in their capacity as owners:				
Issue of Share Capital	2,115,000	-	-	**2,115,000**
Capital raising fees net of tax	(32,262)	-	-	**(32,262)**
Share based payment		1,013,100	-	**1,013,100**
Balance at 30 June 2010	**10,534,787**	**1,395,891**	**(1,936,344)**	**9,994,334**
At 1 July 2010	10,534,787	1,395,891	(1,936,344)	**9,994,334**
Loss for the year	-	-	(322,513)	**(322,513)**
Total comprehensive income for the year	-	-	(322,513)	**(322,513)**
Transaction with owners in their capacity as owners:				
Issue of Share Capital	12,912,996	-	-	**12,912,996**
Capital raising fees net of tax	(466,423)	-	-	**(466,423)**
Share based payment	-	274,060	-	**274,060**
Balance at 30 June 2011	**22,981,360**	**1,669,951**	**(2,258,857)**	**22,392,454**

The accompanying notes form part of these consolidated financial statements.

1. CORPORATE INFORMATION

Speewah Metals Limited ("Speewah" or "the Company") is a company domiciled in Australia and publicly listed on the Australian Stock Exchange (ASX). The Company was incorporated on 28 May 2002. The address of the Company's registered office is Level 22 Allendale Square, 77 St Georges Tce, Perth WA 6000. The consolidated financial statements of the Company as at and for the year ended 30 June 2011 comprise the Company and its subsidiary (the "Group"). The nature of the operations and principal activities of the Group are described in the Directors' Report.

The consolidated financial report was authorised for issue by the directors on the 28th September 2011 in accordance with a resolution of the directors.

2. BASIS OF PREPARATION

(a) Statement of compliance

The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards (AASB's) and the Corporations Act 2001. The consolidated financial report also complies with International Financial Reporting Standards (IFRS's) and interpretations adopted by the International Accounting Standards Board (IASB).

(b) Basis of measurement

Unless stated otherwise, the consolidated financial statements have been prepared on the historical cost basis.

(c) Functional and presentation currency

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

(d) Use of estimates and judgements

The preparation of financial statements in conformity with AASBs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

(e) Changes in accounting policies

From 1 July 2010 the Group has adopted all Standards and Interpretations, mandatory for annual periods beginning on or after 1 July 2010 applicable to the group. The application of these Standards and Interpretations' does not have any material impact on the financial position or performance of the Group.

The following applicable accounting standards and interpretations have been issued or amended but are not yet effective. These standards have not been adopted by the Group for the year ended 30 June 2011, and no change to the Group's accounting policy is required. The Group has not yet determined the impact on the Group's financial statements.

Reference	Title	Summary	Application Date for Group
AASB 9	Financial Instruments	AASB 9 includes requirements for the classification and measurement of financial assets resulting from the first part of Phase 1 of the IASB's project to replace IAS 39 Financial Instruments: Recognition and Measurement (AASB 139 Financial Instruments: Recognition and Measurement). These requirements improve and simplify the approach for classification and measurement of financial assets compared with the requirements of AASB 139. The main changes from AASB 139 are described below. (a) Financial assets are 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. This replaces	1 July 2013

		the numerous categories of financial assets in AASB 139, each of which had its own classification criteria. (b) AASB 9 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. (c) 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.	
AASB 2009-11	Amendments to Australian Accounting Standards arising from AASB 9 [AASB 1, 3, 4, 5, 7, 101, 102, 108, 112, 118, 121, 127, 128, 131, 132, 136, 139, 1023 & 1038 and Interpretations 10 & 12]	► These amendments arise from the issuance of AASB 9 *Financial Instruments* that sets out requirements for the classification and measurement of financial assets. The requirements in AASB 9 form part of the first phase of the International Accounting Standards Board's project to replace IAS 39 *Financial Instruments: Recognition and Measurement*. ► This Standard shall be applied when AASB 9 is applied.	1 July 2013
AASB 124 (Revised)	Related Party Disclosures (December 2009)	The revised AASB 124 simplifies the definition of a related party, clarifying its intended meaning and eliminating inconsistencies from the definition, including: (a) The definition now identifies a subsidiary and an associate with the same investor as related parties of each other (b) Entities significantly influenced by one person and entities significantly influenced by a close member of the family of that person are no longer related parties of each other (c) The definition now identifies that, whenever a person or entity has both joint control over a second entity and joint control or significant influence over a third party, the second and third entities are related to each other A partial exemption is also provided from the disclosure requirements for government-related entities. Entities that are related by virtue of being controlled by the same government can provide reduced related party disclosures.	1 July 2011
AASB 2009-12	Amendments to Australian Accounting Standards [AASBs 5, 8, 108, 110, 112, 119, 133, 137, 139, 1023 & 1031 and Interpretations 2, 4, 16, 1039 & 1052]	This amendment makes numerous editorial changes to a range of Australian Accounting Standards and Interpretations. In particular, it amends AASB 8 *Operating Segments* to require an entity to exercise judgement in assessing whether a government and entities known to be under the control of that government are considered a single customer for the purposes of certain operating segment disclosures. It also makes numerous editorial amendments to a range of Australian Accounting Standards and Interpretations, including amendments to reflect changes made to the text of IFRS by the IASB.	1 July 2011
AASB 2010-5	Amendments to Australian Accounting Standards [AASB 1, 3, 4, 5, 101, 107, 112, 118, 119, 121, 132, 133, 134, 137, 139, 140, 1023 & 1038 and Interpretations 112, 115, 127, 132 & 1042]	This Standard makes numerous editorial amendments to a range of Australian Accounting Standards and Interpretations, including amendments to reflect changes made to the text of IFRS by the IASB. These amendments have no major impact on the requirements of the amended pronouncements.	1 July 2011

AASB 2010-7	Amendments to Australian Accounting Standards arising from AASB 9 (December 2010) [AASB 1, 3, 4, 5, 7, 101, 102, 108, 112, 118, 120, 121, 127, 128, 131, 132, 136, 137, 139, 1023, & 1038 and interpretations 2, 5, 10, 12, 19 & 127]	The requirements for classifying and measuring financial liabilities were added to AASB 9. The existing requirements for the classification of financial liabilities and the ability to use the fair value option have been retained. However, where the fair value option is used for financial liabilities the change in fair value is 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.	1 July 2013
AABS 10	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 Interpretation 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. This is likely to lead to more entities being consolidated into the group.	1 July 2013
AASB 12	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 judgements 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 July 2013
AASB 2011-7	*Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangement Standards*	Consequential amendments to AASB 127 *Separate Financial Statements* and AASB 128 *Investments in Associates* as a result of the adoption of AASB 10 Consolidated Financial Statements, AASB 11 *Joint Arrangements* and AASB 12 *Disclosure of Interests in Other Entities*.	1 July 2013
AASB 13	Fair Value Measurement	AASB 13 establishes a single source of guidance under Australian Accounting Standards 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 under Australian Accounting Standards when fair value is required or permitted by Australian Accounting Standards. 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.	1 July 2013
AASB 1054	Australian Additional Disclosures	This standard is as a consequence of phase 1 of the joint Trans-Tasman Convergence project of the AASB and FRSB. This standard relocates all Australian specific disclosures from other standards to one place and revises disclosures in the following areas: (a) Compliance with Australian Accounting Standards (b) The statutory basis or reporting framework for financial statements (c) Whether the financial statements are general purpose or special purpose (d) Audit fees (e) Imputation credits	1 July 2011

AASB 2011-1	Amendments to Australian Accounting Standards arising from the Trans-Tasman Convergence project [AASB 1, AASB 5, AASB 101, AASB 107, AASB 108, AASB 121, AASB 128, AASB 132, AASB 134, Interpretation 2, Interpretation 112, Interpretation 113]	This Standard amendments many Australian Accounting Standards, removing the disclosures which have been relocated to AASB 1054.	1 July 2011
AASB 2011-8	*Amendments to Australian Accounting Standards arising from the Fair Value Measurement Standard*	Consequential amendments to existing Australian Accounting Standards as a result of the adoption of AASB 13 *Fair Value Measurement.*	1 July 2013
AASB 2011-9	Amendments to Australian Accounting Standards -*Presentation of Items of Other Comprehensive Income* [AASB 1, 5, 7, 101, 112, 120, 121, 132, 133, 134, 1039 & 1049]	The main change resulting from the amendments relates to the 'Statement of Profit or Loss and Other Comprehensive Income' and the requirement for entities to group items presented in other comprehensive income on the basis of whether they are potentially reclassifiable to profit or loss subsequently (reclassification adjustments). The amendments do not remove the option to present profit or loss and other comprehensive income in two statements. The amendments do not change the option to present items of OCI either before tax or net of tax. However, if the items are presented before tax then the tax related to each of the two groups of OCI items (those that might be reclassified to profit or loss and those that will not be reclassified) must be shown separately.	1 July 2012
AASB 119 (Revised)	Employee Benefits	The main amendments to the standard relating to defined benefit plans are as follows :- • Elimination of the option to defer the recognition of actuarial gains and losses (the 'corridor method'); • Remeasurements (essentially actuarial gains and losses) to be presented in other comprehensive income; • Past service cost will be expensed when the plan amendments occur regardless of whether or not they are vested; and • Enhanced disclosures for Tier 1 entities. The distinction between short-term and other long-term employee benefits under the revised standard is now based on expected timing of settlement rather than employee entitlement. The revised standard also requires termination benefits (outside of a wider restructuring) to be recognised only when the offer becomes legally binding and cannot be withdrawn.	1 July 2013

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Principles of Consolidation

The consolidated financial report comprises the financial statements of Speewah Metals Limited and its controlled entity (the "Group" or "consolidated entity"). Speewah Metals Limited's controlled entity is the wholly owned company Speewah Mining Pty Ltd.

A controlled entity is any entity controlled by Speewah, whereby Speewah has the power to control the financial and operating policies of an entity so as to obtain benefits from its activities.

The financial statements of controlled entities are prepared for the same reporting period as the parent company, using consistent accounting policies. Accounting policies of controlled entities have been changed where necessary to ensure consistency with those policies applied by the parent entity.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

All inter-company balances and transactions between entities in the consolidated entity, including any unrealised profits or losses, have been eliminated on consolidation.

Where controlled entities have entered or left the consolidated entity during the year, their operating results have been included/excluded from the date control was obtained, or until the date control ceased. There are no minority interests in the equity of the controlled entity.

(b) Income Tax and Other Taxes

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the current period's taxable income. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

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

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

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

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

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

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

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

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

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Tax consolidation legislation

The Company and its' subsidiary have formed a tax consolidated group. The consolidated financial statements have been prepared on this basis of the formation of a consolidated group.

The Company and its' subsidiary have implemented the tax consolidation legislation as of 1 July 2004.

The head entity, Speewah and the subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The group has applied the group allocation approach in determining the appropriate amount of current taxes and deferred taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, Speewah also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group.

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

(c) Trade and other receivables

Trade receivables, which generally have 30-90 day terms, are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for any uncollectible amounts.

Collectability of trade receivables is reviewed on an ongoing basis. Debts that are known to be uncollectible are written off when identified. An allowance for doubtful debts is raised when there is objective evidence that the Group will not be able to collect the debt. Financial difficulties of the debtor, default payments or debts more than 60 days overdue are considered objective evidence of impairment. The amount of the impairment loss is the receivable carrying amount compared to the present value of estimated future cash flows, discounted at the original effective interest rate.

(d) Plant and Equipment

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

Plant and Equipment

Plant and equipment are measured on the cost basis less accumulated depreciation and impairment losses.

Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Impairment

Carrying values of assets are reviewed at each balance date to determine whether there are any objective indicators of impairment that may indicate the carrying values may not be recoverable in whole or in part.

Where an asset does not generate cash flows that are largely independent it is assigned to cash generating unit and the recoverable amount test applied to the cash generating unit as a whole.

Recoverable amount is determined as the greater of fair value less costs to sell and value in use. The assessment of value in use considers the present value of future cash flows discounted using an appropriate pre tax discount rate reflecting the current market assessments of the time value of money and risks specific to the asset.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

An impairment exists if the carrying value of the asset is determined to be in excess of its recoverable amount, in which case the asset or cash generating unit is written down to its recoverable amount.

Depreciation
The depreciable amount of plant and equipment is depreciated on a straight line basis over their useful lives to the Company commencing from the time the asset is held ready for use. The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Plant and equipment	10-50%

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the income statement.

(e) Financial Assets
Other financial assets in the scope of AASB 139 Financial Instruments: Recognition and Measurement are categorised as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, or available for sale financial assets. The classification depends on the purpose for which the investments were acquired. Designation is re-evaluated at each financial year end, but there are restrictions on reclassifying to other categories.
When financial assets are recognised initially, they are measured at fair value, plus, in the case of assets not at fair value through profit or loss, directly attributable transaction costs.

Recognition and Derecognition
All regular way purchases and sales of financial assets are recognised on the trade date i.e. the date that the consolidated entity commits to purchase the asset. Regular way purchases or sales are purchases or sales of financial assets under contracts that require delivery of the assets within the period established generally by regulation or convention in the market place. Financial assets are derecognised when the right to receive cash flows from the financial assets have expired or been transferred.

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

(ii) Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired. These are included in current assets, except for those with maturities greater than 12 months after balance date, which are classified as non-current.

(f) Shares in controlled entities
Investments in controlled entities are measured at cost. The Group assesses whether it is necessary to recognise any impairment loss in the investment in subsidiaries following any significant changes in the underlying assets or operations of the relevant subsidiary.

(g) Exploration and Evaluation Expenditure
Expenditure on exploration and evaluation is accounted for in accordance with the 'area of interest' method. Exploration and evaluation expenditure is capitalised provided the rights to tenure of the area of interest is current and either:

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

- the exploration and evaluation activities are expected to be recouped through successful development and exploitation of the area of interest or, alternatively, by its sale; or

- exploration and evaluation activities in the area of interest have not at the reporting date reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or relating to, the area of interest are continuing.

When the technical feasibility and commercial viability of extracting a mineral resource have been demonstrated then any capitalised exploration and evaluation expenditure is reclassified as capitalised mine development. Prior to reclassification, capitalised exploration and evaluation expenditure is assessed for impairment.

Impairment
The carrying value of capitalised exploration and evaluation expenditure is assessed for impairment at the cash generating unit level whenever facts and circumstances suggest that the carrying amount of the asset may exceed its recoverable amount.

An impairment exists when the carrying amount of an asset or cash-generating unit exceeds its estimated recoverable amount. The asset or cash-generating unit is then written down to its recoverable amount. Any impairment losses are recognised in the income statement.

(h) Provision for restoration, rehabilitation and environmental expenditures
The Group is required to decommission and rehabilitate mines and processing sites at the end of their producing lives to a condition acceptable to the relevant authorities.

The expected cost of any approved decommissioning or rehabilitation program, discounted to its net present value, is provided when the related environmental disturbance occurs. The cost is capitalised when it gives rise to future benefits, whether the rehabilitation activity is expected to occur over the life of the operation or at the time of closure. The capitalised cost is amortised over the life of the operation and the increase in the net present value of the provision for the expected cost is included in financing expenses. Expected decommissioning and rehabilitation costs are based on the discounted value of the estimated future cost of detailed plans prepared for each site. Where there is a change in the expected decommissioning and restoration costs, the value of the provision and any related asset are adjusted and the effect is recognised in profit or loss on a prospective basis over the remaining life of the operation.

(i) Cash and Cash Equivalents
Cash and cash equivalents include cash on hand, deposits held at call with banks, other short term highly liquid investments. Bank overdrafts are shown within short term borrowings in current liabilities on the balance sheet.

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

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

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

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the balance sheet date. If the effect of the time value of money is material, provisions are discounted using a pre-tax rate that reflects the time value of money and the risks specific to the liability. The increase in the provision resulting from the passage of time is recognised in finance costs.

(l) Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue is capable of being reliably measured. Interest revenue is recognised as interest accrues using the effective interest method.

(m) Goods and Services Tax ("GST")

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances the GST 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 balance sheet are shown inclusive of GST.
Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

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

(n) Share Based Payment Transactions

Equity settled transactions

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

The cost of these equity settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of shares is determined by the price on grant date and of options using the Black & Scholes model, further details of which are given in Note 18. In valuing equity settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Speewah (market conditions) if applicable.

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

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Group's best estimate of the number of equity instruments that will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The income statement charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

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

If the terms of an equity settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

If an equity settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

(o) Employee Benefits

Wages, salaries and annual leave

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

Long service leave

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

(p) Contributed Equity

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

(q) Earnings Per Share

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

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

- costs of servicing equity (other than dividends);
- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- other non discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares;

divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

(r) Leases

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

(i) Group as a lessee

Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as an expense in profit or loss.
Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Operating lease payments are recognised as an expense in the income statement on a straight-line basis over the lease term. Operating lease incentives are recognised as a liability when received and subsequently reduced by allocating lease payments between rental expense and reduction of the liability.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

(a) Significant accounting judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the consolidated financial statements:

(i) Determination of mineral resources and ore reserves

The Group's policy for estimating its mineral resources and ore reserves requires that the Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2004 (the 'JORC code') be used as a minimum standard.

The information on mineral resources and ore reserves were prepared by or under the supervision of Competent Persons as defined in the JORC code. The amounts presented are based on the mineral resources and ore reserves determined under the JORC code. There are numerous uncertainties inherent in estimating mineral resources and ore reserves and assumptions that are valid at the time of estimation may change significantly when new information becomes available.

(ii) Capitalisation of exploration and evaluation expenditure

Under AASB 6 *Exploration for and Evaluation of Mineral Resources*, the Group has the option to either expense exploration and evaluation expenditure as incurred, or to capitalise such expenditure (provided certain conditions are satisfied). The Group has elected, when the conditions in AASB 6 are met, to capitalise these costs.

(b) Significant accounting estimates and assumptions

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events and are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities with the next annual reporting period are:

(i) Share base payment transactions

The Group measures the cost of equity settled transactions with employees and suppliers by reference to the fair value of the equity instrument at the date at which they are granted. The fair value is determined by using a Black and Scholes model, using the assumptions detailed in Note 18.

The accounting estimates and assumptions relating to equity settled share based payments would have no impact on the carrying amounts of the assets and liabilities within the next annual reporting period but may impact income and expenses.

(ii) Impairment of capitalised exploration and evaluation expenditure

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether the Group decides to exploit the related lease itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale. To the extent that capitalised exploration and evaluation expenditure is determined not to be recoverable in the future, profits and net assets will be reduced in the period in which this determination is made.

In addition, exploration and evaluation expenditure is capitalised if activities in the area of interest have not yet reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves. To the extent it is determined in the future that this capitalised expenditure should be written off, profits and net assets will be reduced in the period in which this determination is made.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (continued)

(iii) Provision for decommissioning and restoration costs

Decommissioning and restoration costs are a normal consequence of mining, and the majority of this expenditure is incurred at the end of a mine's life. In determining an appropriate level of provision consideration is given to the expected future costs to be incurred, the timing of these expected future costs (largely dependent on the life of the mine), and the estimated future level of inflation. The ultimate cost of decommissioning and restoration is uncertain and costs can vary in response to many factors including changes to the relevant legal requirements, the emergence of new restoration techniques or experience at other mine sites.

5. PARENT ENTITY INFORMATION

	Parent	
	2011	2010
	$	$
Current Assets	**7,243,922**	351,583
Non-current Assets	**14,482,093**	9,043,319
Total Assets	**21,726,015**	9,394,902
Current Liabilities	**98,079**	145,463
Non-current Liabilities	**3,403**	2,570
Total Liabilities	**101,482**	148,033
Contributed Equity	**22,981,360**	10,534,786
Accumulated Losses	**(3,026,778)**	(2,683,808)
Option Reserve	**1,669,951**	1,395,891
Total Equity	**21,624,533**	9,246,869
Loss for the year	**(342,970)**	(1,453,535)
Other Comprehensive income for the year	**-**	-
Total Comprehensive loss for the year	**(342,970)**	(1,453,535)

	Consolidated	
	2011	2010
	$	$
6. REVENUES AND EXPENSES		
(a) Revenue		
Interest	**126,559**	19,006
	126,559	19,006
(b) Expenses		
Depreciation – plant and equipment	**(7,491)**	(3,142)
Directors' and employee benefits expenses:		
- wages and fees	**(144,550)**	(115,400)
- superannuation contribution expense	**(5,325)**	(4,500)
- share based payments	**(274,060)**	(1,013,100)
	(423,935)	(1,133,000)
(c) Other administration expenses		
Administration and book keeping fees	**(111,600)**	(116,120)
Travel and accommodation	**(96,335)**	(55,701)
Advertising and promotion	**(70,587)**	(40,554)
Other expenses	**(163,508)**	(127,286)
	(442,030)	(339,661)

7. INCOME TAX

The major components of the income tax are:

Statement of Comprehensive Income		
Current income tax		
Current year	**(1,966,605)**	(1,095,413)
Current tax attributable to prior years	**(436,758)**	(137,326)
Deferred income tax		
Relating to origination and reversal of temporary differences	**1,754,280**	881,358
Deferred tax assets related to current year timing differences not brought to account as realisation is not regarded probable	**-**	27,847
Income tax benefit reported in the income statement	**(649,083)**	(323,534)
Statement of Changes in Equity		
Deferred income tax relating to items charged or credited directly to equity		
Capital raising costs charged to equity	**193,971**	13,827
	193,971	13,827

Reconciliation to Income Tax Expense on Accounting Loss

A reconciliation between tax expense and the product of accounting loss before tax multiplied by the Company's applicable income tax rate is as follows:

Accounting loss before income tax	**(971,596)**	(1,651,134)
Tax benefit at the statutory income tax rate 30%	**(291,481)**	(495,341)
Non Deductible Expenses		
Employee share expenses	**82,218**	303,930
Prior year adjustments impacting timing differences not recognised	**-**	177,392
Deferred tax assets not brought to account as realisation is not considered probable	**(27,847)**	27,847
Research and Development tax offset received	**(411,973)**	(337,362)
Income Tax Benefit	**(649,083)**	(323,534)

7. INCOME TAX (continued)

Consolidated	Statement of Financial Position		Statement of Comprehensive Income	
			Year ended	Year ended
	30 June 2011	30 June 2010	30 June 2011	30 June 2010
	$	$	$	$
Deferred income tax				
Deferred income tax at 30 June relates to the following:				
Deferred tax liabilities				
Exploration	**(4,615,751)**	(2,936,606)	**(1,679,145)**	(860,513)
Accrual Income	**-**	-	**-**	710
Fixed Assets	**(4,107)**	(2,216)	**(1,891)**	1,203
Deferred tax assets				
Capital raising costs	**215,397**	96,308	**(74,880)**	(543)
Tax losses	**4,383,670**	2,835,708	**-**	-
Provisions	**1,392**	806	**586**	285
Accrued Expenses	**7,050**	6,000	**1,050**	(22,500)
	(12,349)	-		
Deferred tax (income)/expense			**(1,754,280)**	(881,358)

The Group has tax losses for which a deferred tax asset is recognised on the Statement of Financial Position that arose in Australia of $14,612,234 (2010: $9,452,350) and are available indefinitely against future taxable profits of the Group subject to continuing to meet relevant statutory tests.

The Company and its subsidiary form a tax consolidated group. The consolidated financial statements have been prepared on this basis of the formation of a consolidated group.

8. SEGMENT REPORTING

The Consolidated Entity operates in one geographical area being Australia and one industry, being exploration for the year to 30 June 2011. The Chief Operating Decision Makers are the Board of Directors and management of the Group. There is only one operating segment identified being exploration activities in Australia based on internal reports reviewed by the Chief Operating Decision Makers in assessing performance and allocation of resources.

The accounting policies applied for internal reporting purposes are consistent with those applied in the preparation of the financial statements.

	Consolidated	
	2011	2010
	$	$
9. LOSS PER SHARE		
Loss used in calculation of basic and diluted earnings per share	**(322,513)**	(1,327,600)
	Number	Number
Weighted average number of ordinary shares for the purposes of basic earnings per share	**115,975,135**	79,965,753
Effect of dilution:		
share options	**-**	-
Weighted average number of ordinary shares adjusted for effect of dilution	**115,975,135**	79,965,753

As at 30 June 2011 the Company has 9,750,000 Directors' and Employees Options (2010: 8,500,000) on issue. These options are not considered to be dilutive as the conversion of the options to ordinary shares will decrease loss per share.

There have been no transactions involving ordinary shares or potential ordinary shares subsequent to the balance date that would significantly change the number of ordinary shares or potential ordinary shares outstanding for the reporting period.

	Consolidated	
	2011	**2010**
	$	**$**
10. CASH AND CASH EQUIVALENTS		
(i) Cash and cash equivalents balance		
Cash at bank and on hand	**1,358,190**	350,313
Short term deposits	**6,020,000**	-
	7,378,190	350,313

Cash at bank earns interest at floating rates based on daily bank deposit rates.

	2011	2010
(ii) Reconciliation of net loss after tax to net cash flows from operations		
Profit/(Loss) for the year	**(322,513)**	(1,327,600)
Share-based payments	**274,060**	1,013,100
Depreciation	**7,491**	3,142
Taxation on capital raising costs	**193,971**	-
(Increase)/decrease in assets:		
– current receivables	**13,729**	(18,157)
Increase/(decrease) in liabilities:		
– current payables	**(47,382)**	59,942
- provision	**833**	832
- deferred tax liabilities	**12,349**	-
Net Cash flow from / (used in) Operating Activities	**132,538**	(268,741)

	2011	2010
11. TRADE AND OTHER RECEIVABLES		
GST recoverable	**110,532**	53,600
Other receivables	**-**	13,475
	110,532	67,075

(a) Allowance for impairment loss

Trade and other receivables which are primarily from the ATO are non-interest bearing and are generally paid on 30 day settlement terms. Trade and other receivables are neither past due nor impaired at 30 June 2011 and 30 June 2010.

(b) Fair value

Due to the short term nature of the other receivables, their carrying value is assumed to approximate their fair value

	Consolidated	
	2011	2010
	$	$
12. OTHER FINANCIAL ASSETS		
Non-current		
Term deposit for bank guarantee for rehabilitation bond	**40,000**	40,000
	40,000	40,000

The non-current other financial asset term deposit is a security for bank guarantees provided by the Company to the State Government to support Rehabilitation Bonds on exploration tenements. The funds attract interest at fixed rates in term deposits.

13. PLANT AND EQUIPMENT		
Cost	**33,312**	31,301
Accumulated depreciation	**(13,074)**	(5,583)
Net carrying amount	**20,238**	25,718
At beginning of year, net accumulated depreciation	**25,718**	13,060
Additions	**2,011**	15,800
Disposals	**-**	-
Depreciation charge for the year	**(7,491)**	(3,142)
At end of year, net accumulated depreciation	**20,238**	25,718

The useful life of the assets was estimated between 2 and 10 years for 2011.

14. DEFERRED EXPLORATION EXPENDITURE

Costs carried forward in respect of:		
Explorations and Evaluations Phase – At Cost		
Balance at beginning of the year	**9,788,688**	6,871,922
Expenditure incurred	**5,597,148**	2,916,766
Total Exploration Expenditure	**15,385,836**	9,788,688

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

15. TRADE AND OTHER PAYABLES

Trade payables	**526,590**	274,890
	526,590	274,890

Trade payables and other creditors are non interest bearing and are normally settled on 30 day terms. Due to the short term nature of these payables, their carrying value is assumed to approximate their fair value.

16. CONTRIBUTED EQUITY AND RESERVES

a. Contributed Equity

Consolidated	2010	
	Number	$
Issued capital at beginning of year as at 1 July 2009	**74,800,000**	8,452,049
Fully paid ordinary shares carry one vote per share and carry the right to dividends		
Movement in ordinary shares on issue		
Issued 14th September 2009 for cash	**5,000,000**	1,000,000
Transaction costs on share issue	**-**	(32,262)
Issued 16th November 2009 for cash (conversion of employee options)	**250,000**	50,000
Issued 26th November 2009 for cash (conversion of employee options)	**250,000**	50,000
Issued 5th February 2010 for cash	**2,500,000**	1,000,000
Share Purchase Plan funds received		15,000
Issued Capital at end of year as at 30 June 2010	82,800,000	10,534,787

Movement in options on issue	Number	Exercise Price
Options on Issue as at 1 July 2009	**5,500,000**	
Conversion of Options to Shares 16th November 2009	**(250,000)**	20 cents
Conversion of Options to Shares 26th November 2009	**(250,000)**	20 cents
Issue of options 5th February 2010 to Directors	**1,800,000**	55 cents
Issue of options 5th February 2010 to Employees	**1,700,000**	55 cents
Options on Issue as at 30 June 2010	**8,500,000**	

Consolidated	2011	
	Number	$
Issued capital at beginning of year as at 1 July 2010	**82,800,000**	10,534,787
Fully paid ordinary shares carry one vote per share and carry the right to dividends		
Movement in ordinary shares on issue		
Issued 6th August 2010 for Cash	**11,721,024**	2,505,000
Issued 6th August 2010 for Cash	**12,161,628**	2,614,750
Transaction Costs on Share Issue net of tax	**-**	(115,470)
Issued 7th September 2010 for Cash	**6,976,745**	1,500,000
Transaction Costs on Share Issue net of tax		(77,005)
Issued 22nd February 2011 for Cash	**17,008,773**	6,293,246
Transaction Costs on Share Issue net of tax	**-**	(273,948)
Issued Capital at end of year as at 30 June 2011	130,668,170	22,981,360

Movement in options on issue	Number	Exercise Price
Options on Issue as at 1 July 2010	**8,500,000**	
Issue of Options 8th June 2011	**1,250,000**	37 cents
Options on Issue as at 30 June 2011	**9,750,000**	

There were no significant movements in equity after the 2011 reporting period until the lodgement of this report.

Terms and conditions of contributed equity

Ordinary shares

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. On a show of hands, every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

As per the Corporations Act 2001 the Company does not have authorised capital and ordinary shares do not have a par value.

b. Reserves

	Equity Benefits Reserve $
Reserves	
At 30 June 2009	382,791
Share-based payments - employee benefits related to issue of options	1,013,100
At 30 June 2010	1,395,891
Share-based payments – employee benefits related to issue of options	274,060
	1,669,951

Nature and Purpose of Equity Benefits Reserve

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

During the year, the following options were issued by the Company:

- 1,250,000 unlisted options exercisable at $0.37 on or before 30 June 2014 issued to employees. The options will vest on 1st January 2012.

	Consolidated	
	2011 **$**	2010 $

17. COMMITMENTS

(a) Exploration Expenditure Commitment

In order to maintain the Company's interest in mining tenements, the Company is committed to meet the minimum expenditure conditions under which the tenements were granted.

	2011 $	2010 $
Within 1 year	**601,293**	600,410

(b) Operating Lease Commitment

The Company entered an agreement for occupancy and warehouse storage facilities on a monthly basis, the commitments under these agreements are:

	2011 $	2010 $
within 1 year	**45,075**	44,821
1 - 3 years	**45,075**	44,821

Total lease payment during the year was $45,075 (2010: $44,821)

18. SHARE BASED PAYMENTS

(a) Recognised share-based payment expenses

The expense recognised in the Statement of Comprehensive Income in relation to share-based payments is disclosed in Note 6.

(b) General terms of share-based payment plans

The options issued during the year ended 30 June 2011 have been issued to provide long term incentives for employees and contractors of the Company. A total of 1,250,000 unlisted options exercisable at $0.37 on or before 30 June 2014 were issued and vest following completion of the 2011 Exploration Program in January 2012.

(c) Summaries of options granted

The following table illustrates the number and weighted average exercise prices (WAEP) and movements in employee share options issued during the year.

	2011		2010	
	Number	WAEP	Number	WAEP
Options outstanding at the beginning of the year	**8,500,000**	**0.37**	5,500,000	0.23
Granted during the year	**1,250,000**	**0.37**	3,500,000	0.55
Converted during the year	**-**	**-**	(500,000)	0.20
Outstanding at the end of the year	**9,750,000**	**0.37**	8,500,000	0.37
Exercisable at the end of the year	**8,500,000**	**0.37**	7,300,000	0.34

There were 9,750,000 options issued or exercisable as at 30 June 2011 (2010: 8,500,000).

On 21 May 2007, the Company granted 5,000,000 options over ordinary shares with an exercise price of $0.20 each, exercisable until 30 June 2012. The options vested on 3 July 2007. These options were expensed on a straight line basis from the date of grant (21 May 2007) to the date of vesting (3 July 2007) in the financial statements of the year ended 30 June 2007 and 30 June 2008. On 16 November 2009 and 26 November 2009 a total of 500,000 of these options were converted into ordinary shares.

On 1 April 2008, the Company granted 200,000 options over ordinary shares with an exercise price of $0.45 each to an employee, exercisable until 31 March 2013. The options vested on 1 March 2009 on redundancy of the employee.

On 1 August 2008, the Company granted three tranches of 100,000 (total of 300,000) options over ordinary shares with an exercise price of $0.50, $0.65 and $0.80 each, exercisable until 30 June 2012. The options were granted upon appointment of Director and vested on 28 November 2008, and were subsequently issued, upon shareholder approval at the Annual General Meeting of shareholders.

On 5 February 2010, the shareholders ratified the issue of 1,800,000 options over ordinary shares with an exercise price of $0.55 each, exercisable until 31 December 2014. The options vested immediately, and were subsequently issued on 10 February 2010.

On 5 February 2010, the Company granted 1,700,000 options over ordinary shares with an exercise price of $0.55 each, exercisable until 31 December 2014. 1,200,000 options vest on 1 March 2011, and the remaining options vested immediately.

On 8 June 2011, the Company granted 1,250,000 options over ordinary shares with an exercise price of $0.37 each, exercisable until 30 June 2014. These options will vest on 1 January 2012.

(d) Weighted average remaining contractual life

The weighted average remaining contractual life for the options outstanding as at 30 June 2011 is 2.17 years (2010: 3.05 years).

(e) Range of exercise price and weighted average share price at the date of exercise

The exercise price for options outstanding at the end of the year was:

Options	2011	2010
Class A (4,500,000)	0.20	0.20
Class B (200,000)	0.45	0.45
Class C (100,000)	0.50	0.50
Class D (100,000)	0.65	0.65
Class E (100,000)	0.80	0.80
Class F & G (3,500,000)	0.55	0.55
Class H (1,250,000)	0.37	-

There were no options exercised during the 2011 financial year.

18. SHARE BASED PAYMENTS (continued)

(f) Weighted average fair value

The weighted average fair value of options granted during the year ended 30 June 2011 was 7.5 cents (2010: 36.5 cents).

(g) Option pricing model

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

The following table lists the inputs to the model used for the years ended 30 June 2011 and 30 June 2010:

	2011	2010
Options Issued	**1,250,000**	3,500,000
Volatility (%)	**76**	100 to 110
Risk free interest rate (%)	**5.11**	4.48
Historic share price previous to grant date (cents)	**25**	54
Expected life of options (years)	**1.8**	2.45 to 3.68
Options exercise price (cents)	**37**	55

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

19. FINANCIAL RISK MANAGEMENT

The Group's principal financial instruments comprise of cash and short term deposits. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in notes 10, 11, 12 and 15 to the consolidated financial statements.

The Group manages its exposure to a variety of financial risks: market risk (including commodity risk and interest rate risk), credit risk, liquidity risk and cash flow interest rate risk in accordance with the approved Group policies.

Primary responsibility for the identification and control of financial risks rests with the Board. The Board reviews and agrees policies for managing each of the risks identified.

The Group uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rate and foreign exchange risk and assessment of market forecast for interest rate and foreign exchange. The Group manages credit risk by only dealing with recognised, creditworthy, third parties and liquidity risk is monitored through the development of future rolling cash flow forecasts.

Commodity price risk

The Group's policy is to sell its commodity products at current market prices. Once in production the Group expects to have an exposure to commodity price risk associated with the production and sale of vanadium and fluorite. Presently the Group is not exposed to commodity price risk.

Interest rate risk

The Group's current exposure to the risk of changes in market interest rates relate primarily to cash assets rates and is managed by the Board in accordance with the approved investment policy. This policy defines maximum exposures and credit ratings limits.

The Group does not account for fixed rate financial assets and liabilities at fair value through profit or loss.

During the financial year the Group has managed its cash assets by entering into a fixed interest term deposits to maximise its cash balance.

The following table summarises the impact of reasonably possible changes on interest rates for the Consolidated Group as at 30 June 2011. The sensitivity is based on the assumption that interest rate changes by 80 basis points with all other variables held

19. FINANCIAL RISK MANAGEMENT (continued)

constant. The 80 basis points sensitivity is based on reasonably possible changes over a financial year, using the observed historical trend. The analysis is performed on the same basis for the comparative period.

The Group's exposure to interest rate risk on post-tax loss arises from higher or lower interest income from cash and cash equivalents. Please see Note 10 for information on cash balance held with variable and fixed interest rates.

	Consolidated	
	2011	2010
	$	$
Financial assets		
Cash and cash equivalents	**7,378,190**	350,313
Other Financial Assets	**40,000**	40,000
Financial Liabilities	**-**	-
	7,418,190	390,313
Impact on post tax profit and equity		
Post-tax gain/(loss) and equity		
80 bp increase	**41,541**	2,186
80 bp decrease	**(41,541)**	(2,186)

The difference in the impact on post tax loss is due to higher interest income from cash on hand and other financial assets. The sensitivity is higher in 2011 than in 2010 because of an increase in cash balances that has occurred due to additional capital raisings offset by increased exploration expenditure that has occurred during the year.

Foreign currency risk

The Group has no material transactional foreign currency exposure.

Credit risk

Credit risk arises in the event that counterparty will not meet its obligations under a financial instrument leading to financial losses. The Group is exposed to credit risk from its operating activities, financing activities including deposits with banks and receivables.

The credit risk control procedures adopted by the Group is to assess the credit quality of the institution with whom funds are deposited or invested, taking into account its financial position and past experiences. Investment limits are set in accordance with limits set by the Board based on the counterparty credit rating. The limits are assigned to minimise concentration of risks and mitigate financial loss through potential counterparty failure. The compliance with credit limits is regularly monitored as part of day-to-day operations. Any credit concerns are highlighted to senior management.

As the Group is yet to commence mining operations it has no significant exposure to customer credit risk. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets in the Statement of Financial Position.

Credit Quality of Financial Assets

	S&P Credit rating				
	AAA	A1+	A1	A2	Unrated
	$	$	$	$	$
Consolidated as at 30 June 2011					
Cash and cash equivalents	-	7,374,841	-	-	3,349
Other Financial Assets	-	40,000	-	-	-
Trade and Other Receivables	110,532	-	-	-	-
Consolidated as at 30 June 2010					
Cash and cash equivalents	-	349,832	-	-	481
Other Financial Assets	-	40,000	-	-	-
Trade and Other Receivables	53,600	-	-	-	13,475

Liquidity risk

The responsibility for liquidity risk management rests with the Board of Directors.

The Group manages liquidity risk by maintaining sufficient cash to meet the operating requirements of the business and investing excess funds in highly liquid short term investments. The Group's liquidity needs can be met through a variety of sources, including: cash generated from interest accrued on cash balances, short and long term borrowings and issue of equity instruments.

Alternatives for sourcing our future capital needs include our current cash position, future operating cash flow, project debt financings and equity raisings. These alternatives are evaluated to determine the optimal mix of capital resources for our capital needs.

As at 30 June 2011 and 30 June 2010, the Group's financial liabilities have contractual terms of less than 6 months.

Capital risk management

The Group's capital comprises share capital, reserves less accumulated losses amounting to $22,392,454 at 30 June 2011 (2010: $9,994,334). The Group's capital management objectives are:

- To safeguard the business as a going concern;
- To maximise potential returns for shareholders through minimising dilution; and
- To retain an optimal debt to equity balance in order to minimise the cost of capital.

The Group may issue new shares or sell assets to reduce debts in order to maintain the optimal capital structure.

20. RELATED PARTY DISCLOSURE

The consolidated financial statements include the financial statements of Speewah Metals Limited and its subsidiary:

	Country of Incorporation	% Equity Interest 2011	2010
Speewah Mining Pty Ltd	Australia	**100**	100

Details relating to key management personnel including remuneration are included in Note 23.

21. EVENTS AFTER THE BALANCE SHEET DATE

There were no other matters or circumstance that arose has arisen that has significantly affected, or may significantly affect, the operations of Speewah, the results of those operations or the state of affairs of Speewah in subsequent years that is not otherwise disclosed in the consolidated financial statements.

22. AUDITORS' REMUNERATION

The auditors of Speewah are Ernst & Young.

	Consolidated 2011 $	Consolidated 2010 $
Amounts received or due and receivable by Ernst & Young for:		
An audit or review of the financial report of the entity	**37,080**	32,875
	37,080	32,875

23. DIRECTORS AND KEY MANAGEMENT PERSONNEL DISCLOSURES

There were no changes to key management personnel between the reporting date and the date the financial report was authorised for issue.

(a) Compensation of Key Management Personnel

	2011	2010
Key Management Personnel		
Short-term	**764,980**	530,560
Post-employment superannuation	**18,293**	16,781
Value of Share based payments	**272,048**	843,600
	1,055,321	1,390,941

(b) Option Holdings of Key Management Personnel

30 June 2011	Balance at Beginning of Period 1 July 2010	Granted as Remuner-ation	Options Exercised	Net Change Other	Balance at End of Period 30 June 2011	Vested at 30 June 2011 Total	Vested at 30 June 2011 Not Exercisable	Vested at 30 June 2011 Exercisable
Directors								
A Barton	2,750,000	-	-	-	**2,750,000**	**2,750,000**	–	2,750,000
D Carew-Hopkins	600,000	-	-	-	**600,000**	**600,000**	–	600,000
R Wolanski	1,750,000	-	-	-	**1,750,000**	**1,750,000**	–	1,750,000
Executives								
K Rogers	500,000	250,000	-	-	**750,000**	**750,000**	250,000	500,000
R Ramsay	900,000	500,000	-	-	**1,400,000**	**1,400,000**	500,000	900,000
A Eves	500,000	250,000	-	-	**750,000**	**750,000**	250,000	500,000
Total	7,000,000	1,000,000	-	-	**8,000,000**	**8,000,000**	1,000,000	7,000,000

30 June 2010	Balance at Beginning of Period 1 July 2009	Granted as Remuner-ation	Options Exercised	Net Change Other	Balance at End of Period 30 June 2010	Vested at 30 June 2010 Total	Vested at 30 June 2010 Not Exercisable	Vested at 30 June 2010 Exercisable
Directors								
A Barton	2,000,000	750,000	–	–	**2,750,000**	**2,750,000**	–	2,750,000
D Carew-Hopkins	300,000	300,000	–	–	**600,000**	**600,000**	–	600,000
R Wolanski	1,000,000	750,000	–	–	**1,750,000**	**1,750,000**	–	1,750,000
Executives								
K Rogers	500,000	500,000	500,000	–	**500,000**	**500,000**	500,000	–
R Ramsay	500,000	400,000	–	–	**900,000**	**900,000**	400,000	500,000
A Eves	200,000	300,000	–	–	**500,000**	**500,000**	300,000	200,000
Total	4,500,000	3,000,000	500,000	–	**7,000,000**	**7,000,000**	1,200,000	5,800,000

(c) Shareholdings of Key Management Personnel

30 June 2011	Balance 1 July 2010 Ord	Granted as Remuneration Ord	On Exercise of Options Ord	Net Change Other Ord (2)	Balance 30 June 2011 Ord
Directors					
A Barton (1)	8,848,123	-	-	3,381,645	**12,229,768**
D Carew-Hopkins	200,000	-	-	200,000	**400,000**
R Wolanski	419,768	-	-	125,000	**544,768**
Executives					
K Rogers	271,736	-	-	(101,968)	**169,768**
R Ramsay	–	-	-	-	-
A Eves	–	-	-	-	-
Total	9,739,627	-	-	3,604,677	**13,344,304**

30 June 2010	Balance 1 July 2009 Ord	Granted as Remuneration Ord	On Exercise of Options Ord	Net Change Other Ord (2)	Balance 30 June 2010 Ord
Directors					
A Barton	8,749,387	-	-	98,736	**8,848,123**
D Carew-Hopkins	-	-	-	200,000	**200,000**
R Wolanski	350,000	-	-	69,768	**419,768**
Executives				–	
K Rogers	50,000	–	500,000	(278,264)	**271,736**
R Ramsay	–	–	–	–	**–**
A Eves	–	–	–	–	**–**
Total	9,149,387	-	500,000	90,240	**9,739,627**

[1] 5,500,000 of the Shares are held by Mr AP Barton and Mrs CH Barton as trustee for the Barton Family Superannuation Fund of which Mr Barton is a director and a beneficiary. 6,160,000 of the Shares are held by Australian Heritage Group Pty Ltd as trustee for the Australian Heritage Trust of which Mr Barton is a director and a beneficiary. 169,768 of the Shares are held by Inglewood Lodge Pty Ltd of which Mr Barton is a director and a beneficiary and 400,000 of the Shares are held by Selwood Nominees Pty Ltd of which Mr Barton is a director.

[2] These were transacted on market.

(d) Related Party Transactions

All equity transactions with key management personnel have been entered into under terms no more favourable than those the Group would have adopted if dealing at arm's length.

Australian Heritage Group Pty Ltd ("AHG"), a company of which Mr Anthony Barton is a Director has entered into a occupancy and administration agreement with Speewah in respect of providing occupancy, administration and bookkeeping services commencing March 2009. The total value of the occupancy and administration services provided by AHG during the year was $117,900 (2010: $116,120). AHG was also paid for providing co-ordination and management services in relation to two capital raisings during the year. The total value of the management and capital raising fees provided by AHG during the year was $351,498 (2010: $22,000).

All services provided by companies associated with directors were provided on commercial terms.

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Independent auditor's report to the members of Speewah Metals Limited

Report on the financial report

We have audited the accompanying financial report of Speewah Metals Limited, which comprises the consolidated statement of financial position as at 30 June 2011, 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 of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the financial report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal controls as the directors determine are necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 2(a), the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial 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 judgment, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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*. We have given to the directors of the company a written Auditor's Independence Declaration, a copy of which is included in the directors' report.

Opinion

In our opinion:

a. the financial report of Speewah Metals Limited 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 2011 and of its performance for the year ended on that date; and

   ii complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and

b. the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 2(a).

Report on the Remuneration Report

We have audited the Remuneration Report included on pages 16 to 21 of the directors' report for the year ended 30 June 2011. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

In our opinion, the Remuneration Report of Speewah Metals Limited for the year ended 30 June 2011, complies with section 300A of the *Corporations Act 2001*.

Ernst & Young

G H Meyerowitz
Partner
Perth
28 September 2011

ASX Additional Information

Additional information required by the Australian Stock Exchange Limited and not shown elsewhere in this report is as follows. The information is current as at 28th September 2011.

(a) Distribution of Equity Securities

The number of shareholders, by size of holding, in each class of share are:

			Listed Ordinary Shares	
			Number of Holders	**Number of Shares**
1	–	1,000	88	55,455
1,001	–	5,000	302	943,995
5,001	–	10,000	276	2,433,732
10,001	–	100,000	605	23,801,347
100,001	–	and over	166	103,433,641
			1,437	**130,668,170**
The number of shareholders holding less than a marketable parcel of shares are:			224	310,757

(b) Twenty Largest Shareholders

The names of the twenty largest holders of quoted shares are:

		Listed Ordinary Shares	
		Number of Shares	**Percentage of Shares %**
1	J P Morgan Nominees Australia Ltd	13,530,400	10.35%
2	Citicorp Nominees Pty Ltd	10,734,627	8.22%
3	National Nominees Ltd	8,191,711	6.27%
4	HSBC Custody Nominees Australia Ltd	6,206,522	4.75%
5	Australian Heritage Group Pty Ltd <Australian Heritage A/c>	4,206,250	3.22%
6	J P Morgan Nominees Australia Ltd <Cash Income A/c>	3,973,018	3.04%
7	Mr Anthony P Barton & Mrs Corinne H Barton <Anthony Peter Barton PSF A/c>	3,000,000	2.30%
8	Mr Anthony Peter Barton & Mrs Corinne Heather Barton <Barton Superfund A/c>	2,500,000	1.91%
9	Australian Heritage Group Pty Ltd <New Capital Fund A/c>	2,203,750	1.69%
10	Zero Nominees Pty Ltd	1,807,044	1.38%
11	Jedina Holdings Pty Ltd <Ian Hodgkinson Superfund>	1,003,668	0.77%
12	First Island Trustees Ltd <Westerhill A/c>	1,000,000	0.77%
13	L & E Fisher Nominees Pty Ltd	1,000,000	0.77%
14	Keith William Sheppard <The Sheppard Family A/c>	1,000,000	0.77%
15	Jarden Custodians Ltd	1,000,000	0.77%
16	Mr Allan P Taylor & Mr Rodney K Taylor <Allan Taylor Super Fund A/c>	920,000	0.70%
17	Greatside Holdings Pty Ltd	915,116	0.70%
18	Navigator Australia Ltd	820,230	0.63%
19	S & S Lauder Holdings Pty Ltd	814,768	0.62%
20	Dahele Pty Ltd	800,000	0.61%
		65,627,104	**50.24%**

ASX Additional Information

(c) Substantial Shareholders

The names of substantial shareholders who have notified the Company in accordance with section 671B of the Corporations Act 2001 are:

	Number of Shares	Percentage of Ordinary Shares %
J P Morgan Nominees Australia Ltd	13,530,400	10.35%
Citicorp Nominees Pty Ltd	10,734,627	8.22%
National Nominees Ltd	8,191,711	6.27%
HSBC Custody Nominees Australia Ltd	6,206,522	4.75%

(d) Voting Rights

All ordinary shares (whether fully paid or not) carry one vote per share without restriction.

(e) Unquoted Securities (and names of holders with more than 20% of equity in securities in each case)

Class	Number of Securities	Number of Holders	Holders with More Than 20%
Class A options over ordinary shares exercisable at $0.20 on or before 30 June 2012	4,500,000	5	Anthony Barton, Australian Heritage Group Pty Ltd, Richard Wolanski, Keith Liddell
Class B options over ordinary shares exercisable at $0.45 on or before 31 March 2013	200,000	1	Alex Eves
Class C options over ordinary shares exercisable at $0.50 on or before 30 June 2012	100,000	1	Derek Carew-Hopkins
Class D options over ordinary shares exercisable at $0.65 on or before 30 June 2012	100,000	1	Derek Carew-Hopkins
Class E options over ordinary shares exercisable at $0.80 on or before 30 June 2012	100,000	1	Derek Carew-Hopkins
Class F options over ordinary shares exercisable at $0.55 on or before 31 December 2014	2,300,000	4	Anthony Barton, Richard Wolanski
Class G options over ordinary shares exercisable at $0.55 on or before 31 December 2014	1,200,000	3	Ken Rogers, Rob Ramsay, Alex Eves
Class H options over ordinary shares exercisable at $0.37 on or before 30 June 2014	1,250,000	4	Ken Rogers, Rob Ramsay, Alex Eves, Ben Andrew

(f) Stock Exchange Listing

Quotation has been granted for all the ordinary shares of the company on all Member Exchange of the Australian Stock Exchange Limited.

(g) On-Market Buyback

There is no on-market buyback of the shares in the Company.

(h) Schedule of Mining Tenements

Area of Interest	Tenements	Comments
Australia – Western Australia		
East Kimberley	M80/267	All of the Tenements are registered in the name of Speewah Mining Pty Ltd, a wholly owned subsidiary of Speewah Metals Ltd.
East Kimberley	M80/268	
East Kimberley	M80/269	
East Kimberley	E80/2863	
East Kimberley	E80/3657	Note:
East Kimberley	E80/4468	M = Mining Lease
East Kimberley	L80/43	E = Exploration Licence
East Kimberley	L80/47	L = Miscellaneous Licence