

Annual Report

2018



Sipa Resources Limited

Sipa Resources Limited

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Highlights

Year in Review



Base metals – Uganda

- Landmark US\$59 million Earn-in and Joint Venture Agreement signed with global miner Rio Tinto at the Kitgum-Pader Base Metals Project in Northern Uganda.
- Under the agreement, Rio Tinto has the option to earn up to a 75% interest in the project by incurring US\$57 million of exploration expenditure in three stages over an 11-year period.
- Rio Tinto will also make cash payments totalling US\$2 million to Sipa comprising: US\$0.25 million (now received, forming part of the project expenditure), US\$0.25 million after 18 months and US\$1.5 million at the start of Stage 2 (earn-in to 65%).
- Exploration has commenced with multi-element assaying of over 1,000 soil samples over up to 14 identified nickel-bearing mafic to ultramafic intrusions. Detailed ground gravity surveying also commenced in late August. Drilling of approximately 2,500m is planned for the December quarter.



Copper-gold – Western Australia

- Sipa expanded its total land-holding in the Paterson Province to 1,242km², with the addition of a new tenement in response to encouraging new gravity survey data.
- The expansion of Sipa's land-holding preceded a significant increase in tenure held by Rio Tinto Exploration, to the west and south-west of Sipa's land-holding, and Fortescue Metals Group, immediately to the north, south-west and internal to Sipa's land-holding.
- A successful 4-hole, 1,605m diamond drilling program was completed over a ~500m strike length of the emerging Obelisk copper-gold discovery, part of Sipa's Paterson North Copper-Gold Project.
- Assay results indicated the presence of narrow widths of vein-hosted gold and copper mineralisation for the first time, with grades of up to 22g/t gold, 2% copper and 16g/t silver – demonstrating the potential for Obelisk to host both high-grade mineralisation and large-scale, low-grade bulk tonnage mineralisation.
- Additional untested coincident magnetic and IP targets were confirmed by geophysical modelling along strike from Obelisk, with several other regional targets also developed for drilling.
- A major new multi-pronged exploration campaign commenced in July 2018, with a 29-hole, 3,462m reconnaissance Aircore/RC drilling program undertaken to test seven regional targets including Aranea, Asselli, Vela, NW Obelisk, Andromeda, plus four targets at or near Obelisk.
- The drilling successfully identified a new copper anomaly at Aranea (19km north-west of Obelisk) extending over 2km with associated gossanous ironstone identified in hole PNA075. Further strong copper anomalism was identified south of Obelisk.
- At Obelisk, diamond drilling is imminent testing the prime target position as identified by magnetic and IP modelling. This target position is untested 250m north-west of where RC and diamond drilling last year returned 102m @ 0.09% Cu (PNA070) and 64.8m @ 0.1% Cu (PND001) (ASX 19 June 2017 and 12 Oct 2017).

Chairman's Letter

Dear Shareholder,

When I joined the board of Sipa a year ago, I was initially attracted by the quality of the projects which the Company had assembled in under-explored mineral frontiers in Africa and Australia.

Since then, I have been equally impressed by the excellence of its technical team, by the integrity and rigour of its exploration approach, and by its tenacious commitment to greenfields exploration in the most challenging of environments.

Under the leadership of our Managing Director, Lynda Burnett, Sipa has made outstanding progress in identifying and exploring what is now emerging as a potentially globally significant magmatic nickel sulphide province in Uganda; and in building a large-scale, high quality copper-gold portfolio in the Paterson Province of WA – which has since become one of Australia's exploration "hot-spots".

Notwithstanding the inevitable funding and resourcing constraints which confront any junior explorer, Sipa has been able to advance both of these projects at a significant pace – in the case of the Kitgum-Pader base metals project in Uganda to a point where we have been able to attract a world-class joint venture partner.

And, based on recent exploration progress at our Paterson North Copper-Gold Project, I have every confidence that we are well placed to secure additional funding to continue a multi-pronged exploration effort in this exciting district – be it through a project-level joint venture, a cornerstone investment or a strategic partnership.

In May, Sipa signed a US\$59 million Earn-in and Joint Venture agreement with the global miner Rio Tinto at the Kitgum Pader Project – a significant milestone which followed several months of discussions and technical reviews. The agreement gives Rio Tinto the option to earn up to a 75% interest in the project by spending US\$57 million on exploration in stages over an 11-year period – including US\$12 million within the first five years.

This is a company-defining transaction for Sipa which vindicates our long-term focus on pursuing opportunities to discover major new base metal and gold-copper deposits in new exploration frontiers. Having a joint venture partner with the financial capability, global reach and credentials of Rio Tinto to join us in the hunt for nickel sulphides in Uganda is a truly exciting development for Sipa.

If we are successful in discovering a world-class nickel deposit, the ramifications for our shareholders will be enormous – particularly against the backdrop of an exciting long-term market outlook underpinned by growing demand for nickel as a key ingredient in the fast-growing lithium-ion battery industry.

The fact that Rio Tinto has selected the Kitgum-Pader Project to form part of its global growth and exploration pipeline represents a strong vote of confidence in the excellent technical work which Sipa has undertaken in Uganda over the past three years.

This work has resulted in the discovery of extensive intrusive-hosted, chonolith-style mineralisation at the Akelikongo prospect which exhibits strong similarities to some of the world's great intrusive-hosted nickel orebodies such as Nova-Bollinger, Raglan and Voisey's Bay.

Exploration conducted during the year using state-of-the-art geochemical and geophysical techniques has further refined the opportunity at Akelikongo, while also confirming that the Kitgum-Pader project contains multiple intrusive complexes with genetic similarities to Akelikongo. This is a project with genuine belt-scale nickel discovery potential – making it one of the most exciting greenfields nickel projects anywhere in the world today.

The joint venture agreement with Rio Tinto formally commenced in early August with exploration activities now well and truly underway. We are all looking forward with excitement and anticipation to what this multi-pronged exploration effort can deliver in the months and years ahead.

At the Paterson North Project, Sipa has established a first-mover position in what has become one of Australia's most exciting new exploration frontiers. The Company's strategic exploration footprint – which was further expanded during the year to over 1,200 square kilometres – is now surrounded on all sides by Rio Tinto and FMG, which have emerged as the largest holders in the district.

Active exploration programs are being progressed by major mining companies such as Rio Tinto and Newcrest, as well as a number of juniors. The extent of exploration activity, and interest, in the district is reflected by the fact that exploration tenements have now been pegged from the 25Moz Telfer gold mine in the centre of the province, through to the Pilbara coast.

During the year, Sipa has continued to cost-effectively advance exploration activities in the Paterson, supported by WA Government EIS co-funded drilling and a strategic and targeted approach to exploration.

At the time of writing this report, we had just completed a 29-hole Aircore/RC drilling program across seven regional targets identified from magnetics, gravity, geophysics and drilling completed in 2016 and 2017, and we were preparing to commence deep diamond drilling to test a promising new prime target position located along strike from the 4km long Obelisk prospect. We are looking forward to receiving assay results from both programs.

As a result of the work programs completed during the year, Sipa increased its equity ownership of the key Great Sandy Tenement to 80% after achieving the \$2 million expenditure threshold required to earn a further 29% equity from our joint venture partner Ming Gold Pty Ltd. Sipa completed this sole funding commitment in just over two years.

The Company was again fortunate to secure a series of grants under the West Australian Government's Exploration Incentive Scheme (EIS) to help co-fund our exploration initiatives, and I would like to take this opportunity to acknowledge the important role that the EIS plays in supporting greenfields exploration in emerging mineral frontiers such as the Paterson Province, and to thank the Western Australian Government for its ongoing support of this important initiative.

In conclusion, I would also like to acknowledge the significant contribution of Craig McGown, whom I succeeded as Chairman in August this year. Craig decided to step down as Chairman due to his growing external work-load and other corporate commitments, but remains on the board as a non-executive Director.

On behalf of my fellow Directors, I would like to thank Craig for his strong leadership and significant strategic input, particularly in helping to steer the Company through several challenging years in the junior resource sector. We are grateful for his continued involvement as a non-executive director.

I would also like to thank Lynda and her small but extremely hard-working team of staff and contractors. It is thanks to their efforts that the Company has been able to achieve a great deal during the course of the year – not least of which has been attracting one of the world's biggest mining companies as a joint venture partner.

My sincere thanks also to our loyal shareholders and the investors who have supported us through the year.

With nickel exploration activities ramping up in Uganda in partnership with Rio Tinto and our Paterson Project continuing to emerge as a significant and highly valuable asset in a world-class exploration province, we are looking forward to another active and productive year ahead.

Yours faithfully,



Tim Kennedy
Chairman



Tim Kennedy
Chairman

Western Australia

Paterson North Project



Sipa
80%
Ming Gold Ltd
20% and diluting



The Paterson North Copper-Gold Project is located in the Paterson Province, Western Australia, one of the most highly endowed yet under-explored copper-gold mineral provinces in Australia and recently the subject of a pegging rush by companies including Rio Tinto Exploration, Fortescue Metals Group and Red Metals Limited.

The project consists of the Great Sandy JV which hosts the Obelisk copper gold discovery, where Sipa recently earned an 80% interest under a Farm-in and JV agreement with privately owned Ming Gold Limited (Ming), and two additional tenements held 100% by Sipa.

Exploration activity in the province has vastly increased the past year with extensive drilling and airborne geophysics evident at Rio Tinto's 100% copper project approximately 10km to the south west of Sipa's landholding and drilling by Antipa Minerals of the Minyari area continuing. In addition further drilling was announced late in the year on the Rio/Antipa JV ground immediately to the south of Sipa's landholding.

Sipa's programs during the year were designed to both test the shallow but extensive copper in aircore anomaly at Obelisk with a maiden diamond drill program, and to use the knowledge as well as that from other mineralised deposits in the area to target further mineralisation on our tenements with initial regional reconnaissance Aircore/RC.

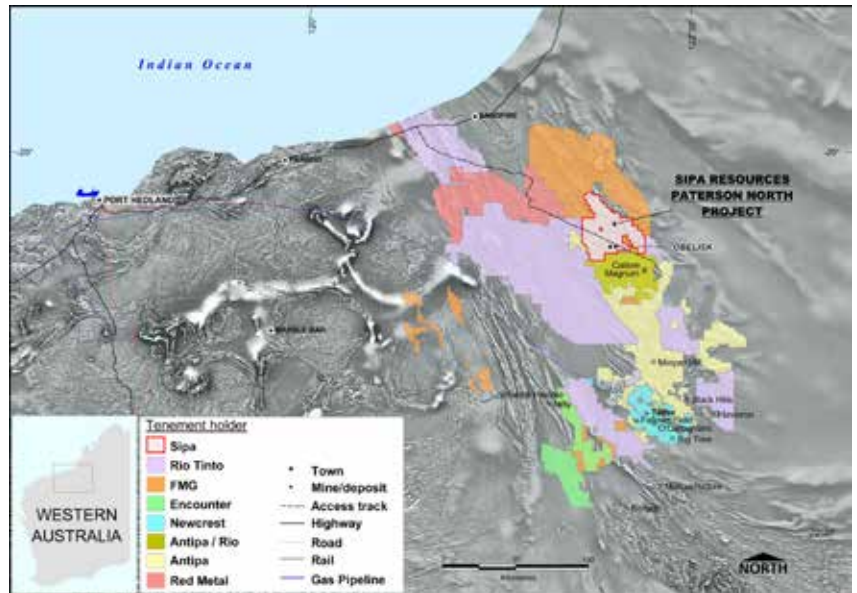


Figure 1: Paterson North Project Location showing access and major tenement holders.

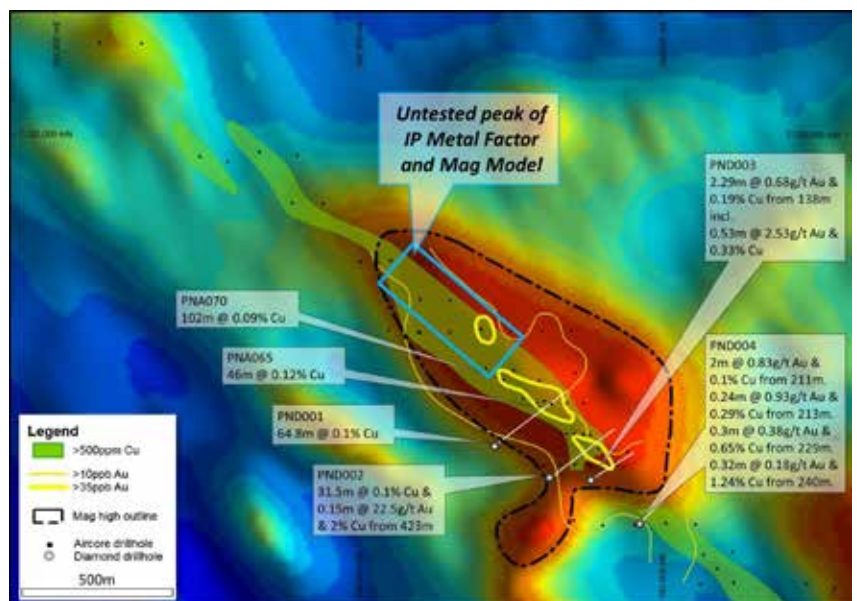


Figure 2: Drill-hole location plan and summary of results from September 2017 Program

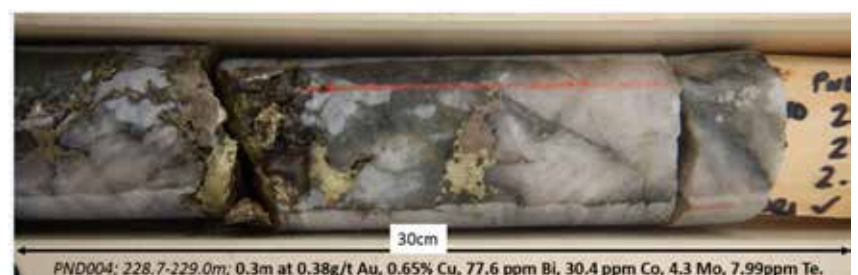


Figure 3: PND004; 228.7-229.0m; Quartz veining with pyrrhotite, pyrite and chalcopyrite.

Western Australia

Paterson North Project

continued

Maiden diamond drilling at Obelisk consisted of a 4-hole program for a total of 1,604m over a ~500m strike length of the Obelisk gold-copper discovery. The program was designed to provide the first test for bedrock mineralisation beneath an extensive shallow copper and polymetallic anomaly defined during previous Aircore/RC programs.

Assay results from the diamond program confirm the presence of a large mineralised system at Obelisk with all holes intersecting zones of intense alteration and quartz, biotite and sulphide veining, including vein-hosted gold of up to 22g/t and copper of up to 2% over narrow widths and supergene mineralisation of up to 4.6% copper and 7.48g/t silver. Wide zones of alteration form a 0.1% copper envelope over a distance of greater than 500m and open to the north west. This bedrock zone is indicative of a footprint or halo which could contain a higher grade economic deposit within.

As shown in Figure 4 the association of multi-elements in intrusion-related gold deposits and their zonation over distances of up to 10km away from intrusions is a very important tool in determining the type, level of formation in the earth's crust, and the style of mineralisation.

Obelisk is situated in the zone relatively close to the granite, as shown by the presence of pegmatites and the association with bismuth and tellurium.

Re-modelling of the magnetic data using magnetic susceptibility measurements on the core has defined additional magnetic model bodies of higher magnetic susceptibility which require further drill testing.

The remodeling was done to understand whether the extent of magnetic pyrrhotite alteration observed in the core adequately explained the magnetic anomaly. The conclusion was that it does not and that the better part of the magnetic and IP anomaly remains to be drilled. At least one 500m deep diamond hole is planned further along strike and north-west of the 2017 drill holes (area shown as blue rectangle).

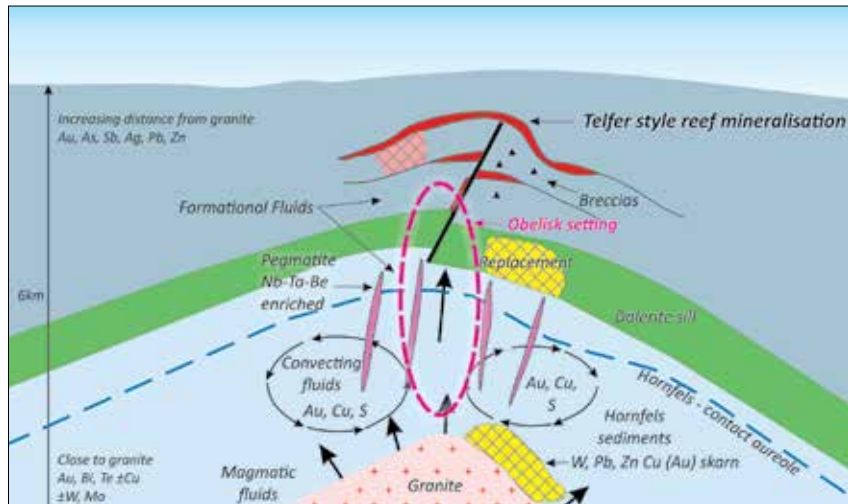


Figure 4: Setting of Obelisk gold-copper mineralisation Paterson North Province (modified from Rowins, et al, 1998).

Figure 2 shows the untested area corresponding to the peak of the magnetic model and IP targets. The target also lies immediately below Aircore holes PNA018 and 19, which returned bedrock interface samples up to 1,300ppm copper and 90ppb gold.

Regional targeting

A 29-hole Aircore/RC drilling program comprising a total of 3,462m has been completed, testing a total of several regional targets including **Araña, Asselli, Vela, NW Obelisk, Andromeda** as well as four targets located at and near the Obelisk Prospect. The purpose of this initial reconnaissance program was to test a variety of geophysical targets for evidence of mineralisation (see Figure 5).

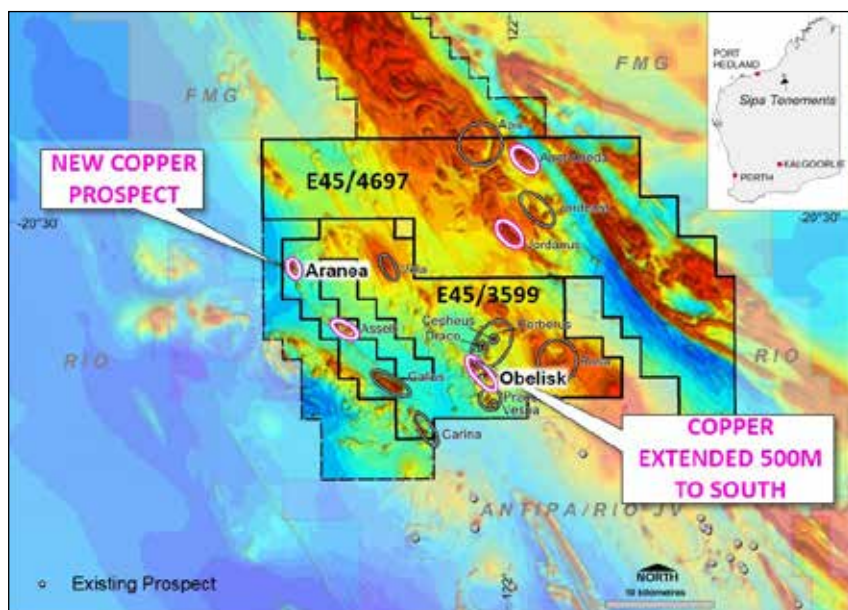


Figure 5: Tenement Plan with regional targets highlighted.

The priority targets were identified from 3D magnetics inversion, gravity and ground and airborne electromagnetics. At the **Andromeda** target, an IP gradient-array survey was also completed to refine the target.

At **Aranea**, drill-hole PNA075 intersected 1 metre of gossanous ironstone assaying 488ppm Cu in the weathered Proterozoic rocks and strong biotite-chlorite alteration of mafic dolerite and gneiss in the fresh Proterozoic rocks.

Drill holes PNA075 and PNA077 and 79 returned thick and strong anomalous copper mineralisation. Peak copper in drill hole PNA077 reached 700ppm over 3m from 96m. These intersections are similar to early intersections into the Obelisk Prospect and together with the gossanous ironstone may indicate the presence of another sulphide mineralised system outside the Obelisk Prospect. Figure 6

In the **Obelisk** area, further drilling to the south of the main **Obelisk** copper trend has identified further copper anomalism, as well as within the main **Obelisk** anomaly (see Figure 7). The peak copper assay of 958ppm in PNA088 may indicate that the envelope of >1000ppm copper extends further to the northwest than depicted in Figure 4. Thick intersections of anomalous copper (>250ppm) in drill holes PNA090 and PNA091 extend the previous >250ppm copper contour for another 550m to the south.

The regional reconnaissance drilling at **Aranea, Asselli, Vela, NW Obelisk** is eligible for a WA government EIS co-funded drilling grant of up to \$150,000.

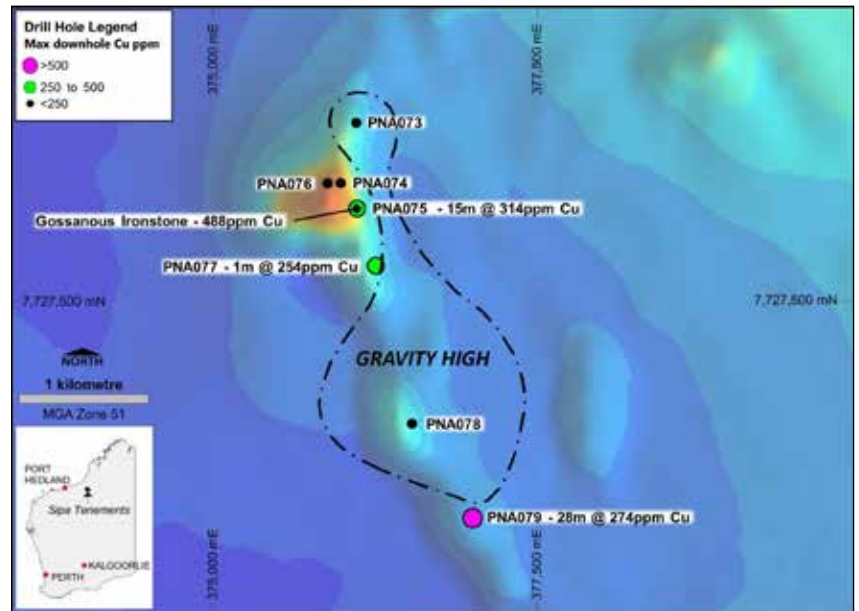


Figure 6: Anomalous copper trend at Aranea over 2km. Gossanous ironstone in PNA075.

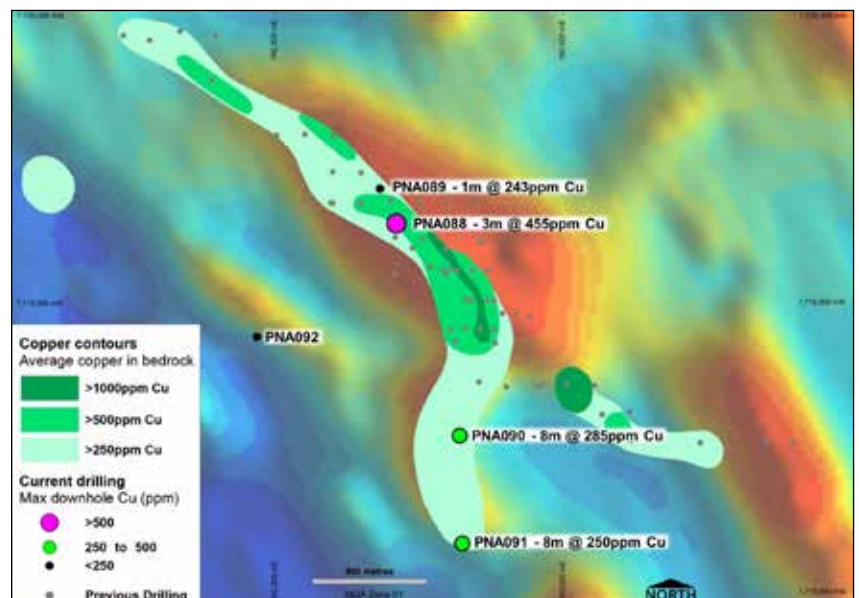


Figure 7: Obelisk Area Reconnaissance Drilling and results of copper anomalism shown.

Uganda

Kitgum Pader Base Metal Project



Sipa
100%
Rio earning
51%



Figure 8: Kitgum Pader tenement location.

In May 2018 Sipa announced a Landmark Farm-in and JV Agreement with Rio Tinto to underpin accelerated nickel-copper exploration at the Kitgum Pader Base Metals Project in Northern Uganda in which Rio Tinto can fund up to US\$59M of exploration expenditure to earn up to a 75% interest the project.

Under the agreement, **Rio Tinto has the option to earn up to a 75% interest in the project by incurring exploration expenditure in the following stages and amounts:**

- US\$12M of exploration expenditure within 5 years including a minimum commitment of US\$2.0M, to earn 51% (Stage 1).
- Additional US\$15M of exploration expenditure within a further 3-year period to earn a 65% interest (Stage 2).
- Additional US\$30M of exploration expenditure or declaration of JORC resource containing at least 250,000 tons of contained nickel or nickel equivalents within a further 3 year period to earn a 75% interest (Stage 3).

Rio Tinto will also make cash payments totalling US\$2M to Sipa comprising; US\$0.25M (payable at execution, and which is included as part of the project expenditure), US\$0.25M after 18 months and US\$1.5M at the start of Stage 2 (earn-in to 65%).

The Kitgum-Pader Base Metals Project tenements were applied for and granted to Sipa in 2012 following a geological and metallogenic interpretation in 2011 using relatively new airborne magnetic and radiometric datasets over East Africa.

Following extensive regional soil sampling, the Akelikongo copper nickel-PGE in soil target was drilled in 2014 intersecting intrusive hosted nickel and copper sulphides.

Diamond drilling at Akelikongo and Akelikongo West commenced in 2015 and a nickel and copper sulphide mineralised intrusive body was delineated. At Akelikongo mineralisation is outcropping and plunges shallowly to the north-west for a distance of at least 500m and remains open to the north-west.

The discovery is located on the north-eastern margin of the Congo super-craton and has **strong similarities to globally significant, intrusive-related magmatic nickel copper sulphide systems** such as Nova-Bollinger (14Mt @ 2.3% Ni and 0.9% Cu), Voisey's Bay (141Mt @ 1.6% Ni and 0.8% Cu) and Raglan (30Mt @ 3.4% Ni and 0.9% Cu).

Both Akelikongo and Akelikongo West are conduit-style intrusions that host well developed, continuous disseminated sulphide mineralisation within the central part, and lenticular to elongate bodies of semi-massive and massive sulphide adjacent to the intrusion margins and internal contacts.

These observations indicate a dynamic, possibly long-lived intrusion history including multiple intrusive pulses of mafic to ultramafic magmas. Figure 9 is a 3D Leapfrog model of the mineralisation at Akelikongo showing the previously drilled disseminated mineralisation >0.25% Ni in red and the more massive mineralisation >1% Ni in yellow.

Best results from December 2016, indicate strong zones of up to 7m of semi-massive sulphides, interpreted to dip shallowly to the north-west. These zones have strong off-hole conductors associated with them which have not yet been tested.

These intercepts occur beneath significant thicknesses of up to 113m of disseminated nickel sulphides >0.25% Ni and copper sulphides >0.1% Cu, with intercepts of 84.5m @ 0.37% Ni and 0.16% Cu (AKD017) and 43.7m @ 0.53% Ni and 0.18% Cu (AKCD006) including 7m @ 1.04% Ni, 0.35% Cu and 0.05% Co (see ASX Release 1 December 2016 Table 1).

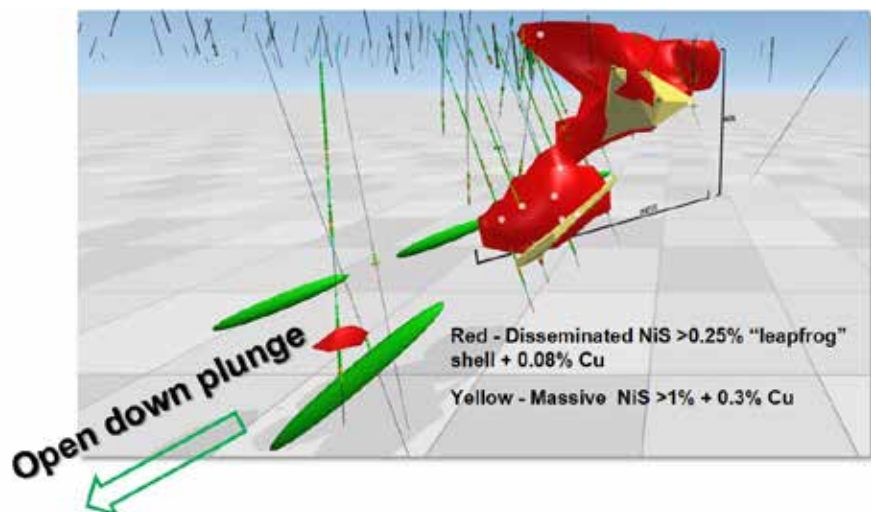


Figure 9: Leapfrog shell of Akelikongo nickel-copper sulphide mineralisation showing interpreted plunge to the north-west.

Uganda

Kitgum Pader Base Metal Project

continued

In February 2018, Sipa completed a natural source AMT (Audio Magneto Tellurics) survey over the Akelikongo intrusion. The principal aim of the survey was to determine if the method could be used to establish if conductive semi-massive to massive sulphides within the ultramafic host can be mapped at the base and margins of the resistive Akelikongo intrusive complex. This technique has been shown to be highly effective in delineating similar mineralised intrusions including the Jacomynspan nickel deposit in South Africa, where AMT detected the intrusion down to 1km below the surface.

The results have confirmed that AMT can assist in the 3D definition of both the intrusion and likely sulphide mineralised portions and is likely will be a useful exploration tool, particularly in targeting down-plunge extents and orientation of intrusions.

The data shows a number of targets which may be related to further nickel and copper sulphide mineralisation and, importantly, shows further low resistivity targets down-plunge of the most northern line, which is beyond the drilled extent of the mineralisation.

A tenement-scale field mapping and rock sampling program of outcropping mafic-ultramafic bodies was also completed during the year to quantify litho-geochemistry, geochronology and olivine mineral chemistry, and for comparison with Akelikongo. The program was conducted by consultant geologist Richard Hornsey, a highly regarded geologist with global expertise in nickel sulphide and PGEs and complements the previous regional soil sampling completed in 2013-2016. The purpose of the investigation was to determine whether the area beyond the Akelikongo is prospective for significant intrusive related nickel-copper mineralisation area.

The work identified an "Akelikongo-like" suite of intrusives over an 80km x 30km north-northwest trending corridor extending from Lawiye Adul in the south-east through Akelikongo and trending further to the north-west through the Sipa tenements. These initial observations indicate the potential for additional nickel and copper sulphide mineralised intrusions similar to Akelikongo within the Sipa tenements. Figure 10

Work currently under way through Rio Tinto's earn-in consists of regional gravity surveying over a number of the nickel soil anomalous areas with a view to prioritizing new areas for drilling in addition to Akelikongo. Drilling is planned to commence in the 4th quarter of 2018.

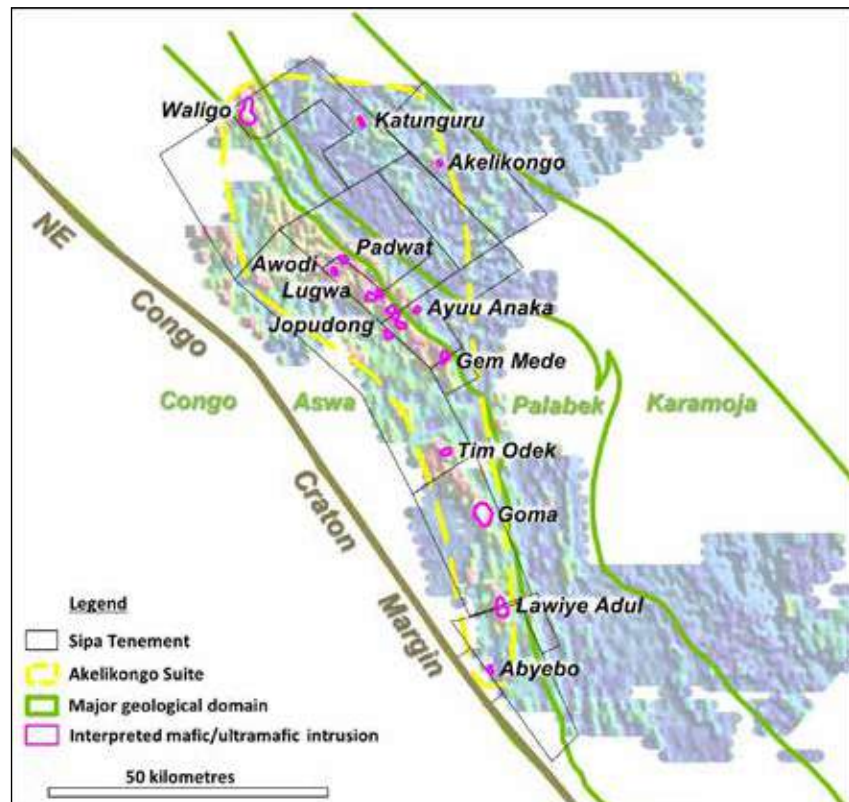


Figure 10: Kitgum Pader Project, Uganda showing location of the Akelikongo nickel-copper discovery and regional prospects with new "Akelikongo Suite" intrusions highlighted.

The information in this report that relates to Exploration Results was previously reported in the ASX announcement dated 14 September 2018, 30 November 2017, 20 October 2017, 12 October 2017 and 22 April 2015. The Company is not aware of any new information or data that materially affects the information included in that relevant market announcement.

Social Responsibility

Our good reputation within the community is paramount and we are very proud of our record of co-operation with the traditional owners of lands under exploration both in Australia and in Uganda.

In Uganda Sipa's involvement with the Days for Girls program continues to deliver results for the district. Since early 2015 Sipa has visited over 30 schools in the wider district around Lamwo (around Akelikongo) with its Days for Girls program. The program aims to keep girls in school post puberty which is the time when school participation by girls drops drastically through classroom education and distribution of re-usable sanitary protection. To date over 3000 kits have been distributed. The success of the program over the last few years has been overwhelmingly positive and highly commended by all interested stakeholders including students, teachers and officials.



Board of Directors



1. Tim Kennedy

**Chairman 28 August 2018 to present;
Independent Non-Executive Director
(Appointed 13 December 2016)**

Qualifications

B.App Sc (Geology), MBA,
MAusIMM, MGSA

Mr Kennedy is a geologist with a successful 30+ year career in the mining industry, including extensive involvement in the exploration, feasibility and development of gold, nickel, platinum group elements, base metals and uranium projects throughout Australia. His most recent role was as exploration manager with Independence Group NL, which during his 11 years IGO grew from being a junior explorer to a multi commodity mining company. In particular Mr Kennedy played a key role as part of the team that represented IGO on the exploration steering committee during the multi-million ounce Tropicana, Havana and Boston Shaker discoveries, the discovery of the Rosie magmatic nickel sulphide deposit; and the discovery of the Bibra orogenic gold deposit.

Prior to that Mr Kennedy held a number of senior positions with global miner Anglo American, including as Exploration manager - Australia, Principal Geologist/ Team Leader - Australia and Principal Geologist. He also held positions with Resolute Limited, Hunter Resources Limited and PNC Exploration Pty Ltd.

During the past three years Mr Kennedy has also served as a director of Millennium Minerals Limited (director since 2 May 2016) and Helix Resources Limited (director since 16 February 2018).

Mr Kennedy has an interest in 1,350,000 fully paid ordinary shares and nil options.



2. Craig Ian McGown

Non-Executive Director (11 March 2015 – present); (Chairman 11 March 2015- 28 August 2018)

Qualifications

BComm, FCA, ASIA

Mr McGown is an investment banker with over 40 years of experience consulting to companies in Australia and internationally, particularly in relation to fund raising and mergers and acquisitions in the natural resources sector. He holds a Bachelor of Commerce degree, was admitted as a Fellow of the Institute of Chartered Accountants and an Affiliate of the Financial Services Institute of Australasia in 1984. Mr McGown has been an executive director of the corporate advisory business New Holland Capital Pty Ltd (New Holland) since 2008 and prior to that appointment was the chairman of DJ Carmichael Pty Limited.

During the past three years Mr McGown has also served as the Non-Executive Chairman for Pioneer Resources Limited (13 June 2008 – present), a Non-Executive Director of Realm Resources Limited (31 May 2018 – present) and is the Chairman of the Harry Perkins Institute for Respiratory Health.

Mr McGown is a member of the Nomination and Compensation Committee since his appointment on 11 March 2015.

Mr McGown has an interest in 2,842,500 fully paid ordinary shares and nil options.

3. Lynda Margaret Burnett

Managing Director since 24 July 2014

Qualifications

BSc (Hons) GAICD, MAusIMM, MSEG

Mrs Burnett is a geologist with over 30 years experience in the mineral exploration industry. Prior to joining Sipa she was most recently Director – Exploration Australia for Newmont Asia Pacific. During her nine year tenure with

Newmont, Lynda was responsible for the strategic planning, management and oversight of all Newmont's generative exploration projects, as well as business development, in the Asia Pacific region including the discovery of the plus 3Moz McPhillamy's Gold Deposit in NSW. Prior to her roles at Newmont, Lynda worked for a number of mining and exploration companies including, Normandy, Newcrest and Plutonic Resources and as an executive director of Summit Resources Ltd. Lynda is currently on the advisory board of the Centre for Exploration Targeting based at the University of WA.

During the past three years Mrs Burnett has not been a director of any other listed company.

Mrs Burnett has an interest in 3,842,500 fully paid ordinary shares and 7,776,000 options. Options were issued pursuant to the Sipa Resources Employee Share Option Plan. Further details are found in Note 15.

4. Karen Lesley Field

Independent Non-Executive Director (Appointed 16 September 2004)

Qualifications

BEC, (UWA) FAICD

Mrs Field has over three decades of experience in the mining industry throughout Australia and overseas and has a strong background in strategy, project management and human resources. Mrs Field is currently a Non-Executive Director of Aurizon Holdings Limited (director from 19 April 2012) and has held Non-Executive directorships with the Water Corporation (Deputy Chairman), MACA Limited, Perilya Limited, Electricity Networks Corporation (Western Power) and The Centre for Sustainable Resource Processing.

In addition, Mrs Field is a Director of a number of community based organisations including the University of Western Australia's Centenary Trust for Women and is Chair of the Perth College Foundation Inc.

Mrs Field is also a member of the Nomination and Compensation Committee (Chair since 11 March 2015). During the past three years Mrs Field has also served as a director of Aurizon Holdings Limited (director from 19 April 2012).

Mrs Field has an interest in 2,842,500 fully paid ordinary shares and nil options.

Paul Kiley

Independent Non-Executive Director (Appointed 23 September 2014 – Resigned 16 November 2017)

Qualifications

BEC. CPA

Mr Kiley has over three decades of experience in the mining and oil and gas industries, including seventeen years with Normandy/Newmont. Upon leaving Newmont, Mr Kiley established a consulting business which has principally been involved in providing commercial and business development advice and also managing the commercial infrastructure aspects of projects through the prefeasibility and feasibility phases.

During the past three years Mr Kiley has not been a director of any other listed companies.

5. COMPANY SECRETARY

The company secretary is Ms Tara Robson, FGIA, B.A. Accounting. Ms Robson was appointed company secretary on 8 April 2004. Before joining Sipa Resources Limited, she served as consultant to the Company. She has held a similar role with other listed entities since 1997, including Anvil Mining Limited and Brockman Resources Limited. Prior to that Ms Robson was a senior audit manager with a major accounting practice.

Financial Report

For the year ended 30 June 2018

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Directors' Report

for the year ended 30 June 2018

Your Directors submit their report on the consolidated entity consisting of Sipa Resources Limited and the entities it controlled at the end of, or during, the year ended 30 June 2018. Throughout the report, the consolidated entity is referred to as the group.

DIRECTORS - NAMES, QUALIFICATIONS, EXPERIENCE AND SPECIAL RESPONSIBILITIES

The follow names and details of the Company's directors in office during the financial year and up to the date of this report including details of director's share and option holdings are as follows. Directors were in office for this entire period unless otherwise stated.

Tim Kennedy, B.App Sc (Geology), MBA, MAusIMM, MGSA - Independent Non-Executive Director (Appointed 13 December 2016); (Chairman 28 August 2018 to present)

Mr Kennedy is a geologist with a successful 30-year career in the mining industry, including extensive involvement in the exploration, feasibility and development of gold, nickel, platinum group elements, base metals and uranium projects throughout Australia. His most recent role was as exploration manager with Independence Group NL, which during his 11 years IGO grew from being a junior explorer to a multi commodity mining company. In particular Mr Kennedy played a key role as part of the team that represented IGO on the exploration steering committee during the multi-million ounce Tropicana, Havana and Boston Shaker discoveries, the discovery of the Rosie magmatic nickel sulphide deposit; and the discovery of the Bibra orogenic gold deposit.

Prior to that Mr Kennedy held a number of senior positions with global miner Anglo American, including as Exploration manager - Australia, Principal Geologist/Team Leader - Australia and Principal Geologist. He also held positions with Resolute Limited, Hunter Resources Limited and PNC Exploration Pty Ltd.

During the past three years Mr Kennedy has also served as a director of Millennium Minerals Limited (director since 2 May 2016) and Helix Resources Limited (director since 16 February 2018).

Mr Kennedy has an interest in 1,350,000 fully paid ordinary shares and nil options.

Craig Ian McGown, BComm, FCA, ASIA Non-Executive Director (11 March 2015 – present); (Chairman 11 March 2015- 28 August 2018)

Mr McGown is an investment banker with over 40 years of experience consulting to companies in Australia and internationally, particularly in relation to fund raising and mergers and acquisitions in the natural resources sector. He holds a Bachelor of Commerce degree, was admitted as a Fellow of the Institute of Chartered Accountants and an Affiliate of the Financial Services Institute of Australasia in 1984. Mr McGown has been an executive director of the corporate advisory business New Holland Capital Pty Ltd (New Holland) since 2008 and prior to that appointment was the chairman of DJ Carmichael Pty Limited.

During the past three years Mr McGown has also served as the Non-Executive Chairman for Pioneer Resources Limited (13 June 2008 – present), a Non-Executive Director of Realm Resources Limited (31 May 2018 – present) and is the Chairman of the Harry Perkins Institute for Respiratory Health.

Mr McGown is a member of the Nomination and Compensation Committee since his appointment on 11 March 2015.

Mr McGown has an interest in 2,842,500 fully paid ordinary shares and nil options.

Lynda Margaret Burnett, BSc (Hons) GAICD, MAusIMM, MSEG (Managing Director since 24 July 2014)

Mrs Burnett is a geologist with over 30 years experience in the mineral exploration industry. Prior to joining Sipa she was most recently Director – Exploration Australia for Newmont Asia Pacific. During her nine year tenure with Newmont, Lynda was responsible for the strategic planning, management and oversight of all Newmont's generative exploration projects, as well as business development, in the Asia Pacific region including the discovery of the plus 3Moz McPhillamy's Gold Deposit in NSW. Prior to her roles at Newmont, Lynda worked for a number of mining and exploration companies including, Normandy, Newcrest and Plutonic Resources and as an executive director of Summit Resources Ltd. Lynda is currently on the advisory board of the Centre for Exploration Targeting based at the University of WA.

During the past three years Mrs Burnett has not been a director of any other listed company.

Mrs Burnett has an interest in 3,842,500 fully paid ordinary shares and 7,776,000 options. Options were issued pursuant to the Sipa Resources Employee Share Option Plan. Further details are found in Note 15.

Directors' Report

for the year ended 30 June 2018

Karen Lesley Field, BEc, (UWA) FAICD – Independent Non-Executive Director (Appointed 16 September 2004)

Mrs Field has over three decades of experience in the mining industry throughout Australia and overseas and has a strong background in strategy, project management and human resources. Mrs Field is currently a Non-Executive Director of Aurizon Holdings Limited (director from 19 April 2012) and has held Non-Executive directorships with the Water Corporation (Deputy Chairman), MACA Limited, Perilya Limited, Electricity Networks Corporation (Western Power) and The Centre for Sustainable Resource Processing.

In addition, Mrs Field is a Director of a number of community based organisations including the University of Western Australia's Centenary Trust for Women and is Chair of the Perth College Foundation Inc.

Mrs Field is also a member of the Nomination and Compensation Committee (Chair since 11 March 2015). During the past three years Mrs Field has also served as a director of Aurizon Holdings Limited (director from 19 April 2012).

Mrs Field has an interest in 2,842,500 fully paid ordinary shares and nil options.

Paul Kiley, BEc. CPA – Independent Non-Executive Director (Appointed 23 September 2014 – Resigned 16 November 2017)

Mr Kiley has over three decades of experience in the mining and oil and gas industries, including seventeen years with Normandy/Newmont. Upon leaving Newmont, Mr Kiley established a consulting business which has principally been involved in providing commercial and business development advice and also managing the commercial infrastructure aspects of projects through the prefeasibility and feasibility phases.

During the past three years Mr Kiley has not been a director of any other listed companies.

COMPANY SECRETARY

The company secretary is Ms Tara Robson, FGIA, B.A. Accounting. Ms Robson was appointed company secretary on 8 April 2004. Before joining Sipa Resources Limited, she served as consultant to the Company. She has held a similar role with other listed entities since 1997, including Anvil Mining Limited and Brockman Resources Limited. Prior to that Ms Robson was a senior audit manager with a major accounting practice.

Directors' Attendance at Meetings

	Eligible to Attend	Directors' Meetings	Nomination and Compensation Committee
Number of meetings held		12	3
Number of meetings attended			
C McGown	12	12	3
L Burnett	12	12	N/A
K Field	12	12	3
T Kennedy	12	12	N/A
P Kiley	5	5	N/A

PRINCIPAL ACTIVITIES

The principal activities of the companies in the Group during the period were the acquisition and exploration of mineral tenements. Activities during the year were focused on the Kitgum Pader Base Metals Project in Northern Uganda and the Paterson North Copper-Gold Project in Western Australia. There were no changes to those activities during the year.

DIVIDENDS

No dividend has been paid or declared by the Group in respect of the financial year ended 30 June 2018 (30 June 2017: nil) and the directors do not recommend the payment of a dividend in respect of the financial year.

REVIEW AND RESULTS OF OPERATIONS

Sipa is an Australian-based exploration company targeting the discovery of significant new gold-copper and base metal deposits in established and emerging mineral provinces with world-class potential. Current exploration activities are focused on the Paterson North Copper-Gold Project in Western Australia and the Kitgum-Pader Base Metals Project in Northern Uganda.

The consolidated entity's loss after tax for the financial year ended 30 June 2018 was \$3,075,066 (2017: Loss \$3,905,791).

Continuing Operations

		Consolidated	
		2018 \$	2017 \$
Revenue	3	34,596	82,802
Other income	3	364,744	154,950
Exploration expenditure	3	(2,155,153)	(2,871,232)
Administrative expenses		(1,319,253)	(1,272,311)
Net loss for the year		(3,075,066)	(3,905,791)
Exchange differences arising on translation of foreign operations		143	(10,515)
Total comprehensive loss for the year		(3,074,923)	(3,916,306)

At 30 June 2018 the Group's cash and cash equivalents balance was \$2,195,905 and there was no debt.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

During the financial year there was no significant change in the state of affairs of the consolidated entity other than as follows:

During the period, the Group executed a landmark Farm-in and Joint Venture Agreement (Agreement) with Rio Tinto Mining & Exploration (Rio Tinto), a wholly-owned subsidiary of global miner Rio Tinto Plc, to acquire an interest in the Company's Kitgum Pader Base Metals Project located in Northern Uganda.

Under the Agreement, Rio Tinto has the option to earn up to a 75% interest in the project by incurring exploration expenditure in the following stages and amounts:

- US\$12M of exploration expenditure within 5 years including a minimum commitment of US\$2.0M, to earn 51% (Stage 1);
- Additional US\$15M of exploration expenditure within a further 3-year period to earn a 65% interest (Stage 2);
- Additional US\$30M of exploration expenditure or declaration of a JORC resource containing at least 250,000 tonnes of contained nickel or nickel equivalents within a further 3-year period to earn a 75% interest (Stage 3).

In addition, Rio Tinto will make cash payments totalling US\$2M to Sipa comprising: US\$0.25M (payable at execution), US\$0.25M after 18 months and US\$1.5M at the start of Stage 2 (earn-in to 65%). Sipa will initially be the JV Manager with Rio Tinto reserving the right to manage exploration activities, which will commence immediately whilst due diligence is undertaken. Subsequent to year end, Rio Tinto provided notice that the condition of due diligence being completed and satisfactory to Rio Tinto had been satisfied and the Agreement was effective.

On 2 November 2017 Sipa issued 166,666,727 Shares at \$0.012 per share to raise proceeds of \$2 million. The issue consisted of 64,516,726 Shares pursuant to a Share Purchase Plan, 6,916,667 pursuant to a placement to exempt investors, and 95,233,334 Shares pursuant to the terms of an underwriting agreement with JM Financial Group, who received an underwriting fee of 5% of the issue amount.

On 30 May 2018 Sipa issued 104,000,000 million shares at A\$0.01 per share to raise \$1,040,000.

EVENTS SUBSEQUENT TO BALANCE DATE

There has not been any matter or circumstance, other than that referred to in the financial statements or notes thereto, that has arisen since the end of the financial year, that has significantly affected, or may significantly affect, the operations of the consolidated entity, the results of those operations, or the state of affairs of the consolidated entity in future financial years, except as follows:

On 8 August 2018 Rio Tinto advised that due diligence had been completed and was satisfactory providing an effective date of 8 August 2018 for the Farm-in and Joint Venture Agreement for the Kitgum-Pader Base Metals Project.

Directors' Report

for the year ended 30 June 2018

FUTURE DEVELOPMENTS

Subsequent to year end the Company commenced its Farm-in and Joint Venture Agreement with Rio Tinto, over the Company's Kitgum Pader Base Metals Project located in Northern Uganda. The initial exploration activities include assaying of over 1,000 pXRF soils combined with ground gravity surveying to define drilling targets associated with these intrusions with drilling to be undertaken later in the year.

The Company's 2018 exploration field season is now well underway at the Paterson North Copper Gold Project in WA. The multi-pronged exploration program will test a total of five high-priority targets using Aircore/Reverse Circulation drilling, IP surveying and diamond drilling at Obelisk.

Several priority targets identified from magnetics, gravity, ground and airborne electromagnetics and drilling from the 2016 and 2017 field seasons will be tested, with up to 6,000m of Aircore/RC drilling planned. IP gradient-array surveying will also be conducted at the Andromeda target to refine targets prior to drilling.

The consolidated entity intends to continue its current operations of tenement acquisition and mineral exploration with a view to commercial development. Likely developments that are included elsewhere in this report or the financial statements will, amongst other things, depend upon the success of the exploration and development programs.

SAFETY AND ENVIRONMENTAL REGULATIONS

The entity has a responsibility to provide a safe and healthy environment for all of our sites which should exceed expectation of regulations. In the course of its normal mining and exploration activities the consolidated entity promotes an environmentally responsible culture and adheres to environmental regulations of the Department of Minerals and Petroleum for Australian operations and to the Department of Geological Survey and Minerals for Ugandan operations, particularly those regulations relating to ground disturbance and the protection of rare and endangered flora and fauna. The consolidated entity has complied with all material environmental requirements up to the date of this report.

SHARE OPTIONS

Unissued shares

As at the date of this report, there were 16,749,000 unissued ordinary shares under options (16,749,000 at reporting date). Refer to the remuneration report for further details of the options outstanding for Key Management Personnel (KMP).

Option holders do not have any right, by virtue of the option, to participate in any share issue of the company or any related body corporate.

Shares issued as a result of the exercise of options

There were nil fully paid ordinary shares issued pursuant to the exercise of listed options during the year and nil since the end of the financial year.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

By way of Deed, the Company has agreed to indemnify each of the directors and executive officers from liabilities incurred while acting as a director and to grant certain rights and privileges to the director and executive officers to the extent permitted by law.

The Company has not, during or since the end of the financial year, in respect of any person who is or has been an officer of the Company or a related body corporate incurred any expense in relation to the indemnification.

The Company has also paid premiums to insure each of the directors and officers against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of director or officer of the Company or a controlled entity in the consolidated entity, other than conduct involving a wilful breach of duty in relation to the consolidated entity. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

INDEMNIFICATION OF AUDITORS

To the extent permitted by law, the Company has agreed to indemnify its auditors, PwC, as part of the terms of its audit engagement agreement, against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify PwC during or since the financial year.

CHANGE OF AUDITOR

During the year the Company received approval from the Australian Securities and Investments Commission (ASIC) to change its auditors. PricewaterhouseCoopers (PwC) has been appointed by the board as Sipa's auditor. In accordance with section 327C of the Corporations Act 2001, a resolution will be placed at the 2018 Annual General Meeting to ratify the appointment of PwC as the Company's auditor.

AUDITOR INDEPENDENCE

We have obtained an independence declaration from our auditors PricewaterhouseCoopers. The Auditor's Independence Declaration forms part of this report and is set out on page 25.

NON-AUDIT SERVICES

There were no non-audit services provided by the entity's auditor, PwC. The directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act. The nature and scope of each type of non-audit service provided means that auditor independence was not compromised.

Remuneration Report (Audited)

for the year ended 30 June 2018

The information in this section of the Directors' Report has been audited.

This report outlines the remuneration arrangements in place for Key Management Personnel (KMP) of Sipa Resources Limited (the Company) in accordance with the requirements of the Corporations Act 2001 and its Regulations. For the purposes of this report KMP of the Group includes Non-Executive Directors and those Executives having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group.

The details of the KMP during the year are as follows:

Name	Position	Term as KMP
T Kennedy	Non-Executive Chairman since 28 August 2018	Full financial year
L Burnett	Managing Director	Full financial year
K Field	Non-Executive Director	Full financial year
C McGown	Non-Executive Director (Chairman until 28 August 2018)	Full financial year
P Kiley	Non-Executive Director	Resigned 16 November 2017
T Robson	Chief Financial Officer and Company Secretary	Full financial year

Overview of the approach to Executive Remuneration

The Board has determined that remuneration at Sipa should achieve the following objectives:

- Align and contribute to delivering strategic projects on time and on budget;
- Assist Sipa in attracting and retaining the right people to execute the business strategy;
- Align the interests of executives with the interest of shareholders;
- Be contingent on both individual and Company performance; and
- Be simple and easy to administer.

There are two components to Remuneration Policy: Fixed Remuneration and Long Term Incentives. There are no short term incentives paid to KMP.

Fixed Remuneration

During the financial year ended 30 June 2017, benchmarking of the Fixed Remuneration component of Executive salaries was conducted against a custom peer group of similar size (by market capitalisation), stage of development, and ASX-listed mineral exploration companies with overseas projects, in order to ensure that the remuneration levels set meet the objectives of enabling the Company to attract and retain key talent and are aligned to broader market trends in the minerals industry. Fixed Remuneration typically includes base salary, (structured as a total employment cost package which may be delivered as a mix of cash and other benefits at the Executives' discretion), and superannuation at the prescribed legislative rates. Fixed Remuneration of employees is to be reviewed annually by the Managing Director, within parameters established by the Board, or in the case of the Managing Director and Company Secretary, by the Board based on the recommendation of the Nomination and Compensation Committee. The review conducted during the current year did not result in an increase to fixed remuneration.

Long Term Incentive Plan

Generally, Long Term Incentive (LTI) grants are made to executives on an annual basis to align with typical market practice, and to align executives' interests with those of shareholders and the generation of long-term sustainable value. No such grants were made during the current year as the Board has determined the LTI grants currently issued are sufficient.

The LTI grants are delivered through participation in the Sipa Resources Employee Share Option Plan (ESOP), as approved by shareholders at the Annual General Meeting held 15 November 2015. The number of the options granted under the plan is calculated with reference to a set percentage of Base Salary with Executives' performance assessed against pre-determined performance hurdles and the value of each proposed LTI grant using appropriate valuation methods. The performance hurdles are a combination of market (share price based) and non-market (internal) hurdles to optimise share performance against exploration targets, the annual operating budget, corporate and social responsibility targets, successful communication with stakeholders, improved access to capital markets, stock liquidity and register profile. The threshold levels are suitably stretched to be consistent with the objectives of the LTI plan.

Remuneration Report (Audited)

for the year ended 30 June 2018

The LTI as a percentage of Base Salary historically has been 75% for the Managing Director and 30-50% for other participating personnel. Performance hurdles are measured at the end of the financial year with vesting occurring at the end of 3 years and expiry of the grants at the end of 5 years. Non-Executive Directors do not participate in the LTI. There were no additional grants made during the current period. Further details with respect to those grants made in previous years can be found in Note 15 to the financial statements.

The plan rules do not provide for automatic vesting in the event of a change of control. The board may in its discretion determine the manner in which the unvested incentives will be dealt with in the event of a change of control. The holder of an Option does not have any rights to dividends, rights to vote or rights to the capital of the Company as a shareholder as a result of holding an Option.

At the Annual General Meeting in November 2017, the Company received 86.88% of the total voted shares in favour of the Remuneration Report.

Nomination and Compensation Committee

The Nomination and Compensation Committee of the Board of Directors of the Company is responsible for reviewing remuneration arrangements for the Directors, the Managing Director (CEO) and the Company Secretary. The Nomination and Compensation Committee assesses the appropriateness of the nature and amount of remuneration of Directors and Senior Executives on an annual 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.

Non-Executive Director Compensation

Fees and payments to non-executive directors reflect the demands which are made on, and the responsibilities of, the directors and have the objective of ensuring maximum benefit for Sipa by the retention of a high quality Board with the relevant skills mix to optimise overall performance. Non-executive directors' fees and payments are determined within an aggregate Directors' fee pool limit, which is periodically recommended by the Nomination and Compensation Committee for approval by shareholders. The pool limit maximum currently stands at \$300,000, as approved by shareholders in November 2014. It is at the discretion of the Board to distribute this pool amongst the Non-executive Directors based on the responsibilities assumed. During the year \$197,830 of the pool was utilised.

The Non-Executive Directors resolved to voluntarily and temporarily reduce their fees by 25% during the period 1 March 2018-30 June 2018.

No performance based fees are paid to Non-Executive Directors, nor are Non-Executive Directors entitled to participate in the Sipa Resources Employee Share Option Plan. Retirement benefits are limited to statutory superannuation at the rate prescribed under the Superannuation Guarantee legislation and entitlements earned under the Directors Retirement Scheme prior to 30 June 2008.

The compensation of Non-executive Directors for the period ending 30 June 2018 is detailed in Table 1 of this report.

Remuneration of KMP for the year ended 30 June 2018 and 30 June 2017.

The remuneration earned by KMP during the year is set out below in Table 1.

Performance against LTI measures year ended 30 June 2018

There were no LTI's issued during the year as the Board considered the quantum of unvested LTIs on issue was sufficient in the current circumstances. Those remaining LTI's on issue relate to previous periods and as such no performance measures were undertaken during the current year.

Performance against LTI measures year ended 30 June 2017

Performance was tested against a combination of market (TSR) and non-market (internal) hurdles to measure performance against exploration targets, the annual operating budget, successful communication with stakeholders, improved access to capital markets, stock liquidity and register profile. The threshold levels are suitably stretched to be consistent with the objectives of the LTI plan.

LTI 2016/2017	Robson	Burnett	Robson
Grant Date	1 September 2016	17 November 2016	19 December 2016
Base Salary at grant date	\$188,000	\$300,000	\$188,000
Percentage of Base Salary	50%	75%	50%
LTI Base Pool	\$94,000	\$225,000	\$94,000
Option exercise price	\$0.11	\$0.06	\$0.06
Fair value of each Option at grant date –market conditions	–	\$0.0074	\$0.005
Fair value of each Option at grant date – non-market performance conditions	\$0.0091	\$0.0104	\$0.0089
Maximum number of Options	2,080,000	11,700,000	4,900,000
Percentage achieved against strategic objectives	75%	53%	53%
Number of LTI's allocated	1,560,000 ⁽²⁾	6,201,000 ⁽¹⁾	2,597,000 ⁽¹⁾

(1) Allocated describes the LTI's earned for the year ended 30 June 2017. They are not exercisable until 19 December 2019 and expire 18 December 2021.

(2) LTI's granted during the year ended 30 June 2017 but related to KPIs achieved in the prior year. They are not exercisable until 1 September 2019 and expire 31 August 2021.

At the end of the 2017 financial year, the Nomination and Compensation Committee measured the performance against the targets noting the following:

Strategic objectives	Weight Burnett	Achieved Burnett	Weight Robson	Achieved Robson
Total Shareholder Return (TSR)	30%	0%	30%	0%
Exploration Discovery	35%	27.5%	–	–
Capital Management and Financial Strength	25%	17.5%	60%	45%
Corporate and Social Responsibility, incorporating environmental, safety, and community	10%	8%	10%	8%
Total	100%	53%	100%	53%

In considering the relationship between the consolidated entity's performance and the benefits for shareholder wealth, the Board believes that, at this stage of development, there is no relevant direct link between revenue and profitability and the advancement of shareholder wealth as demonstrated in the table below which shows the share price is not directly linked to the Net Loss for the year, but moves independently of it.

As at 30 June	2018	2017	2016	2015	2014
Share price (cents per share)	\$0.010	\$0.011	\$0.019	\$0.069	\$0.049
Net loss per year ended	\$3,075,066	\$3,905,791	\$4,597,538	\$3,526,807	\$4,504,830

Remuneration Report (Audited)

for the year ended 30 June 2018

Remuneration of KMP for the year ended 30 June 2018 and 30 June 2017 (Table 1)

Name		Short-term benefits	Post-employment	Other long-term benefits	Share-based payment	Total	% Performance Related	% Options
		Cash Salary and Fees	Super-annuation	Long Service Leave	Options			
Non-executive directors								
C McGown	2018 ⁽¹⁾	68,333	6,492	-	-	74,825	0%	0%
	2017 ⁽²⁾	57,800	5,491	-	-	63,291	0%	0%
K Field	2018 ⁽¹⁾	36,667	3,483	-	-	40,150	0%	0%
	2017 ⁽²⁾	28,900	2,746	-	-	31,646	0%	0%
T Kennedy (Appointed 13 December 2016)	2018 ⁽¹⁾	60,667	5,763	-	-	66,430	0%	0%
	2017 ⁽²⁾	23,254	2,209	-	-	25,463	0%	0%
P Kiley (Resigned 16 November 2017)	2018	15,000	1,425	-	-	16,425	0%	0%
	2017 ⁽²⁾	28,900	2,746	-	-	31,646	0%	0%
Executive director								
L Burnett	2018	306,000	29,070	14,284	42,804	392,158	10.9%	5.7%
	2017 ⁽²⁾	267,750	25,436	334	27,377	320,897	8.5%	8.5%
Other KMP								
T Robson	2018	191,760	18,217	7,188	14,561	231,726	6.3%	3.4%
	2017	191,760	18,217	378	10,769	221,124	4.9%	4.9%
Totals		2018	678,427	64,450	21,472	57,365	821,714	
		2017	598,364	56,845	712	38,146	694,067	

(1) The Non-Executive Directors resolved to voluntarily and temporarily reduce their fees by 25% in response to market conditions for the period 1 March 2018-30 June 2018.

(2) On 1 May 2016 Directors resolved to voluntarily and temporarily reduce their fees by 33% in response to market conditions. The reduction continued until 1 May 2017.

Options granted, vested and lapsed during the year

Long term incentives are administered through participation in the Sipa Resources Employee Share Option Plan (the ESOP). The ESOP meets the conditions of the ASIC class order for an eligible scheme and was last approved by members at the 19 November 2015 AGM for the purposes of Listing Rule 7.1.

No Options were allocated to KMP during the period (2017: 18,160,000). 7,802,000 Options were forfeited during the year for not achieving maximum key performance indicators. (2017: Nil). No options vested or expired during the period. There were no alterations to the terms and conditions of options awarded as remuneration since their award date. Details can be found in Note 15.

Shares issued on exercise of options

There were no shares issued on exercise of remuneration options during the financial year ended 30 June 2018.

Other

The Company prohibits KMP from entering into any arrangement which has the effect of limiting their exposure in relation to the risk inherent in issued options. The Company's Share Trading Policy governs when Sipa employees, directors, contractors, and consultants may deal in the Company's securities and the procedures that must be followed for such dealings. A copy of the policy is located at www.sipa.com.au.

Service Agreements

Employment terms for the Managing Director and other KMP are formalised in service agreements. Each of these agreements provide for the provision of cash salary and participation, when eligible, in the Sipa Resources Limited Employee Option Plan. Other major provisions are set out below.

L M Burnett, Managing Director

- Term of agreement is continuing.
- Base salary of \$306,000 and \$29,070 superannuation per annum based on a comparative industry review in July 2016 undertaken in conjunction with the annual performance review.
- Termination notice of 6 months by the company or 3 months by the Managing Director.
- Payment of termination benefit on early termination by the employer other than for gross misconduct equal to 6 months the annual remuneration package.
- Mrs Burnett may terminate the agreement by 1 months' notice in the event she is demoted from her position without good cause, or is requested, without good cause to assume responsibilities or perform tasks not reasonably consistent with her position. In this instance, she will, subject to shareholder approval if necessary, be entitled to a payout equivalent to 1 year base salary.

T A Robson, Chief Financial Officer and Company Secretary

On 1 July 2015, Ms Robson entered into an employment agreement with the Company, the significant terms of which are follows:

- Term of agreement is continuing and is based on 0.8 of a full time equivalent employee.
- Base salary of \$191 760 and \$18,217 superannuation per annum for 0.8 of a full time equivalent.
- Termination notice of 3 months by either the company or Ms Robson.
- Ms Robson may terminate the agreement by 1 months' notice in the event she is demoted from her position without good cause, or is requested, without good cause to assume responsibilities or perform tasks not reasonably consistent with her position. In this instance, she will, subject to shareholder approval if necessary, be entitled to a payout equivalent to 6 months base salary.

Shareholdings of KMP

The numbers of shares in the company held during the financial year by each director of Sipa Resources Limited and other KMP of the Group, including their personally related parties, are set out below. There were no shares granted during the reporting period as compensation.

2018	Balance at the start of the year	Received during the year on exercise of options	Acquisition pursuant to SPP [^]	Net Other Change	Balance at the end of the year
Directors					
C McGown	1,592,500	-	1,250,000	-	2,842,500
K Field	1,592,500	-	1,250,000	-	2,842,500
L Burnett	2,592,500	-	1,250,000	-	3,842,500
T Kennedy	100,000	-	1,250,000	-	1,350,000
P Kiley	1,592,500	-	166,666	(166,666) [#]	-
KMP					
T Robson	3,096,118	-	-	-	3,096,118

[^] Relates to shares purchased by Directors at fair value through the Share Purchase Plan issued on 2 November 2017 in their capacity as shareholders.

[#] Mr Kiley resigned on 16 November 2017 and he is no longer a KMP.

Remuneration Report (Audited)

for the year ended 30 June 2018

Option holdings of KMP

2018	Balance at start of the year	Granted as remuneration	Options exercised	Lapsed/cancelled without exercise	Balance at the end of the year	Vested (Exercisable)	Unvested (Non-exercisable)
Directors							
C McGown	-	-	-	-	-	-	-
L Burnett	13,275,000	-	-	(5,499,000) ⁽¹⁾	7,776,000	-	7,776,000
K Field	-	-	-	-	-	-	-
T Kennedy	-	-	-	-	-	-	-
P Kiley	-	-	-	-	-	-	-
KMP							
T Robson	6,460,000	-	-	(2,303,000) ⁽²⁾	4,157,000	-	4,157,000

(1) 5,499,000 were forfeited and cancelled during the year as the key performance indicators were not fully achieved.

(2) 2,303,000 were forfeited and cancelled as the key performance indicators were not fully achieved.

Other transactions with KMP

No transactions occurred between the Company and key management personnel during the year, aside from that disclosed in the remuneration of key management personnel above (2017: nil).

This is the end of the Remuneration Report

Signed in accordance with a resolution of the directors.



L M Burnett
Managing Director

DATED 25 September 2018

Auditor's Independence Declaration

for the year ended 30 June 2018



Auditor's Independence Declaration

As lead auditor for the audit of Sipa Resources Limited for the year ended 30 June 2018, I declare that to the best of my knowledge and belief, there have been:

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

This declaration is in respect of Sipa Resources Limited and the entities it controlled during the period.

A handwritten signature in black ink, appearing to read 'Ben Gargett'.

Ben Gargett
Partner
PricewaterhouseCoopers

Perth
25 September 2018

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Liability limited by a scheme approved under Professional Standards Legislation.

Consolidated Statement of Comprehensive Income

for the year ended 30 June 2018

	Note	Consolidated	
		2018 \$	2017 \$
Revenue	3	34,596	82,802
Other income	3	364,744	154,950
Exploration expenditure	3	(2,155,153)	(2,871,232)
Administrative expenses		(1,319,253)	(1,272,311)
Loss before income tax		(3,075,066)	(3,905,791)
Income tax expense	4	-	-
Net loss for the year		(3,075,066)	(3,905,791)
<i>Items that may subsequently be classified through profit and loss</i>			
Exchange differences arising on translation of foreign operations		143	(10,515)
Total comprehensive loss for the year		(3,074,923)	(3,916,306)
Loss per share (cents per share)			
- Basic loss per share for the year	16	(0.28)	(0.43)
- Diluted loss per share for the year	16	(0.28)	(0.43)

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

Consolidated Statement of Financial Position

as at 30 June 2018

	Note	Consolidated	
		2018 \$	2017 \$
ASSETS			
Current Assets			
Cash and cash equivalents	5	2,195,905	2,322,895
Term deposits	6	30,000	20,000
Trade and other receivables	7	34,236	67,287
Prepayments		52,290	53,178
Total Current Assets		2,312,431	2,463,360
Non-Current Assets			
Available-for-sale financial assets	8	3,000	1,500
Exploration and evaluation	11	581,037	581,037
Other financial assets	9	21,770	19,570
Property, plant and equipment	10	195,746	251,257
Total Non-Current Assets		801,553	853,364
TOTAL ASSETS		3,113,984	3,316,724
LIABILITIES			
Current Liabilities			
Trade and other payables	12	292,511	450,640
Provisions	13	202,841	171,883
Total Current Liabilities		495,352	622,523
Non-Current Liabilities			
Provisions	13	26,390	3,230
Total Non-Current Liabilities		26,390	3,230
TOTAL LIABILITIES		521,742	625,753
NET ASSETS		2,592,242	2,690,971
EQUITY			
Contributed equity	14	106,972,855	104,073,729
Equity benefits reserve		1,337,920	1,260,852
Foreign currency translation reserve		(8,424)	(8,567)
Accumulated losses		(105,710,109)	(102,635,043)
TOTAL EQUITY		2,592,242	2,690,971

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

Consolidated Statement of Cash Flows

for the year ended 30 June 2018

	Note	Consolidated	
		2018 \$	2017 \$
Cash Flows used in Operating Activities			
Payments to suppliers and employees		(1,110,115)	(1,292,734)
Expenditure on exploration interests		(2,630,878)	(2,519,753)
Interest received		32,321	83,093
Receipt from WA State Government Exploration Incentive Scheme		118,431	150,000
Receipt from Research & Development Tax Incentive		205,317	-
Receipt from Rio Tinto Earn In and JV Agreement		337,064	-
Miscellaneous receipts		40,996	4,950
Net Cash used in operating activities	17	(3,006,864)	(3,574,444)
Cash Flows used in Investing Activities			
Payment for purchases of property, plant and equipment		(7,052)	(123,121)
Cash invested in security deposits		(12,200)	-
Net cash used in investing activities		(19,252)	(123,121)
Cash Flows from Financing Activities			
Proceeds from issuance of shares		3,040,000	4,501,826
Share issue expenses		(140,874)	(58,748)
Net cash from financing activities		2,899,126	4,443,078
Net Increase/(Decrease) In Cash And Cash Equivalents		(126,990)	745,513
Cash and Cash Equivalents at beginning of year		2,322,895	1,577,382
Cash and Cash Equivalents at the end of the year	5	2,195,905	2,322,895

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

Consolidated Statement of Changes in Equity

for the year ended 30 June 2018

CONSOLIDATED	Note	Issued capital \$	Accumulated losses \$	Equity benefits reserve \$	Foreign Currency Translation Reserve \$	Total \$
At 30 June 2016		99,630,651	(98,729,252)	1,216,690	1,948	2,120,037
Loss for the year		-	(3,905,791)	-	-	(3,905,791)
Other comprehensive profit/(loss)		-	-	-	(10,515)	(10,515)
Total comprehensive loss for the year		-	(3,905,791)	-	(10,515)	(3,916,306)
Shares issued	14	4,501,826	-	-	-	4,501,826
Cost of issuing shares	14	(58,748)	-	-	-	(58,748)
Share Based Payments		-	-	44,162	-	44,162
At 30 June 2017		104,073,729	(102,635,043)	1,260,852	(8,567)	2,690,971
Loss for the year		-	(3,075,066)	-	-	(3,075,066)
Other comprehensive profit/(loss)		-	-	-	143	143
Total comprehensive loss for the year		-	(3,075,066)	-	143	(3,074,923)
Shares issued	14	3,040,000	-	-	-	3,040,000
Cost of issuing shares	14	(140,874)	-	-	-	(140,874)
Share Based Payments		-	-	77,068	-	77,068
At 30 June 2018		106,972,855	(105,710,109)	1,337,920	(8,424)	2,592,242

The above consolidated Statement of changes in Equity should be read in conjunction with the accompanying notes

Notes to the Financial Statements

for the year ended 30 June 2018

1. Corporate Information

The consolidated financial report of Sipa Resources Limited (the Company or the parent) and its subsidiaries (collectively, the Group) for the year ended 30 June 2018 was authorised for issue in accordance with a resolution of the directors on 25 September 2018. The Company is a for profit company limited by shares incorporated and domiciled in Australia whose shares are publicly traded on the Australian Securities Exchange. The nature of the operations and principal activities of the company are described in the Directors' report. The presentation currency of the Group is the Australian dollar (\$).

2. Basis of Preparation

The financial report is a general-purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. The financial report also complies with IFRS as issued by the International Accounting Standards Board.

The financial report has been prepared on a historical cost basis, except for available for sale financial assets that have been measured at fair value.

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the new and amended accounting standards and interpretations which became mandatory for the first time this reporting period commencing 1 July 2017. The adoption of these standards and amendments did not result in a material adjustment to the amounts or disclosures in the current or prior year. The Group has not early adopted any other new or amended standards and interpretations that have been issued but are not yet effective.

2.1. Going concern

The Group incurred a net loss for the year ended 30 June 2018 of \$3,075,066 (2017: \$3,905,791) and a net cash outflow from operating activities of \$3,006,864 (2017: \$3,574,444). As at 30 June 2018 the Group had cash and cash equivalents of \$2,195,905 (2017: \$2,322,895) and a working capital surplus of \$1,817,079 (2017: \$1,840,837).

Based on the Group's cash flow forecast the Group will require additional funding in the next 12 months to enable the Group to continue its normal business activities and to ensure the realisation of assets and extinguishment of liabilities as and when they fall due, including progression of its exploration and project development activities and meeting its annual minimum tenement expenditure commitment.

As a result of the above, there is a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern and, therefore, that the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

The directors are satisfied that at the date of signing of the financial report, there are reasonable grounds to believe that the Group will be able to continue to meet its debts as and when they fall due and that it is appropriate for the financial statements to be prepared on a going concern basis. The directors have based this on the following pertinent matters:

- The Directors believe that future funding will be available to meet the Group's objectives and debts as and when they fall due, including through engaging with parties interested in joint venture arrangements and/or raising additional capital through equity placements to existing or new investors. The Group has a demonstrated history of success in this regard.
- The Group has the capacity, if necessary, to reduce its operating cost structure in order to minimise its working capital requirements;

The financial report does not include adjustments relating to the recoverability or classification of the recorded assets nor to the amounts or classification of liabilities that might be necessary should the Group not be able to continue as a going concern.

2.2. Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 30 June each year.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Consolidated Entity's voting rights and potential voting rights

2. Basis of Preparation (continued)

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-Group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2.3. Significant accounting judgements, estimates and assumptions

The preparation of the Group's consolidated financial statement requires management to make judgments in the process of applying the Group's accounting policies and estimates that effect the reported amounts of revenue, expenses, assets and liabilities. Judgements and estimates which are material to the financial report are as follows:

Share-based payment transactions

The Group measures the cost of these equity-settled transactions with participants is measured by reference to the fair value of the equity instruments at the date at which they are granted using an appropriate valuation model, further details of which are given in Note 15.

Impairment of acquired exploration and evaluation assets

The ultimate recoupment of the value of exploration and evaluation assets which is acquired upon acquisition is dependent on the successful development and commercial exploitation, or alternatively, sale, of the exploration and evaluation assets.

Impairment tests are carried out on a regular basis to identify whether the asset carrying values exceed their recoverable amounts. There is significant estimation and judgement in determining the inputs and assumptions used in determining the recoverable amounts.

The key areas of judgement and estimation include:

- Recent exploration and evaluation results and resource estimates;
- Environmental issues that may impact on the underlying tenements;
- Fundamental economic factors that have an impact on the operations and carrying values of assets and liabilities.

2.4. Revenue Recognition

Revenue is recognised and measured at the fair value of the consideration received or receivable to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Interest income

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

2.5. 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.

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 property 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 the income statement.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Operating lease payments are recognised as an expense in the income statement on a straight-line basis over the lease term. Lease incentives are recognised in the income statement as an integral part of total lease expense.

2.6. Cash and cash equivalents

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

For purposes of the Cash Flow Statement, cash and cash equivalents consist of cash and cash equivalents as defined above.

2.7. Term deposits provided as security

Term deposits provided as security are classified as other receivables with an original maturity of three to twelve months or less.

Notes to the Financial Statements

for the year ended 30 June 2018

2. Basis of Preparation (continued)

2.8. Trade and other receivables

Trade receivables, which generally have 30-90 day terms, are recognised and carried at original invoice amount less any allowance for uncollectible amounts. An allowance for doubtful debts is made when there is objective evidence that the Group will not be able to collect the debts. Financial difficulties of the debtor, default payments or debts more than 60 days overdue are considered objective evidence of impairment. Bad debts are written off when identified.

2.9. Derecognition of financial instruments

The derecognition of a financial instrument takes place when the Group no longer controls the contractual rights that comprise the financial instrument, which is normally the case when the instrument is sold, or all the cash flows attributable to the instrument are passed through to an independent third party.

2.10. Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that a non-financial asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to dispose and its value in use and is determined for an individual asset, unless that asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit (CGU) to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash generating unit is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no

impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

2.11. Foreign currency translation

The Group's consolidated financial report is presented in Australian Dollars, which is also the parent company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity is measured using that functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Foreign operations

The assets and liabilities of foreign operations are translated into Australian Dollars at the rate of exchange prevailing at the reporting date and their income statements are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

2.12. Income tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

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

2. Basis of Preparation (continued)

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, 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, or interest in joint ventures and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax assets 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 or interest in joint venture, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

Unrecognised deferred income tax assets are reassessed at each reporting 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.

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

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

Income taxes relating to items recognised directly in equity are recognised in equity and not in the income statement.

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 liabilities relate to the same taxable entity and the same taxation authority.

2.13. GST

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

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

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

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

2.14. Plant and Equipment

Plant and equipment is carried at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset which is 2-15 years for plant and equipment. The assets residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each financial year end.

Derecognition

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

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the income statement in the period the item is derecognised.

2.15. Exploration and Evaluation

Exploration and evaluation expenditure incurred by or on behalf of the consolidated entity is accumulated separately for each prospect area. Acquired exploration and evaluation expenditure is carried forward at cost where rights to tenure of the area of interest are current and;

- it is expected that expenditure will be recouped through successful development and exploitation of the area of interest or alternatively by its sale and/or;
- exploration and evaluation activities are continuing in an area of interest but at reporting date have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves.

Notes to the Financial Statements

for the year ended 30 June 2018

2. Basis of Preparation (continued)

The consolidated entity has a policy of writing off all exploration expenditure in the financial year in which it is incurred, unless its recoupment out of revenue to be derived from the successful development of the prospect, or from sale of that prospect, is assured beyond reasonable doubt.

2.16. Investments and other financial assets

Financial assets are classified as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, and available-for-sale financial assets, as appropriate. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

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 the income statement when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

2.17. Impairment of financial assets

The Group assesses at each reporting date whether a financial asset or group of financial assets is impaired.

Financial assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, 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 (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (ie the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced either directly or through use of an allowance account. The amount of the loss is recognised in income statement.

The Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. Any subsequent reversal of an impairment loss is recognised in income statement, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

2.18. Trade and Other Payables

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

2.19. 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.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.20. Employee Benefits

Provision is made for amounts expected to be paid to employees of the Group in respect of their entitlement to annual leave and long service leave arising from services rendered by employees to the reporting date. Employee benefits due to be settled within one year arising from wage and salaries and annual leave have been measured at the amounts due to be paid when the liabilities are expected to be settled and included in provisions. Long service leave entitlements payable later than one year have been measured at the present value of the estimated future cash outflows to be made in respect of services provided by employees up to the reporting date. Under the terms of the Directors' Retirement Scheme (applicable to non-executive directors only), approved by a meeting of shareholders, provision has been made for the retirement or loss of office of eligible non-executive Directors of Sipa Resources Limited.

2. Basis of Preparation (continued)

2.21. Share-based payment transactions

The Group provides benefits to employees (including directors) 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'). Equity-settled transactions with employees and directors are administered through the Sipa Resources Employee Share Option Plan which was approved by shareholders.

The cost of these equity-settled transactions with participants is measured by reference to the fair value of the equity instruments at the date at which they are granted using an appropriate valuation model, further details of which are given in Note 15.

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

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Group's best estimate of the number of equity instruments that will ultimately vest. The income statement charge or credit for a period represents the movement in cumulative expense recognised 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.

If an equity-settled award is cancelled (other than for reason of forfeiture), it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new award 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 earnings per share.

2.22. 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.

2.23. Earnings Per Share

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

Diluted EPS is calculated as net profit/loss attributable to members, 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.

2.24. Government Grants

Government grants are recognised only where it is reasonably certain that the Group will comply with conditions attached to the grant. Grants are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis.

Notes to the Financial Statements

for the year ended 30 June 2018

3. Revenues and Expenses

	Consolidated	
	2018 \$	2017 \$
Revenue and Expenses		
(a) Revenue		
Interest revenue	34,596	82,802
	34,596	82,802
(b) Other income		
WA State Exploration Incentive grant	118,431	150,000
Research & Development Tax Incentive	205,317	-
Other	40,996	4,950
	364,744	154,950
(c) Other expenses		
<i>Exploration expenditure</i>		
Gross exploration expenditure	2,492,217	3,374,437
Less: exploration expenditure recouped pursuant to the Farm-in and Joint Venture Agreement with Rio Tinto	(337,064)	-
	2,155,153	3,374,437
<i>Employee benefits expense</i>		
Wages and salaries	1,180,035	1,244,062
Superannuation	106,393	126,508
Provision for annual leave	72,768	84,336
Share based payments	77,068	44,162
Provision for long service leave	28,460	29,528
Workers compensation insurance	2,255	3,272
	1,466,979	1,531,868
<i>Employee benefits expense included in:</i>		
Exploration expenditure	952,071	1,046,232
Administrative expenses	514,908	485,636
	1,466,979	1,531,868
Depreciation of plant and equipment	61,264	55,247
Rental expenses on operating lease	79,779	75,454

4. Income Tax

	Consolidated	
	2018 \$	2017 \$

(a) Major components of income tax expense for the years ended 30 June 2018 and 2017 are:

Income Statement

Current income tax

Current income tax benefit	-	-
----------------------------	---	---

Deferred income tax

Relating to origination and reversal of temporary differences	-	-
---	---	---

Income tax expense reported in income statement	-	-
---	---	---

(b) A reconciliation of income tax expense applicable to accounting loss before income tax at the statutory income tax rate to income tax expense at the Group's effective income tax rate for the years ended 30 June 2018 and 2017 is as follows:

Accounting loss before tax	(3,075,066)	(3,905,790)
At statutory income tax rate of 27.5% (2017: 27.5%)	(845,643)	(1,113,150)
Adjustment for difference in foreign tax rate	(16,747)	(13,746)
Non-deductible items	49,410	166,091
Under/(overprovision) in prior year	12,323	(124,012)
Unrecognised deferred tax assets	800,657	1,084,816
Income tax expense reported in income statement	-	-

	Statement of Financial Position		Profit or Loss	
	2018 \$	2017 \$	2018 \$	2017 \$

(c) Deferred income tax

Deferred income tax at 30 June relates to the following:

Deferred tax liabilities

Plant and equipment	(20,593)	(38,213)	17,620	(38,213)
Other	(1,177)	(572)	(605)	83
	(21,770)	(38,785)		

Deferred tax assets

Provision for employee entitlements	63,039	49,907	13,132	(10,457)
Superannuation provision	3,086	3,640	(554)	(108)
Accruals	7,854	7,695	159	1,197
Carried forward losses	14,210,767	11,866,951	2,343,816	864,337
	14,284,746	11,928,194		
Unrecognised deferred tax assets	(14,262,976)	(11,889,409)	(2,373,567)	(816,840)
	21,770	38,785	-	-
Net deferred tax asset	-	-	-	-
Deferred tax expense	-	-	-	-

Notes to the Financial Statements

for the year ended 30 June 2018

4. Income Tax (continued)

	Consolidated	
	2018 \$	2017 \$
Deferred Tax Assets on the Tax losses not recognised	14,210,767	12,582,363

Directors do not believe it is appropriate to regard realisation of the deferred tax asset as probable as at 30 June 2018. These benefits will only be obtained if:

- the Consolidated Entity derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deduction for the loss to be realised;
- the Consolidated Entity continues to comply with the conditions for the deductibility imposed by law; and
- no changes in tax legislation adversely affect the Consolidated Entity in realising the benefit from the deduction for the loss.

(d) Tax Consolidation

The Company and its 100% owned Australian subsidiaries formed a tax consolidated group effective 1 July 2003. The head entity of the tax consolidated group is Sipa Resources Limited. The Sipa group currently does not intend to enter into a Tax Sharing or Tax Funding Agreement. The group allocation method is used to allocate any tax expense incurred.

5. Cash and Cash Equivalents

Cash at bank and in hand	495,905	622,895
Short-term deposits	1,700,000	1,700,000
	2,195,905	2,322,895

Cash at bank earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates. The carrying value approximates fair value.

6. Term Deposits

Term deposits provided for security ⁽¹⁾	30,000	20,000
	30,000	20,000

(1) Represents amounts provided to secure the company's credit card facility.

7. Trade and Other Receivables

Interest receivable ⁽¹⁾	4,282	2,007
Other receivables ⁽²⁾	29,954	65,280
	34,236	67,287

(1) Interest receivable represents interest due on the Group's term deposits.

(2) Other receivables are non-interest bearing and due in 30 days generally. An allowance for doubtful debts is made when there is objective evidence that a receivable is impaired. No such allowance has been recognised as an expense for the current or previous year.

8. Available-for-sale Financial Investments

	Consolidated	
	2018 \$	2017 \$
At fair value		
Shares in listed entities ^{(a)/(b)}	3,000	1,500
	3,000	1,500

(a) The fair value of listed available for sale investments has been determined directly by reference to published price quotations in an active market and classified as Level 1.

(b) During the current year, \$1,500 was recognised in the profit and loss due to an increase in share price.

9. Other Financial Assets

Security deposits ^(a)	21,770	19,570
	21,770	19,570

(a) The terms and conditions of the security deposits are non-interest bearing and refundable upon completion of performance obligations associated with completion of the lease term.

10. Plant and Equipment

At beginning of the year, net of accumulated depreciation	251,256	188,419
Additions	7,051	123,121
Disposals	-	(5,037)
Depreciation expense	(61,264)	(55,247)
Exchange differences	(1,297)	-
At end of the year, net of accumulated depreciation	195,746	251,256
At end of year		
Gross carrying amount – at cost	1,057,168	1,051,414
Accumulated depreciation	(861,422)	(800,158)
Net book value at end of year	195,746	251,256

11. Exploration and Evaluation

Exploration and evaluation acquired	581,037	581,037
	581,037	581,037

In January 2015, a wholly owned subsidiary of Sipa completed the acquisition of the remaining 20% of shares in SiGe East Africa Pty Ltd, from Geocrust Pty Ltd to become the 100% holder of the Kitgum-Pader base and precious metals project in Uganda, East Africa. The exploration and evaluation acquired represents the value of the acquisition at that date.

The ultimate recoupment of costs carried forward for exploration and evaluation expenditure is dependent upon the successful development and commercial exploitation or sale of the respective areas of interest.

Notes to the Financial Statements

for the year ended 30 June 2018

12. Trade and Other Payables (Current)

	Consolidated	
	2018 \$	2017 \$
Trade payables – unsecured	165,483	353,795
Accrued expenses	127,028	96,845
	292,511	450,640

Trade and other payables and accrued expenses are non-interest bearing and are usually settled in 30 days.

13. Provisions

	Annual Leave	Long Service Leave	Directors Retirement Benefit ^(a)	Total
<i>Consolidated</i>				
At 1 July 2017	78,931	61,182	35,000	175,113
Arising during the year	72,768	28,460	–	101,228
Utilised during the year	(47,110)	–	–	(47,110)
Balance at 30 June 2018	104,589	89,642	35,000	229,231
<i>Current 2018</i>				
Non-Current 2018	–	26,390	–	26,390
	104,589	89,642	35,000	229,231
<i>Current 2017</i>				
Non-Current 2017	78,931	57,952	35,000	171,883
	–	3,230	–	3,230
	78,931	61,182	35,000	175,113

(a) Under the terms of the Directors' Retirement Scheme, approved by a meeting of shareholders, provision has been made for the retirement or loss of office of eligible non-executive Directors of Sipa Resources Limited. The Directors resolved to freeze the scheme with no further provisions being made, in the financial year ended 30 June 2008, or subsequently. There is currently no anticipated date for payment of the remaining provision but a constructive obligation exists.

14. Contributed Equity and Reserves

	Consolidated			
	2018		2017	
	\$		\$	
(a) Ordinary shares				
Issued and fully paid shares	106,972,855		104,073,729	
Movements in shares on issue				
	2018		2017	
	No	\$	No	\$
Balance at beginning of year	929,954,296	104,073,729	704,863,006	99,630,651
Placement to exempt investors ⁽¹⁾⁽³⁾	6,916,667	83,000	14,200,000	284,000
Share purchase plan ⁽¹⁾	159,750,060	1,917,000	210,891,290	4,217,826
Placement to exempt investors ⁽²⁾	104,000,000	1,040,000		
Less transaction costs	-	(140,874)	-	(58,748)
Balance at end of financial year	1,200,621,023	106,972,855	929,954,296	104,073,729

(1) In November 2017, Sipa raised \$2m pursuant to an underwritten Share Purchase Plan and placement to exempt investors at a price of \$0.012 per share.

(2) In May 2018 Sipa raised \$1.04m pursuant to a placement to exempt investors at a price of \$0.01 per share.

(3) In July 2016, Sipa announced a placement to exempt investors, consisting of sophisticated and professional investors, and a Share Purchase Plan (SPP) for eligible shareholders at a price of \$0.02 per share

Ordinary shares

Ordinary shares have the right to receive dividends as declared and, in the event of winding up of the company, to participate in the proceeds from the sale of all surplus assets in proportion to the number and amounts paid up on shares held. On a show of hands one vote for every registered shareholder and on a poll, one vote for each share held by a registered shareholder.

Share Options

Options Issued Year ended 30 June 2018

There were no options issued during the year ended 30 June 2018.

Options Issued Year ended 30 June 2017

The following options were issued during the year ended 30 June 2017:

Number of Options	Exercise Price	Vesting Date	Expiry Date
4,659,000	\$0.11	31 August 2019	31 August 2021
22,500,000	\$0.06	18 December 2019	18 December 2021

Further details are found in Note 15.

Dividends

There were no dividends paid or proposed during the year ended 30 June 2018 (2017: Nil). The amount of franking credits available to the Company at 30 June 2018 is Nil (2017: Nil).

(b) Equity benefits reserve

This reserve is used to record the value of equity benefits provided to employees and directors as part of their remuneration. Refer to Note 15 for further detail of the plan.

Notes to the Financial Statements

for the year ended 30 June 2018

14. Contributed Equity and Reserves (continued)

(c) Foreign currency translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of financial statements of foreign controlled entities.

Capital Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so as to maintain a strong capital base sufficient to maintain future exploration and development of its projects. In order to maintain or adjust the capital structure, the Group may return capital to shareholders, issue new shares or sell assets to increase cash. The Group's focus has been to raise sufficient funds through equity to fund exploration and evaluation activities. The Group monitors capital on the basis of the net working capital. There are no external borrowings as at balance date.

The Group manages shareholder equity \$2,592,242 (2017: \$2,690,971) as capital in light of changes in economic conditions and the requirements of the business with respect to exploration commitments, approved programs, and net working capital. There were no changes in the Group's approach to capital management during the year. Risk management policies and procedures are established with regular monitoring and reporting.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

15. Share Based Payment Plans

Sipa Resources Employee Share Option Plan

The LTI grants are delivered through participation in the Sipa Resources Employee Share Option Plan 2015, as approved by shareholders at the Annual General Meeting held 15 November 2015. The value of the LTI grants made under the plan will be made with reference to a set percentage of Base Salary with Executives' performance assessed against pre-determined performance hurdles. The performance hurdles are a combination of market (share price based) and non-market (internal) hurdles to optimise share performance against exploration targets, the annual operating budget, successful communication with stakeholders, improved access to capital markets, stock liquidity and register profile. The threshold levels are suitably stretched to be consistent with the objectives of the LTI plan.

(i) Options outstanding and movements in share options during the year

2018

Grant date	Expiry date	Exercise price	Balance at start of year	Issued during year	Exercised during year	Lapsed/cancelled during year	Balance at end of year	Exercisable at end of year
1/9/16*	31/8/21	11 cents	1,575,000	-	-	-	1,575,000	-
1/9/16	31/8/21	11 cents	3,084,000	-	-	-	3,084,000	-
19/12/16	18/12/21	6 cents	11,700,000	-	-	5,499,000	6,201,000	-
19/12/16	18/12/21	6 cents	10,800,000	-	-	4,911,000	5,889,000	-
			27,159,000	-	-	10,410,000	16,749,000	-

There were no options issued during the year ended 30 June 2018.

2017

Grant date	Expiry date	Exercise price	Balance at start of year	Issued during year	Exercised during year	Lapsed/cancelled during year	Balance at end of year	Exercisable at end of year
19/11/15*	31/8/21	11 cents	1,575,000	-	-	-	1,575,000	-
1/9/16	31/8/21	11 cents	-	3,084,000	-	-	3,084,000	-
19/12/16	18/12/21	6 cents	-	11,700,000	-	-	11,700,000	-
19/12/16	18/12/21	6 cents	-	10,800,000	-	-	10,800,000	-
			1,575,000	25,584,000	-	-	27,159,000	-

* Options were issued during the period but relate to KPIs achieved in the 30 June 2016 financial period.

15. Share Based Payment Plans (continued)

Options Issued Year ended 30 June 2017

The fair value of the equity-settled share options (ESOs) granted to the Managing Director was determined at the date the award was approved by shareholders on 17 November 2016. The options were issued on 19 December 2016. The number of options granted was determined with reference to a set percentage of base salary (75%) and vesting of the options is subject to a combination of both market hurdles (Share Price Based) and non-market hurdles (Internal). Options were issued to employees on the same date and at the same exercise price but are valued at the date of grant (19 December 2016). Also during the period a further 3,084,000 Options exercisable at \$0.11 were issued pursuant to the ESOP. The Options vest on 31 August 2019 and expire on 31 August 2021. They were issued during the period but relate to KPIs achieved in the 30 June 2016 financial period.

In estimating the fair value of the Market Based ESOs, the Monte Carlo simulation based model was used, whilst the Performance ESOs were valued using the Black-Scholes Merton model.

The following table sets out the key assumptions adopted to value the Options.

	Managing Director		Other Personnel		Other Personnel
	Market	Performance	Market	Performance	Performance
Valuation method	Monte Carlo	Black-Scholes Merton	Monte Carlo	Black-Scholes Merton	Black-Scholes Merton
Valuation date	17/11/16	17/11/16	19/12/16	19/12/16	1/9/16
Closing share price at valuation date	\$0.018	\$0.018	\$0.016	\$0.016	\$0.019
Exercise price	\$0.06	\$0.06	\$0.06	\$0.06	\$0.11
Expected life of option	5 years	5 years	5 years	5 years	5 years
Dividend yield	0%	0%	0%	0%	0%
Expected volatility	100-105%	100-105%	97-100%	97-100%	100%
Historical volatility	75.36%	75.36%	97-100%	97-100%	100%
Risk-free interest rate	2.08%	2.08%	2.31%	2.31%	2.31%
Fair value of options issued	\$0.0074	\$0.0104	\$0.0050	\$0.0089	\$0.0091

(ii) Options exercised

No options were exercised during the financial years ended 30 June 2018 and 30 June 2017.

(iii) Weighted average remaining contractual life

The weighted average remaining contractual life for the share options outstanding as at 30 June 2018 is 3.5 years (2017: 4.5 years).

Notes to the Financial Statements

for the year ended 30 June 2018

16. Loss Per Share

Basic loss per share amounts are calculated by dividing the net loss for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted loss per share amounts are calculated by dividing the net loss attributable to ordinary equity holders of the Company adjusted for the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The following reflects the income and share data used in the basic and diluted loss per share computations:

	Consolidated	
	2018	2017
Net loss attributable to the ordinary equity holders of the Company	(3,075,066)	(3,905,791)
Weighted average number of ordinary shares before the Placement	929,954,296	704,863,006
Adjustment for dilutive effects of Placement and SPP	158,438,624	192,879,428
Share Options exercised	-	-
Weighted average number of ordinary shares on issue	1,088,392,920	897,742,434

The Nil options (2017: Nil) are considered to be potential ordinary shares and have not been included in the determination of diluted earnings per share as they are anti-dilutive for the periods presented. Details relating to the options are set out in Notes 14 and 15.

17. Reconciliation of Loss to Net Cash Flows from Operations

Net Loss	(3,075,066)	(3,905,791)
Depreciation of plant and equipment	61,264	55,247
(Gain)/Loss on revaluation of available for sale financial assets	(1,500)	600
Foreign exchange (gain)/loss	1,442	(5,479)
Share based payments	77,068	44,162
Changes in assets and liabilities		
Decrease/(Increase) in trade and other receivables	33,051	(34,728)
Decrease in prepayments	888	1,066
Increase/(Decrease) in provisions	54,118	(36,688)
(Decrease)/Increase in trade and other payables	(158,129)	307,168
Net cash flow used in operating activities	(3,006,864)	(3,574,443)

18. Related Party Disclosure

The consolidated financial statements include the financial statements of Sipa Resources Limited and the subsidiaries listed in the following table:

Name	Country of Incorporation	Equity Interest	
		2018 %	2017 %
Sipa Gold Limited	Australia	100	100
Sipa Copper Pty Ltd	Australia	100	100
Sipa Resources (1987) Limited	Australia	100	100
Sipa Exploration NL	Australia	100	100
Sipa Management Pty Ltd	Australia	100	100
Sipa – Gaia NL	Australia	100	100
Ashling Resources NL	Australia	100	100
Topjest Pty Limited	Australia	100	100
Sipa –Wysol Pty Ltd	Australia	100	100
Sipa East Africa Pty Ltd	Australia	100	100
SiGe East Africa Pty Ltd [#]	Australia	100	100
Sipa Exploration Uganda Limited	Uganda	100	100
Sipa Resources Tanzania Limited [#]	Tanzania	100	100

[#] Application for winding up is pending.

19. Key Management Personnel Disclosures

Name	Position	Term as KMP
T Kennedy	Non-Executive Chairman	Full financial year
L Burnett	Managing Director	Full financial year
K Field	Non-Executive Director	Full financial year
C McGown	Non-Executive Director	Full financial year
P Kiley	Non-Executive Director	Resigned 16 November 2017
T Robson	Chief Financial Officer and Company Secretary	Full financial year

Notes to the Financial Statements

for the year ended 30 June 2018

19. Key Management Personnel Disclosures (continued)

	Consolidated	
	2018	2017
Compensation by Category: KMP	\$	\$
Short-term employee benefits	678,427	598,364
Post employment benefits	64,450	56,845
Share based payments	57,365	38,146
Other long term benefits	21,472	712
	821,714	694,067

Other transactions with KMP

There is an amount payable to Resource Investment Capital Advisors Pty Ltd, a company controlled by Mr Craig McGown, for superannuation entitlements owing at 30 June 2018 of \$21,467.

20. Commitments for Expenditure

(a) Operating Lease – Group as Lessee

The Company has obligations under the terms of the lease of its office premises for a term of 2 years from 1 May 2018. Lease payments are payable in advance by 12 equal monthly instalments due on the 1st day of each month. Under the lease agreement the lessee provides for a rent review based on CPI each anniversary date.

	Consolidated	
	2018	2017
	\$	\$
Due not later than one year	83,440	63,620
Due later than one year and not later than five years	71,263	-
	154,703	63,620

(b) Exploration Expenditure Commitments

The consolidated entity has minimum statutory commitments as conditions of tenure of certain mining tenements. In addition it has commitments to perform and expend funds towards retaining an interest in formalised agreements with partners. If all existing areas of interest were maintained on the terms in place at 30 June 2018, the Directors estimate the minimum expenditure commitment for the ensuing twelve months to be \$1,161,721 (2017: \$904,265). However the Directors consider that the actual commitment is likely to be less as these commitments are reduced continuously for such items as exemption applications to the Department of Geological Survey and Mines, Uganda and the Department of Mines and Petroleum, Western Australia, withdrawal from tenements, and other farm-out transactions. In any event these expenditures do not represent genuine commitments as the ground can always be surrendered in lieu of payment of commitments. This estimate may be varied as a result of the granting of applications for exemption.

(c) Commitment to Controlled Entities

The Company has advised its controlled entities that it will continue to provide funds to meet those entities' working capital requirements for at least the next twelve months.

21. Segment Information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director.

All of Sipa Resources Limited's subsidiaries are wholly owned. The Group has three reportable segments, as described below, which are the Group's strategic business units. The business units are managed separately as they require differing processes and skills. The Managing Director reviews internal management reports on a monthly basis.

Segment Financial Information for the year ended 30 June 2018 is presented below:

	Year to 30 June 2018 Uganda \$	Year to 30 June 2018 Australia \$	Year to 30 June 2018 Unallocated \$	Year to 30 June 2018 Consolidated \$
Revenue from continuing operations	-	-	34,596	34,596
Other income	-	323,748	40,996	364,744
Exploration expenditure	(609,748)	(1,545,405)	-	(2,155,153)
Administrative and other expenses	-	-	(1,319,253)	(1,319,253)
Segment loss before tax	(609,748)	(1,221,657)	(1,243,661)	(3,075,066)
Current assets	111,578	-	2,200,853	2,312,431
Non-current assets				
Exploration and evaluation	581,037	-	-	581,037
Available for sale financial assets	-	-	3,000	3,000
Other financial assets	-	-	21,770	21,770
Property, plant and equipment	16,737	-	179,009	195,746
TOTAL ASSETS	709,352	-	2,404,632	3,113,984
Current liabilities	90,670	-	404,682	495,352
Non-current liabilities	-	-	26,390	26,390
TOTAL LIABILITIES	90,670	-	431,072	521,742
NET ASSETS	618,682	-	1,973,560	2,592,242
Capital expenditure	-	-	7,051	7,051

Notes to the Financial Statements

for the year ended 30 June 2018

21. Segment Information (continued)

Segment Financial Information for the year ended 30 June 2017 is presented below:

	Year to 30 June 2017 Uganda \$	Year to 30 June 2017 Australia \$	Year to 30 June 2017 Unallocated \$	Year to 30 June 2017 Consolidated \$
Revenue from continuing operations	-	-	82,802	82,802
Other income	-	150,000	4,950	154,950
Exploration expenditure	(1,324,182)	(1,547,050)	-	(2,871,232)
Administrative and other expenses	-	-	(1,272,311)	(1,272,311)
Segment loss before tax	(1,324,182)	(1,397,050)	(1,184,559)	(3,905,791)
Current assets	70,089	-	2,393,271	2,463,360
Non-current assets				
Exploration and evaluation	581,037	-	-	581,037
Available for sale financial assets	-	-	1,500	1,500
Other financial assets	-	-	19,570	19,570
Property, plant and equipment	28,198	-	223,059	251,257
TOTAL ASSETS	679,324	-	2,637,400	3,316,724
Current liabilities	44,452	-	578,071	622,523
Non-current liabilities	-	-	3,230	3,230
TOTAL LIABILITIES	44,452	-	581,301	625,753
NET ASSETS	634,872	-	2,056,099	2,690,971
Capital expenditure	-	-	123,121	123,121

22. Financial Risk Management

Overview

This note presents information about the Company's and Group's exposure to credit, liquidity and market risks, their objectives, policies and processes for measuring and managing risk, and the management of capital.

The Company and the Group does not use any form of derivatives as it is not at a level of exposure that requires the use of derivatives to hedge its exposure. Exposure limits are reviewed by management on a continuous basis. The group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. Management monitors and manages the financial risks relating to the operations of the group through regular reviews of the risks.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's cash and cash equivalents and trade and other receivables.

Cash and cash equivalents

The Group limits its exposure to credit risk by only investing in liquid securities and only with counterparties that have an acceptable credit rating. Cash is held with recognised financial institutions with AA credit rating for Australian banks and B+ for Uganda.

22. Financial Risk Management (continued)

Trade and other receivables

As the Group operates primarily in exploration activities, its trade receivables are limited to interest receivable and other minor advances therefore reduces the exposure to credit risk in relation to trade receivables. At the reporting date there were no significant concentrations of credit risk.

Other receivables consist primarily of GST refundable from the ATO and interest due on the Group's term deposits. Given the acceptable credit ratings of both parties, management does not expect any either party to fail to meet its obligations.

Exposure to credit risk

The carrying amount of the Group's financial assets represents the maximum credit exposure. The Group's maximum exposure to credit risk at the reporting date was:

	Consolidated	
	2018 \$	2017 \$
Cash and cash equivalents	2,195,905	2,322,895
Term deposits secured	30,000	20,000
Trade and other receivables	34,236	67,287
Other financial assets	21,770	19,570
	2,281,911	2,429,752

Impairment losses

None of the Group's other receivables are past due (2017: nil).

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group manages liquidity risk by maintaining adequate cash reserves from funds raised in the market and by continuously monitoring forecast and actual cash flows. The Group does not have any external borrowings.

The following are the contractual maturities of financial liabilities, including estimated interest payments (undiscounted) and excluding the impact of netting agreements:

	Carrying amount	Contractual cash flows	6 mths or less
Consolidated 30 June 2018			
Trade and other payables	292,511	292,511	292,511
	292,511	292,511	292,511
30 June 2017			
Trade and other payables	450,640	450,640	450,640
	450,640	450,640	450,640

Market Risk

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

Notes to the Financial Statements

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22. Financial Risk Management (continued)

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's exploration activities (when exploration and administration expense is denominated in a foreign currency, namely US Dollars and Ugandan Shillings) and the Group's net investments in foreign subsidiaries.

Surplus funds are held primarily in Australian Dollars with the Group ensuring that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term requirements. As such the exposure to foreign exchange rate changes is not considered material for the group.

Interest rate risk

The Group is exposed to interest rate risk (primarily on its cash and cash equivalents), which is the risk that a financial instrument's value will fluctuate as a result of changes in the market interest rates on interest-bearing financial instruments. The Group does not use derivatives to mitigate these exposures.

The Group adopts a policy of ensuring that as far as possible it maintains excess cash and cash equivalents in short term deposit at interest rates maturing over 90 day rolling periods.

Profile

At the reporting date the Group had the following mix of financial assets held at Australian Fixed and Floating interest rates. There were no financial liabilities exposed to interest rate risk.

	Consolidated	
	2018	2017
	\$	\$
Floating rate instruments		
Cash and cash equivalents	2,195,905	2,322,895
	2,195,905	2,322,895
Fixed rate instruments – No interest rate risk		
Term deposits secured	30,000	20,000
	30,000	20,000

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore a change in interest rates for financial instruments with short term maturity at the reporting date would not affect the carrying amount or profit or loss.

Cash flow sensitivity analysis for variable rate instruments

The Group's exposure to variable rate instruments is in cash and cash equivalents. A 100 basis point favourable and unfavourable change in interest rates will affect comprehensive income by \$21,595 and \$(21,595) (2017 \$23,228 and \$(23,228)) respectively.

Fair values

Fair values versus carrying amounts

Due to their short term nature, the carrying amounts of receivables, including security deposits, and payables approximate fair value. Refer Note 8 for fair value disclosures relating to available for sale investments.

Commodity Price Risk

The Group operates primarily in the exploration and evaluation phase and accordingly the Group's financial assets and liabilities are not subject to commodity price risk.

23. Auditors' Remuneration

During the year the Company received approval from the Australian Securities and Investments Commission (ASIC) to change its auditors. PricewaterhouseCoopers (PwC) has been appointed by the board as Sipa's auditor. In accordance with section 327C of the Corporations Act 2001, a resolution will be placed at the 2018 Annual General Meeting to ratify the appointment of PwC as the Company's auditor. The auditor for the year ended 30 June 2017 was Ernst & Young.

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

	Consolidated	
	2018 \$	2017 \$
PricewaterhouseCoopers Australia		
Audit and review of financial statements	42,000	-
Other services	-	-
Taxation services	-	-
	42,000	-
Ernst & Young Australia		
Audit and review of financial statements	-	42,439
Other services	-	-
Taxation services	-	-
	-	42,439
Other firms		
Audit and review of financial statements	6,754	6,506
	6,754	6,506
Total Auditors' remuneration	48,754	48,945

24. Contingent Assets and Liabilities

In February 2015, the Company completed the sale of the Thaduna project to Sandfire Resources Ltd (Sandfire) for \$2 million worth of Sandfire shares and a 1% Net Smelter Royalty. Under the terms of the Agreement, Sandfire acquired the entire legal and beneficial interest in E52/1673, E52/1674, E52/1858, E52/2356, E52/2357, and E52/2405 including the rights and benefits which Sipa is entitled to under heritage agreements and native title contracts, and all mining information which is relevant to the Tenements. No asset (related to the royalty) has been recognised as it is not probable at 30 June 2018 that economic benefits will be received by the company.

During the year ended 30 June 2013 the Panorama Exploration Project Joint Operation partners (Sipa 40% - CBH Resources Limited 60%) sold the Kangaroo Caves Mining Lease (ML45/587) and regional exploration tenements (P45/2607, P45/2609-2614, and P45/2616) to Venturex Resources Limited (Venturex), for the consideration of \$2 per dry tonne of all ore mined and treated by Venturex. No asset has been recognised as it is not probable at 30 June 2018 that economic benefits will be received by the company.

During the year ended 30 June 2011, Sipa sold its 100% interest in the Ashburton Gold Project to Northern Star Resources Limited. Under the terms of the agreement, Northern Star will pay Sipa a 1.75% gross royalty on all gold production from the tenements, except the Merlin tenements, which will earn a 0.75% gross royalty on all gold production from the Merlin tenements. No asset has been recognised as it is not probable at 30 June 2018 that economic benefits will be received by the company.

During the year ended 30 June 2005, Sipa sold its interest in the Sulphur Springs Tenements (M45/0494, M45/0653, M45/1000) to CBH Sulphur Springs Pty Ltd. Under the terms of the agreement, Sulphur Springs Pty Ltd will pay Sipa \$2 per tonne of ore processed from the Sulphur Springs Tenements. CBH Sulphur Springs was sold in 2011 to Venturex Resources Limited and changed its name to Venturex Sulphur Springs Pty Ltd. No asset has been recognised as it is not probable at 30 June 2018 that economic benefits will be received by the company.

There are no contingent liabilities of which the Company is aware.

Notes to the Financial Statements

for the year ended 30 June 2018

25. Information Relating to Sipa Resources Limited

	2018 \$	2017 \$
Current assets	1,987,944	1,701,925
Total assets	1,990,956	1,858,491
Current liabilities	-	-
Total liabilities	-	-
Retained earnings	(106,319,820)	(103,631,145)
Total equity	1,990,956	1,703,437
Loss of the parent entity	2,688,675	3,838,113
Total comprehensive loss of the parent entity	2,688,675	3,838,113
Details of any contingent liabilities of the parent entity	NIL	NIL
Details of any contractual commitments by the parent entity for the acquisition of property, plant or equipment	NIL	NIL

The Company has advised its controlled entities that it will continue to provide funds to meet those entities' working capital requirements for at least the next twelve months.

26. Events Subsequent to Balance Date

There has not been any matter or circumstance, other than that referred to in the financial statements or notes thereto, that has arisen since the end of the financial year, that has significantly affected, or may significantly affect, the operations of the consolidated entity, the results of those operations, or the state of affairs of the consolidated entity in future financial years except as follows:

On 8 August 2018 Rio Tinto advised the due diligence had been completed and was satisfactory providing an effective date of 8 August 2018 for the Farm-in and Joint Venture Agreement.

27. Accounting Standards and Interpretations issued but not yet effective

Australian Accounting Standards and Interpretations that have been issued or amended but are not yet effective and have not been adopted by the Group for the annual reporting period ended 30 June 2018 are outlined below.

AASB 9 Financial Instruments

Classification and measurement of financial assets

Except for certain trade receivables, an entity initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Debt instruments are subsequently measured at fair value through profit or loss (FVTPL), amortised cost, or fair value through other comprehensive income (FVOCI), on the basis of their contractual cash flows and the business model under which the debt instruments are held.

There is a fair value option (FVO) that allows financial assets on initial recognition to be designated as FVTPL if that eliminates or significantly reduces an accounting mismatch.

Equity instruments are generally measured at FVTPL. However, entities have an irrevocable option on an instrument-by-instrument basis to present changes in the fair value of non-trading instruments in other comprehensive income (OCI) without subsequent reclassification to profit or loss.

Classification and measurement of financial liabilities

For financial liabilities designated as FVTPL using the FVO, the amount of change in the fair value of such financial liabilities that is attributable to changes in credit risk must be presented in OCI. The remainder of the change in fair value is presented in profit or loss, unless presentation in OCI of the fair value change in respect of the liability's credit risk would create or enlarge an accounting mismatch in profit or loss.

All other Financial Instruments: Recognition and Measurement classification and measurement requirements for financial liabilities have been carried forward into AASB 9, including the embedded derivative separation rules and the criteria for using the FVO.

27. Accounting Standards and Interpretations issued but not yet effective (continued)

Impairment

The impairment requirements are based on an expected credit loss (ECL) model that replaces the IAS 39 incurred loss model. The ECL model applies to debt instruments accounted for at amortised cost or at FVOCI, most loan commitments, financial guarantee contracts, contract assets under AASB 15 Revenue from Contracts with Customers and lease receivables under AASB 17 Leases or AASB 16 Leases. Entities are generally required to recognise 12-month ECL on initial recognition (or when the commitment or guarantee was entered into) and thereafter as long as there is no significant deterioration in credit risk. However, if there has been a significant increase in credit risk on an individual or collective basis, then entities are required to recognise lifetime ECL. For trade receivables, a simplified approach may be applied whereby the lifetime ECL are always recognised.

Transition

The new standard is effective 1 July 2018.

Impact

The application of AASB 9 is not expected to impact the Group given the majority of financial instruments relate to receivables with government entities and banks with AA credit ratings.

AASB 15 Revenue from Contracts with Customers

AASB 15 Revenue from Contracts with Customers replaces the existing revenue recognition standards AASB 111 Construction Contracts, AASB 118 Revenue and related Interpretations. AASB 15 incorporates the requirements of IFRS 15 Revenue from Contracts with Customers issued by the International Accounting Standards Board (IASB) and developed jointly with the US Financial Accounting Standards Board (FASB).

Transition

The new standard will be effective 1 July 2018. The consolidated entity has considered the impact of the new standard and does not anticipate an impact given the entity has no revenue arising from Contracts with Customers.

AASB16 Leases

The key features of AASB 16 are as follows.

Lessee accounting

- Lessees are required to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value.
- A lessee measures right-of-use assets similarly to other non-financial assets and lease liabilities similarly to other financial liabilities.
- Assets and liabilities arising from a lease are initially measured on a present value basis. The measurement includes non-cancellable lease payments (including inflation-linked payments), and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease.
- AASB 16 contains disclosure requirements for lessees.

AASB 16 supersedes:

- a) AASB 117 Leases;
- b) AASB Interpretation 4 Determining whether an Arrangement contains a Lease;
- c) AASB Interpretation 115 Operating Leases—Incentives; and
- d) AASB Interpretation 127 Evaluating the Substance of Transactions Involving the Legal Form of a Lease.

Transition

The new standard will be effective for annual periods beginning on or after 1 January 2019. Early application is permitted, provided the new revenue standard, AASB 15 Revenue from Contracts with Customers, has been applied, or is applied at the same date as AASB 16.

The impact of the application of AASB 16 is still being calculated but is not expected to have a material impact on the net assets of the Group given that leases are limited to rental on office space. There are currently no contracts which may be deemed to contain a lease. Work is continuing to calculate the impact.

Directors' Declaration

for the year ended 30 June 2018

In accordance with a resolution of the directors of Sipa Resources Limited, I state that:

In the opinion of the directors:

- a. the financial statements and notes of the consolidated entity for the financial year ended 30 June 2018 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 30 June 2018 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; and
- c. subject to Note 2.1, 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 30 June 2018.

On behalf of the Board



L M Burnett
Managing Director

PERTH, WESTERN AUSTRALIA

DATED: 25 September 2018

Independent Auditor's Report

for the year ended 30 June 2018



Independent auditor's report

To the members of Sipa Resources Limited

Report on the audit of the financial report

Our opinion

In our opinion:

The accompanying financial report of Sipa Resources Limited (the Company) and its controlled entities (together the Group) is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the Group's financial position as at 30 June 2018 and of its financial performance for the year then ended
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What we have audited

The Group financial report comprises:

- the consolidated statement of financial position as at 30 June 2018
- the consolidated statement of comprehensive income for the year then ended
- the consolidated statement of changes in equity for the year then ended
- the consolidated statement of cash flows for the year then ended
- the notes to the financial statements, which include a summary of significant accounting policies
- the directors' declaration.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report.

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

Independence

We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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 T: +61 8 9238 3000, F: +61 8 9238 3999, www.pwc.com.au

Liability limited by a scheme approved under Professional Standards Legislation.

Independent Auditor's Report

for the year ended 30 June 2018



Material uncertainty related to going concern

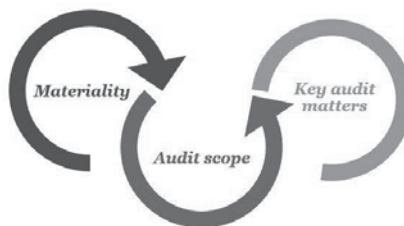
We draw attention to Note 2.1 in the financial report, which indicates that the Group incurred a net loss of \$3,075,066 and a net cash outflow from operating activities of \$3,006,864 for the year ended 30 June 2018. As a result, the Group will require additional funding in the next 12 months to enable it to continue its normal business activities. These conditions, along with other matters set forth in Note 2.1 indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Our audit approach

An audit is designed to provide reasonable assurance about whether the financial report is free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial report as a whole, taking into account the geographic and management structure of the Group, its accounting processes and controls and the industry in which it operates.

The Group is a minerals explorer with current projects in Uganda and Western Australia.



Materiality

- For the purpose of our audit we used overall Group materiality of \$150,000 which represents approximately 5% of the Group's loss before tax.
- We applied this threshold, together with qualitative considerations, to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements on the financial report as a whole.
- We chose Group loss before tax because, in our view, it is the benchmark against which the performance of the Group is most commonly measured whilst in the exploration phase given the Group have a policy of expensing all ongoing exploration costs.
- We utilised a 5% threshold based on our professional judgement, noting it is within the range of commonly acceptable thresholds.



Audit Scope

- Our audit focused on where the Group made subjective judgements, for example, significant accounting estimates involving assumptions and inherently uncertain future events.
- The accounting processes are structured around a group finance function at the Group's head office in Perth. We have performed our audit procedures primarily from the Perth head office and also visited the Group's office in Kampala, Uganda.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. The key audit matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Further, any commentary on the outcomes of a particular audit procedure is made in that context. We communicated the key audit matters to the Audit and Risk Committee.

In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter

How our audit addressed the key audit matter

Treatment of one-off cash inflows

(Refer to the consolidated statement of cash flows)

During the year to 30 June 2018, the Group received the following material cash inflows:

- \$337,064 from Rio Tinto as an initial cash payment pursuant to the Farm-in and Joint Venture Agreement which was finalised subsequent to year end. The amount has been recognised as an offset to exploration expenditure incurred during the year in the statement of comprehensive income.
- \$205,317 from the Australian Tax Office in respect of a Research and Development tax incentive. The amount has been recognised within other income.

The accounting treatment of these inflows was a key audit matter because of the judgement around the performance obligations associated with the inflows, their significance to the financial statements and their one-off nature.

We performed the following audit procedures, amongst others:

- Agreed each cash inflow to amounts received in the Group's bank accounts.
- Read the contractual terms associated with the Rio Tinto Farm-in and Joint Venture Agreement and other associated correspondence to obtain an understanding of the key terms of the agreement, including considering the existence of any expenditure commitments for the Group which are linked to the initial cash inflow.
- Assessed the nature of the Research and Development tax incentive received, including whether there are any unsatisfied performance obligations associated with it.

Independent Auditor's Report

for the year ended 30 June 2018



Key audit matter

How our audit addressed the key audit matter

- Considered the accounting policy election to classify the Research and Development tax incentive as other income, in light of the nature of the incentive and the requirements of Australian Accounting Standards.
- Evaluated whether the disclosures of each item was consistent with the requirements of Australian Accounting Standards.

Carrying value of acquired exploration and evaluation assets (Refer to note 11)

As at 30 June 2018 the Group recognised capitalised exploration and evaluation assets totalling \$581,037 relating to their acquisition of the Kitgum-Pader base and precious metals project in Uganda.

Judgement was required by the Group to assess whether there were indicators of impairment of the capitalised exploration and evaluation assets due to the need to make estimates about future events and circumstances, such as whether the mineral resources may be economically viable to mine in the future.

This was a key audit matter because of the size of the balance and judgment in considering the risk of impairment of the exploration and evaluation assets should results of exploration activities not be positive.

We performed the following audit procedures, amongst others:

- Evaluated the Group's assessment that there had been no indicators of impairment for its capitalised exploration and evaluation assets, including inquiries with management and directors to develop an understanding of the current status and future intentions for the Group's exploration in Uganda.
- Assessed the Group's ability to finance future exploration including obtaining an understanding of the Farm-in and Joint Venture Agreement with Rio Tinto.
- Considered the Group's right to tenure for its exploration licenses which included obtaining and assessing supporting documentation from the relevant government authority in Uganda.
- Considered the consistency of information provided with other available information, such as press releases made by the Group about the results of exploration activities.



Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2018, but does not include the financial report and our auditor's report thereon. Prior to the date of this auditor's report, the other information we obtained included the Corporate Directory and the Directors' Report. We expect the remaining other information to be made available to us after the date of this auditor's report, including the Chairman's Letter, Highlights, Review of Operations, Board of Directors and Additional Statutory Information.

Our opinion on the financial report does not cover the other information and we do not and will not express an opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the other information not yet received as identified above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and use our professional judgement to determine the appropriate action to take.

Responsibilities of the directors for the financial report

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

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

Independent Auditor's Report

for the year ended 30 June 2018



A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/auditors_responsibilities/ar1.pdf. This description forms part of our auditor's report.

Report on the remuneration report

Our opinion on the remuneration report

We have audited the remuneration report included in pages 15 to 20 of the directors' report for the year ended 30 June 2018.

In our opinion, the remuneration report of Sipa Resources Limited for the year ended 30 June 2018 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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.

A handwritten signature in cursive script that reads 'PricewaterhouseCoopers'.

PricewaterhouseCoopers

A handwritten signature in cursive script that reads 'Ben Gargett'.

Ben Gargett
Partner

Perth
25 September 2018

Additional Statutory Information

as at 25 September 2018

The following information is provided in accordance with the listing requirements of the ASX Limited. All information is current as of 25 September 2018 unless otherwise noted.

1. Substantial holders

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

Name	Units	% of Units
JM Financial Group Limited	106,215,014	8.85
Rodiv NSW P/L <Rodiv Pension Fund A/C>	62,700,000	5.22

2. Top 20 Shareholders

Rank	Name	Units	% of Units
1	SANDHURST TRUSTEES LTD <JMFG CONSOL A/C>	106,215,014	8.85
2	RODIV NSW P/L <RODIV PENSION FUND A/C>	62,700,000	5.22
3	CITICORP NOMINEES PTY LIMITED	17,064,964	1.42
4	GUNDRYS PTY LTD <CHEM PACK S/F A/C>	13,163,167	1.10
5	GEOCRUST PTY LTD <GEOCRUST A/C>	12,803,447	1.07
6	LINBAR INVESTMENTS PTY LTD	10,000,000	0.83
6	MR WILLIAM HENRY HERNSTADT	10,000,000	0.83
8	MR KENG HUAT GOH	9,250,000	0.77
9	MEGALOCONOMOS PTY LTD <MEGALOCONOMOS S/F A/C>	9,000,000	0.75
9	SCINTILLA STRATEGIC INVESTMENTS LIMITED	9,000,000	0.75
11	SPACEFACE PTY LTD	7,600,000	0.63
12	MICHAEL GLEN DOEPEL	6,899,352	0.57
13	DEAN PROPERTY TEAM ASSET PTY LTD	6,000,000	0.50
14	MR JIN MING SHI	5,380,004	0.45
15	JMS INVESTMENT & FINANCE PTY LTD <THE SHI FAMILY A/C>	5,295,096	0.44
16	MR JEREMY PETER HAMS	5,250,000	0.44
17	MISS ESTHER LIMANTO	5,013,748	0.42
18	FNL INVESTMENTS PTY LTD <SUPERANNUATION FUND A/C>	5,003,531	0.42
19	AMSJ CASH PTY LTD <CASH SF A/C>	5,000,000	0.42
19	MRS CHRISTINE EMILY COGHLAN	5,000,000	0.42
19	MR WILLIAM HENRY HERNSTADT	5,000,000	0.42
TOTALS: TOP 20 HOLDERS OF ORDINARY FULLY PAID SHARES (TOTAL)		320,638,323	26.72
Total Remaining Holders Balance		879,982,700	73.29

Additional Statutory Information

as at 25 September 2018

3. Options on issue

As at 25 September 2018 the following unlisted options were on issue:

Date of expiry	Number	Number of Holders	Exercise Price
31 August 2021	4,659,000	4	11 cents
18 December 2021	12,090,000	4	6 cents

All of the above options were issued pursuant to the Company's Employee Share Option Plan.

4. Escrowed securities

There are presently no securities subject to escrow.

5. Distribution of shareholder's holdings at 25 September 2018

Range	Total holders	Units	% of Issued Capital
1-1,000	309	52,171	0.01
1,001-5,000	239	792,859	0.07
5,001-10,000	664	5,567,934	0.46
10,001-100,000	2,046	87,363,141	7.28
100,001 and over	1,425	1,106,844,482	92.19
Total	4,683	1,200,620,587	100.00

There are 2,643 shareholders who hold less than a marketable parcel of 50,000.

6. Stock Exchange listing

Quotation has been granted for all the ordinary shares of the Company on all Member Exchanges of the ASX Limited.

7. Income tax

Sipa Resources Limited is taxed as a public company.

8. Voting rights

On show of hands one vote for every registered shareholder and on a poll, one vote for each share held by a registered shareholder.

9. Schedule of tenements as at 25 September 2018

Projects	Location	Tenements	Interest
Kitgum-Pader	Uganda	1048, 1049, 1229, 1270, 1271, 1590,1800,1801,1803,1804, 1805,TN2726, TN2767	100%
Paterson North (Great Sandy)	Western Australia	EL45/3599, EL45/4697, ELA45/5335, ELA45/5336	80% (20% Ming Gold-diluting)
Paterson North (Anketel)	Western Australia	E45/5337	100%
Barbwire Terrace	Western Australia	ELA04/2555, ELA04/2556, ELA04/2558, ELA04/2559, ELA45/5330	100%

Corporate Directory

Directors

Tim Kennedy B.App Sc (Geology),
MBA, MAusIMM, MGSA
(Non-Executive Chairman)

Lynda Burnett

BSc (Hons) GAICD, MAusIMM, MSEG
(Managing Director)

Karen Field

B Ec, FAICD
(Non-Executive Director)

Craig McGown

BComm, FCA, ASIA
(Non-Executive Director)

Company Secretary

Tara Robson

BA (Accounting), CPA (USA)

Registered Office

Unit 8, First Floor
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Subiaco WA 6008

Telephone (08) 9388 1551

Facsimile (08) 9381 5317

Bankers

Bank of Western Australia Ltd

Level 11, Bankwest Place
300 Murray Street
Perth WA 6000

Solicitors

Gilbert & Tobin

Level 16, Brookfield Place Tower 2
123 St Georges Terrace
Perth WA 6000

Auditors

PwC

Level 15 Brookfield Place
125 St Georges Terrace
Perth WA 6000

Tax Advisors

Staloest Pty Ltd

Level 4, 44 Parliament Place
West Perth WA 6005

Share Registry

Computershare

Level 11, 172 St Georges Terrace
Perth WA 6000

Enquiries (within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000

www.investorcentre.com/contact

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Sipa Resources Limited

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