



7 October 2015

The Manager Companies  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

(86 pages by email)

Dear Madam,

### **ANNUAL REPORT AND NOTICE OF AGM**

In accordance with Listing Rule 4.7 and 3.17, I attach the Company's Annual Report for the year ended 30 June 2015 and the Company's Notice of Annual General Meeting to be held at 12 pm on 12 November 2015.

In accordance with Listing Rule 15.4 two hard copies of the Company's Annual Report will be delivered to the Company's Home Exchange.

Yours sincerely  
Marcelo Mora  
Company Secretary.



# ANNUAL REPORT 30 JUNE 2015

DOME GOLD MINES LIMITED ABN 49 151 996 566

# FIJI

Figure 1 – Tenement Location Map



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# CHAIRMAN'S MESSAGE

## Dear Shareholder

Welcome to Dome Gold Mines Limited's second Annual Report since listing on the Australian Securities Exchange in October 2013. This report covers the 12 month period to 30 June 2015, a year in which your Company took a major leap forward with the acquisition of a 100% interest in Magma Mines Limited, bringing Magma's wholly owned Sigatoka Iron Sands project into Dome's portfolio.

Sigatoka is an attractive mineral sands mining project that is now Dome's flagship and will, we believe, become a successful dredge mining operation within two years. Since acquiring Magma, Dome has produced a maiden JORC 2012 Resource Estimate for the Sigatoka project, which then became the basis of a pre-feasibility study. That study indicated robust economics for a sand dredging operation that would produce 351,000 tpa of magnetite sand (an iron ore), as well as 260,000 tpa of non-magnetic heavy mineral sand concentrate, nearly 2 million tpa of industrial sand and 684,000 tpa of gravel. This mix of products would give Sigatoka a competitive edge compared with other iron ore producers and the low capital cost and superb location at the Sigatoka River mouth only add to the commercial strength of our project.

Dome has also completed an Environmental Impact Assessment report for Sigatoka and has recently had the exploration tenement that covers the project (SPL 1495) renewed for three years. The next steps at Sigatoka will include further resource drilling, both onshore at Koroua Island, and offshore from the river mouth, where there is excellent potential for additional resources with good grades. We will also soon be applying for a mining lease over the project and moving on to undertake a Definitive Feasibility Study. Discussions have already been held with a number of overseas entities that could supply dredging equipment, project finance and markets for our products.

With its strong potential for stable cash flow, Sigatoka is rightly our flagship project and we intend to continue to put our prime focus on bringing Sigatoka to production as soon as possible. Investigations in the past year at our other iron sand project, the Nasivi Delta, have not given us the encouragement we sought and accordingly, the Company will relinquish that tenement (SPL 1454) in the near future, allowing us to concentrate on Sigatoka.

Elsewhere, we have completed geological programs at both our Kadavu Islands gold-silver project (SPL 1451), 90km south of Viti Levu, and the Nadrau Porphyry Copper-Gold project (SPL 1452), in the highlands of Viti Levu. Encouraging results were generated in each case. At Kadavu it is Ono Island that has emerged as the primary target, with the identification of two large, high sulphidation epithermal gold systems. At Nadrau, we have now recognised two key targets – Namoli and Wainivau – each of which exhibits clear porphyry style copper mineralisation parameters. The next step at both Ono Island and the Namoli-Wainivau pair is expected to be an induced polarisation (IP) geophysical survey that should help delineate targets for exploration drilling in the future.

The appointment of Mr Jack McCarthy as CEO of Dome has been a significantly positive move for the Company and I am very grateful to Jack for the substantial contribution he has made to the success of the Company so far. During the year, Dome raised approximately \$5.3 million in share capital, which is a remarkable achievement when capital markets have generally been so tough for resource companies. Our Japanese director, Mr Tadao Tsubata, has been the driving force behind most of this capital raising and I sincerely thank him for that support.

That same level of commitment extends through all of Dome's ranks and I take this opportunity once again to thank our staff, both in Australia and Fiji, for their hard work and loyalty over the past year. With their continued efforts and the ongoing support of our shareholders, I believe we can look forward to an exciting year ahead, as we move towards our goal of becoming Fiji's dominant mining company.



**G G LOWDER**  
Chairman  
Dome Gold Mines Ltd



# REVIEW OF OPERATIONS

## PROJECTS

Dome, through its wholly owned Fijian subsidiaries, Dome Mines Ltd and Magma Mines Ltd holds 100% of four Special Prospecting Licences (SPL) in Fiji, namely, SPL1495 (Sigatoka Iron Sand Project), SPL1451 (Kadavu Island Project), SPL1452 (Nadrau Project) and SPL1454 (Nasivi Delta Project).

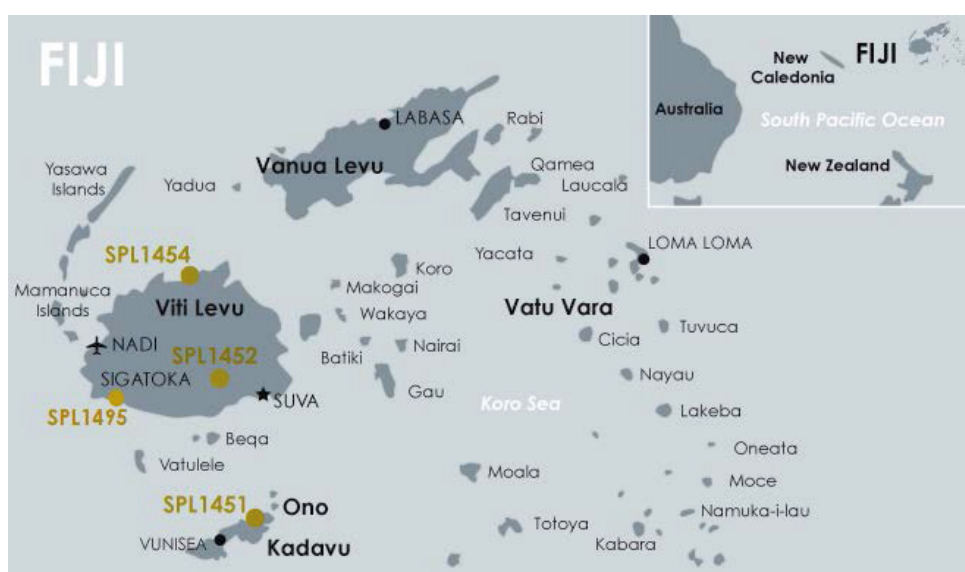


Figure 1 – Dome Gold Mine's project locations

### SPL 1495 Sigatoka Iron Sand Project

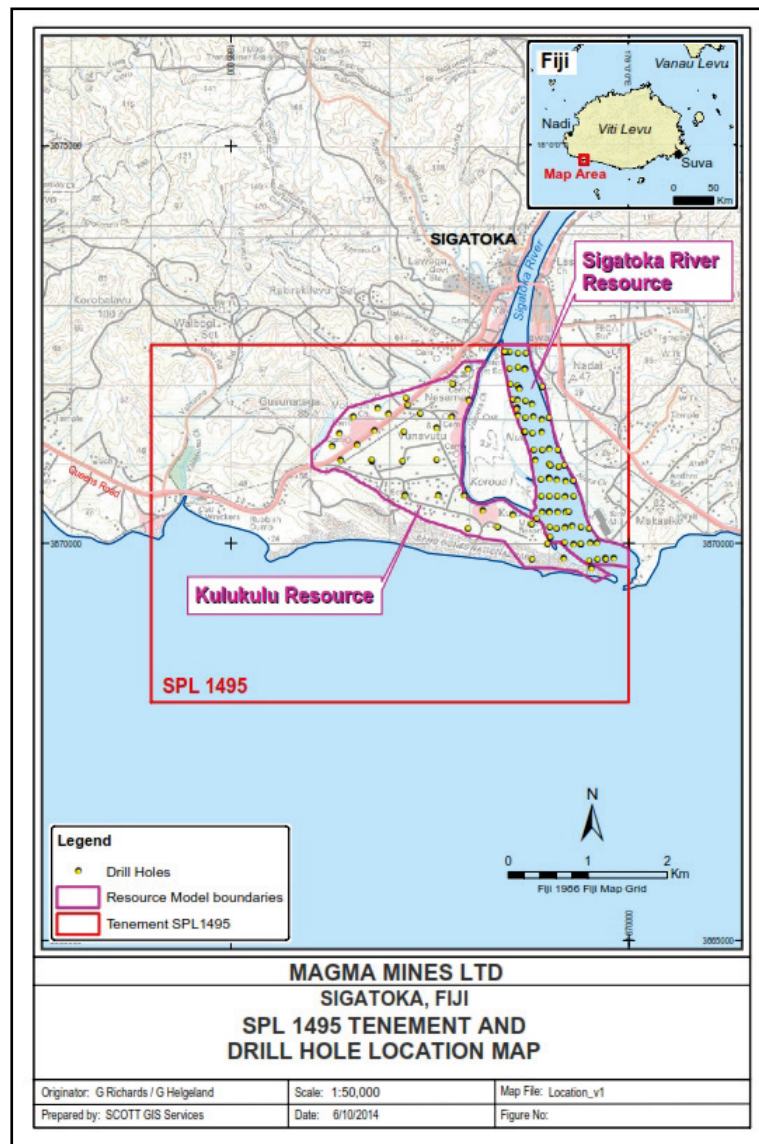
- This tenement of 2,522.69ha on the south coast of Viti Levu, the largest island of Fiji, covers the plains at the mouth of the Sigatoka River, the river itself and an area offshore.
- The SPL is held by Dome's subsidiary Magma Mines Ltd.
- Dome's most advanced project with an application for a Mining Lease and Definitive Feasibility Study planned.
- Initial JORC 2012 resource estimate was published in October 2014.
- Environmental Impact Assessment report produced December 2014.
- Pre-feasibility Study report completed early 2015.

In October 2014 the company announced a maiden JORC 2012 Resource Estimate for its 100%-owned Sigatoka Iron Sand Project, located on the main island of Viti Levu, Fiji (see Figure 2).

A maiden Resource Estimate of 131.6 million tonnes included Indicated Mineral Resources of 25 million tonnes @11.6% HM at Sigatoka River, and Inferred Mineral Resources of 100.7 Mt @ 17% HM at the onshore Kulukulu deposit and 5.9 million tonnes @ 11% HM at Sigatoka River.

The Resource consists of detrital magnetite and other heavy minerals in a coastal sand deposit. The iron sands will be dredged from the Sigatoka river bed and processed by gravity and magnetic separation to produce saleable products ready for export.

In addition to magnetite concentrate, non-magnetic heavy mineral concentrate and sand and gravel suitable for industrial or land reclamation uses are expected to be produced during processing.



SIGATOKA RIVER INDICATED AND INFERRED RESOURCE ESTIMATE SUMMARIES																			
JORC Classification	ZONE	VOLUME (m <sup>3</sup> )	DENSITY (g/cm <sup>3</sup> )	TONNES (t)	HM TONNES (t)	MAG1 TONNES (t)	%HM Feed	%HM in Sand	+4mm Sand	1-4mm Sand	38micron-1mm Sand	38micron	Average MAGSUS	%MAG1 in Feed	%V in MAG1	%TiO <sub>2</sub> in MAG1	%Fe in MAG1	%SiO <sub>2</sub> in MAG1	%Al <sub>2</sub> O <sub>3</sub> in MAG1
Indicated	Lower Fine Sand [ZONE 1]	10,455,000	1.8	18,819,000	2,176,686	944,765	11.6	15.8	8.7	10.5	73.1	7.6	16.6	1.8	0.35	6.6	56.4	4.6	3.8
	Upper Coarse Sand [ZONE 2]	3,616,875	1.8	6,510,375	749,895	98,882	11.5	19.7	17.5	20.3	58.3	3.9	14.3	1.5	0.36	6.6	57.1	4.2	3.7
	Subtotal	14,071,875	1.8	25,329,375	2,926,581	1,043,648	11.6	16.8	11.0	13.0	69.3	6.7	16.0	1.8	0.35	6.6	56.6	4.5	3.7
Inferred	Lower Fine Sand [ZONE 1]	2,547,188	1.8	4,594,938	488,976	75,814	10.7	15.7	10.4	13.1	68.6	7.9	12.9	1.7	0.36	6.6	56.9	4.4	3.7
	Upper Coarse Sand [ZONE 2]	749,063	1.8	1,348,313	145,771	15,437	10.8	19.9	21.1	20.9	53.5	4.5	11.7	1.1	0.36	6.6	57.4	4.3	3.8
	Subtotal	3,296,250	1.8	5,943,250	634,747	91,251	10.7	16.6	12.8	14.9	65.2	7.1	12.6	1.5	0.36	6.6	57.0	4.4	3.7
TOTAL		17,368,125	1.8	31,262,625	3,561,328	1,134,900	11.4	16.8	11.3	13.4	68.5	6.8	15.4	1.7	0.4	6.6	56.7	4.5	3.7

KULUKULU INFERRED RESOURCE ESTIMATE SUMMARIES																		
JORC Classification	ZONE	VOLUME (m3)	DENSITY (g/cm3)	TONNES (t)	HM TONNES (t)	MAG1 TONNES (t)	%HM in Feed	%HM in Sand	+4mm Sand	1- 4mm Sand	45micron-1mm Sand	45micron	Average MAGSUS	%MAG1 in Feed	%Fe in MAG1	%TiO2 in MAG1	%SiO2 in MAG1	%Al2O3 in MAG1
Inferred	Lower Fine Sands [ZONE 1]	26,503,750	1.8	47,706,750	6,482,038	1,371,544	13.6	17.0	4.2	9.4	79.6	6.8	19.4	2.9	53.8	6.5	7.7	4.5
	Upper Coarse Sands [ZONE 2]	23,972,500	1.8	43,150,500	9,044,127	1,120,794	21.0	24.4	3.3	6.7	85.3	4.7	21.7	2.6	53.8	6.5	8.0	4.4
	Eluvial Sands [ZONE 3]	5,166,250	1.8	9,299,250	1,723,947	243,101	18.5	25.0	6.5	9.3	72.6	11.5	19.7	2.6	53.9	6.5	7.8	4.5
	TOTAL	55,642,500	1.8	100,156,500	17,250,111	2,735,439	17.2	20.9	4.0	8.2	81.4	6.3	20.4	2.7	53.8	6.5	7.8	4.5

**Note:** The table presents the Indicated and Inferred estimates without rounding and this is not intended to convey an increase in the precision of the estimates.

The cut-off grade used is 8% HM.

Mag 1 represents magnetic minerals captured at 300 Gauss.

**Figure 2 – Sigatoka River and Kulukulu resource area and estimates**

On 3 December 2014 Dome received an Environmental Impact Assessment report prepared by independent environmental specialists, Corerega Environment Consultants. The report concluded that “(t)he proposed mining, dredging and mineral extraction development project is likely to have significant economic benefits to the local area, the region and the Country of Fiji and local residents are likely to benefit from the increase in productivity of land, river and marine environment and through job opportunities”.

The company announced the completion of a positive Pre-Feasibility Study on 24 March 2015 on its Sigatoka Project in Fiji. Key parameters to emerge from the PFS are:

PRODUCTION	ECONOMICS
<ul style="list-style-type: none"> <li>• Mining by conventional dredging with standard gravity and magnetic processing</li> <li>• Magnetite concentrate: 351,000 tpa @ &gt;58% Fe</li> <li>• Non-magnetic heavy mineral concentrate: 260,000 tpa</li> <li>• Industrial sand: 1,960,000 tpa</li> <li>• Gravel: 684,000 tpa</li> </ul>	<ul style="list-style-type: none"> <li>• NPV<sub>7.5%</sub> (pre-tax, ungeared basis): \$US236.9 million</li> <li>• IRR: 55%</li> <li>• CAPEX: \$US83.2 million</li> <li>• Payback: less than 2 years</li> </ul>

Although the iron ore price has been in decline recently, due to market saturation, the potential to generate stable revenue by producing multiple products for sale, as well as its coastal location, give the Sigatoka Project commercial advantages that many other iron ore projects do not possess.

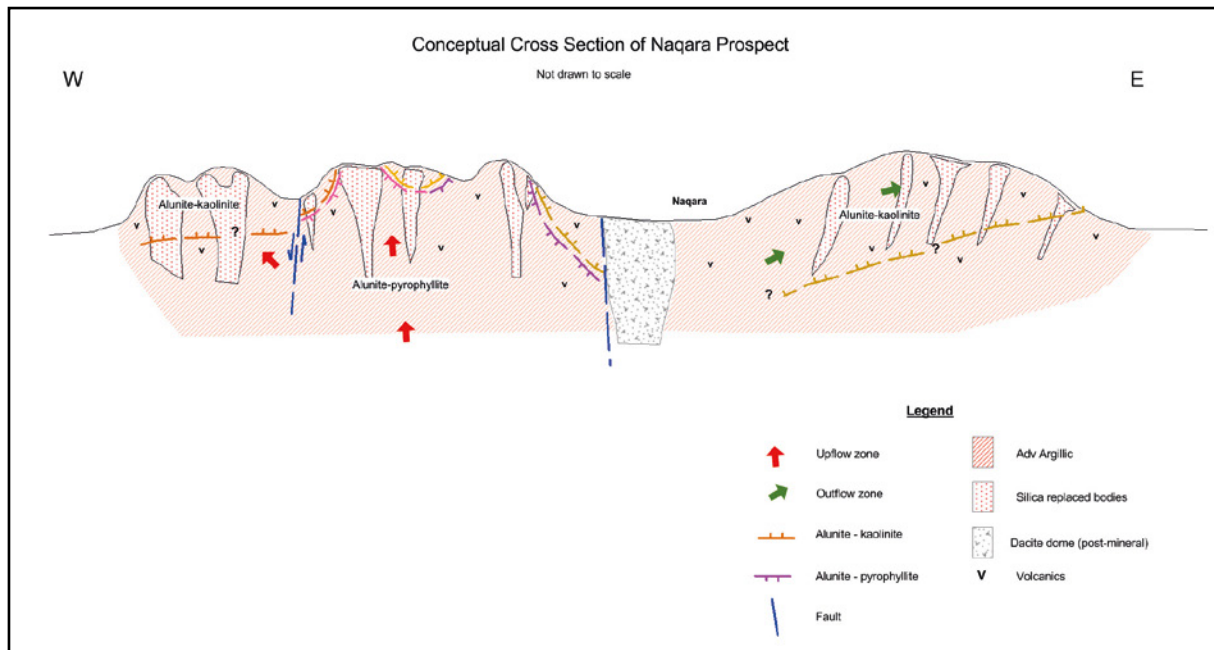
**Note:** All the material assumptions underpinning the forecast financial information in the initial public report (see ASX releases dated 10 October 2014 and 24 March 2015) continue to apply and have not materially changed.

Application for renewal of SPL 1495 was made in January 2015 and a new 3 year period for the licence was granted by the Mineral Resources Department on 13 July 2015, subject to the Company completing normal formalities involved in the issue of an SPL.

## SPL 1451 Kadavu Islands Project

- This tenement of 4,400ha on part of Kadavu Island and Ono Island covers a number of hydrothermally altered and mineralised areas and caldera/volcanic centres.
- Two high sulphidation epithermal gold-silver targets and possible deeper porphyry copper-gold exploration targets (Naqara East and Naqara West) have been identified by geological mapping during the year on Ono Island, located immediately east of Kadavu Island (Fig. 3).
- The two Ono Island prospects are spatially associated with shoshonitic volcanic centres that appear similar in alteration style, geological formation and metal geochemical anomalism to the Lepanto gold-copper deposit in the Philippines.
- The Company now proposes to undertake Induced Polarisation geophysical surveys to produce 3-dimensional models that will assist with targeting of exploration diamond drilling.





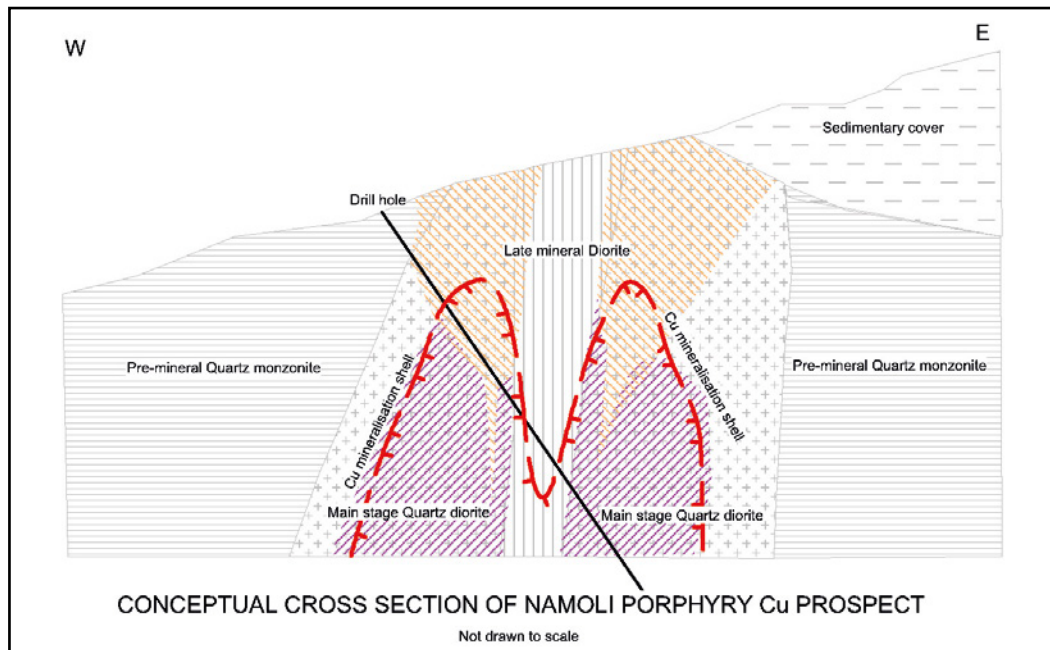
**Figure 3 – Conceptual cross section of the high sulphidation epithermal system mapped on Ono Island**

### SPL 1452 Nadrau Project

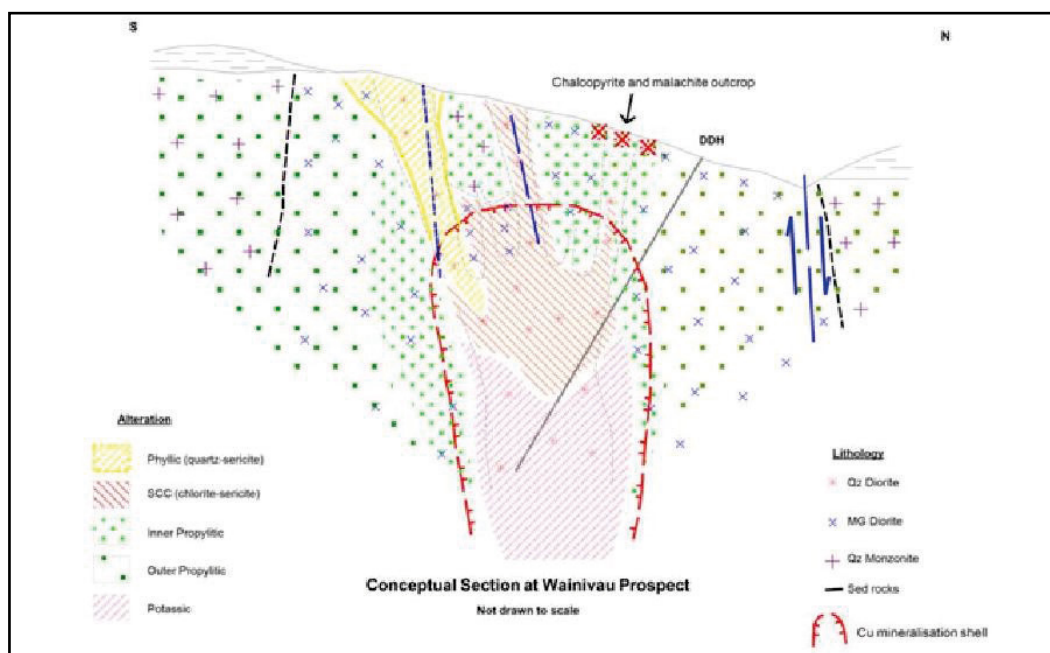
- This tenement of 42,570ha on Fiji's main island, Viti Levu, is adjacent to the world class Namosi Porphyry copper-gold Project that reportedly contains 1.88 billion tonnes grading 0.37% Copper (Cu) and 0.12g/t Gold (Au).
- The Dome tenement contains two large copper-gold-silver ionic leach geochemical anomalies (Namoli and Wainivau prospects) interpreted to be related to intrusive centres that are as yet largely untested by drilling.
- Geological mapping and rock chip sampling during the year has discovered porphyry intrusive complexes at both the Namoli and Wainivau Prospects with alteration, mineralisation and vein types typical of mineralised systems.
- Copper-magnetite bearing veins were discovered in outcrop at the Wainivau prospect
- Also, in the eastern section of the tenement is the large Wainivalau Intrusive Complex that has yet to be investigated for porphyry copper-gold systems analogous to those at Namosi-Wasoi to the south.

Dome announced in July 2014 that its geologists had discovered outcropping copper mineralisation during exploration field work at the Wainivau Prospect, part of the Nadrau Porphyry Copper-Gold Project on Fiji's main island of Viti Levu. Dome found the copper minerals (malachite and chalcopyrite) associated with magnetite and pyrite in veinlets within outcropping and hydrothermally altered porphyry intrusive rocks. The veins and their geological setting are interpreted to be typical of the roof of a mineralised porphyry system.

The Company has obtained quotes to undertake three-dimensional Induced Polarisation and ground magnetometer surveys over the two porphyry copper-gold prospects, namely Namoli and the Wainivau (see Figures 4 & 5). The objective of this work is to provide subsurface mapping data on the intrusive systems whose interpretation will assist with targeting of exploration diamond drill holes.



**Figure 4 – Conceptual cross section of the Namoli porphyry intrusive system.**  
Note the drill hole as shown is as proposed and has not yet been drilled.



**Figure 5 – Wainivau porphyry system conceptual cross section.**  
Note the drill hole as shown is as proposed and has not yet been drilled.

## SPL 1454 Nasivi Delta Project

- This 12,510ha tenement contains the Nasivi and Yaqara Delta Iron Sand prospects and is located on the north coast of Viti Levu, downstream of the Emperor Gold Mine, owned by Vatukoula Gold Mines Plc. The Emperor Gold Mine has produced more than 7 million ounces of gold since 1934.
- The tenement covers deltaic and offshore sand deposits that contain magnetite and other heavy minerals liberated from erosion of volcanic and intrusive rocks of the Tavua caldera and nearby ranges.
- Given the fall in the sale price for iron ore Dome has decided not to continue exploration on SPL 1454 and intends to relinquish the tenement and concentrates on SPL 1495 at Sigatoka.

## CORPORATE

### Acquisition of Magma Mines Ltd

On 26 August 2014, Dome Gold Mines Ltd successfully acquired Magma Mines Ltd through a one-to-one share swap of 87,117,198 shares. Magma Mines Ltd owns 100% of Magma Mines Ltd, a Fiji based company which owns SPL 1495, containing the Sigatoka iron sand deposit near the town of Sigatoka on Viti Levu, Fiji.

### Appointment of Chief Executive Officer

In October 2014 Mr John ("Jack") McCarthy was appointed as Chief Executive Officer of the Company.

### Capital raised

For the year ended 30 June 2015, Dome has issued \$5,231,106 in shares by private placement, and \$33,333 upon an exercise of options. The funds are being used for exploration and general working capital.

### Financial position

As at 30 June 2015, Dome held \$2,245,950 cash and cash equivalents as per note 9 of the financial statements. The loss of the Group for the financial year after providing for income tax amounted to \$2,654,043 (2014: \$1,609,834). The net asset position of the Group has increased from \$2,804,432 at 30 June 2014 to \$27,541,213 at 30 June 2015.

### Compliance statement

The information in this report that relates to Exploration Results is based on information compiled by John McCarthy, who is Chief Executive Officer of the Company. Mr McCarthy is a geologist who is a Member of the Australasian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activities which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr McCarthy indirectly holds shares in the Company and consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

### No material changes

Dome Gold Mines Ltd confirms that it is not aware of any new information or data that would materially affect the information included in the market announcements dated 10 October 2014 and 24 March 2015, and that all material assumptions and technical parameters in the market announcements continue to apply and have not materially changed.



Garry Lowder  
Chairman

Dated: 28 August 2015

# DIRECTORS' REPORT

The Directors of Dome Gold Mines Ltd present their report, together with the financial statements of the consolidated entity, being Dome Gold Mines Ltd ('Dome' or 'the Company') and its controlled entities ('the Group') for the financial year ended 30 June 2015.

## DIRECTOR DETAILS

The following persons were Directors of Dome during or since the end of the financial year.



### DR GARRY LOWDER

**Chairman**

**Independent Non-Executive Director**

**Member of Audit and Risk Committee**

**Director since 1 March 2012**

**Bachelor of Science with 1st Class Honours in Geology (University of Sydney)**

**Doctor of Philosophy (University of California, Berkeley)**

**Advanced Management Program (Harvard University)**

**Fellow, Australasian Institute of Mining and Metallurgy**

**Member, Australian Institute of Company Directors**

#### **Other current directorships:**

None

#### **Previous directorships (last 3 years):**

Malachite Resources Ltd  
(resigned 30 November 2012)

Queensland Mining Corporation Ltd  
(resigned July 2013)

#### **Interests in shares:**

570,000

#### **Interest in options:**

None

Dr Garry Lowder is a geologist who has spent over 40 years in the Australian and international mining industries. As an exploration geologist, Garry has worked in Australia, Indonesia and Papua New Guinea, playing key roles in the discovery of several mineral deposits, including the Northparkes copper, Cowal gold and Conrad silver deposits in NSW, the Paddington gold and Wodgina tantalum deposits in WA and the North Sulawesi porphyry copper deposits in Indonesia.

Over the past 25 years Garry has held senior management positions with Australian mining companies and also spent four years in government as Director General of Mineral Resources in NSW. In 1997 he founded Malachite Resources Limited, listing it on the ASX (MAR) in 2002 and retiring as managing director late in 2011; he retired from the position of non-executive Chairman at the end of November, 2012.

Garry was also an independent, non-executive director (and for three years, chairman) of ASX-listed Straits Resources Limited from 1997 until he retired from that Board in mid-2011. He is free from any business or other relationship that could materially interfere with the independent exercise of his judgment.



## MR ANDREW SKINNER

**Non-Executive Director and Chair of Audit Committee  
Director since 8 July 2011**

**Master of Economics – Professional Accounting (Macquarie University)**

**Master of Corporate Governance (Macquarie University)**

**Diploma Property Development (UTS)**

**Member, Australian Institute of Company Directors**

**Member, CPA Australia**

Mr Andrew Skinner qualified as a Chartered Accountant in 1986 with Price Waterhouse Coopers and commenced a specialisation in superannuation governance. He is a specialist in superannuation taxation and small business structuring and advice. In 2004 Andrew was the founding director of Augur Resources Ltd which went on to list on the ASX (AUK). Currently, Andrew is Principal of Andrew Skinner & Associates Pty Ltd a CPA Public Practice based in Chatswood. Andrew is also a Justice of the Peace and a Registered Tax Agent.

Andrew's extensive experience with mineral exploration companies resulted in his appointment as a director of Zamia Metals Ltd (ZGM), which listed on the ASX in January 2007, and he remains on that Board as Chairman.

Involved with Dome Mines since July 2009, Andrew has been working with the management and shareholders to bring Dome to its current state.

Andrew is a Sessional Lecturer at Macquarie University in the School of Accounting and Corporate Governance teaching in the fields of Enterprise Risk Management, Sustainability Reporting and Business Ethics and Corporate Governance. He is currently enrolled in a Master of Research in Accounting. He is free from any business or other relationship that could materially interfere with the independent exercise of his judgment.

**Other current directorships:**

Zamia Metals Ltd

**Previous directorships (last 3 years):**

None

**Interests in shares:**

3,210,000

**Interest in options:**

1,250,000





**MR TADAO TSUBATA**  
**Non-Executive Director**  
**Director since 8 July 2011**

**Bachelor of Arts in Economics (Kokushikan University, Tokyo, Japan)**

Mr Tadao Tsubata studied at Kokushikan University, Tokyo, in the Department of Politics and Economics, graduating in 1991 with a B.A. in Economics.

From 1991 to 1997, Tadao worked in corporate finance at a major Japanese securities company. From this role he moved to a major international life insurance and investment company where he was involved in retail offerings and distribution of the business in Japan.

Establishing his first business in life insurance distribution and agencies in 2001, this formed the basis of a new business being a Japanese focused asset management company.

In early 2010 the asset management company's activities grew in prominence and a number of private investment funds were formed to specifically target investments internationally, in mining exploration, primary production and other growth industries. Tadao continues in the role of Chief Executive Officer of this business with operations in many countries including Australia.

**Other current directorships:**

None

**Previous directorships (last 3 years):**

None

**Interests in shares:**

26,840,000

**Interest in options:**

None



**MR ALLEN JAY**  
**Non-Executive Director**  
**Director since 29 March 2012**

**Bachelor of Earth Science (Geology) (Macquarie University)**  
**Chemistry Certificate - Inorganic Analytical Chemistry (Newcastle Technical College)**

Mr Allen Jay has vast experience as a geologist and analytical chemist, working in Australia, Fiji, the Philippines and Indonesia in the mining industry in roles ranging from regional exploration to project management. For five years, Allen led the exploration team in the evaluation of Fiji's Namosi porphyry copper deposits. These are located on tenements now owned by Newcrest that are adjacent to Dome's Central Viti Levu Project.

**Other current directorships:**

None

**Previous directorships (last 3 years):**

None

**Interests in shares:**

350,000

**Interest in options:**

None

Allen has been a Geologist/Geochemist for the last 40 years and is a member of AusIMM. Previously Allen worked for Placer Dome Asia Pacific as Exploration Manager, Projects, Philippines and then became its Regional Exploration Manager overseeing project work in the Philippines, Indonesia, New South Wales and Western Australia.

He holds a Bachelor of Earth Science (Geology) from Macquarie University and a Chemistry Certificate – Inorganic Analytical Chemistry from the Newcastle Technical College, Newcastle.

Allen has also performed geological consultancy work for Dome for which he has been paid.

## **COMPANY SECRETARY**

Mr Marcelo Mora holds a Bachelor of Business degree and Graduate Diploma of Applied Corporate Governance, and is a member of the Governance Institute of Australia. Mr Mora is a Chartered Secretary and has been an accountant for more than 29 years and has experience in resources and mining companies both in Australia and internationally, providing financial reporting and company secretarial services to a range of publicly listed companies. Marcelo has been the Company Secretary since Dome was incorporated.

## PRINCIPAL ACTIVITIES

During the year, the principal activities of entities within the Group have been the continuing exploration and evaluation of the following projects in Fiji:

- SPL 1495 Sigatoka Ironsands;
- SPL 1451 Kadavu Islands;
- SPL 1452 Central Viti Levu; and
- SPL 1454 Nasivi Delta

Given the fall in the sale price for iron ore Dome has decided not to continue exploration on SPL 1454 and intends to relinquish the tenement and concentrates on SPL 1495 at Sigatoka. There have been no significant changes in the nature of other tenements during the year.

## REVIEW OF OPERATIONS AND FINANCIAL RESULTS

Dome, through its wholly owned Fijian subsidiaries, Dome Mines Ltd and Magma Mines Ltd, currently holds four exploration tenements in Fiji as follows:

Tenement	Location	Holder	Area (Ha)	Expiry Date	Interest %
SPL 1495	Sigatoka Ironsands	Magma Mines Ltd	2,522	13/07/2018	100
SPL 1451	Kadavu Islands Group	Dome Mines Ltd	4,440	22/08/2016	100
SPL 1452	Central Viti Levu	Dome Mines Ltd	42,570	26/08/2016	100
SPL 1454	Nasivi-Yaqara Deltas	Dome Mines Ltd	12,510	22/08/2016	100

A review of the Group's operations for the year ended 30 June 2015 is set out on page 5 of this Report.

As at 30 June 2015, Dome held \$2,245,950 cash and cash equivalents as per note 9 of the financial statements. The loss of the Group for the financial year after providing for income tax amounted to \$2,654,043 (2014: \$1,609,834). The net asset position of the Group increased from \$2,804,432 at 30 June 2014 to \$27,541,213 at 30 June 2015.

## SIGNIFICANT CHANGES IN STATE OF AFFAIRS

During the year, the following changes occurred within the Group:

### Acquisition of Magma Mines Ltd

On 26 August 2014, Dome Gold Mines Ltd successfully acquired Magma Mines Ltd through a one-to-one share swap of 87,117,198 shares. Magma Mines Ltd owns 100% of Magma Mines Ltd, a Fiji based company which owns SPL 1495, containing the Sigatoka iron sand deposit near the town of Sigatoka on Viti Levu, Fiji.

### Issue of share capital

- On 7 July 2014 the Company completed a placement of 1,923,077 fully paid ordinary shares at \$0.26 per share to raise \$500,000.
- On 17 July 2014 the Company completed a placement of 4,166,666 fully paid ordinary shares at \$0.24 per share to raise \$1,000,000.
- On 26 August 2014 the Company issued 87,117,198 ordinary fully paid shares as consideration for the purchase of Magma shares at a deemed issue price of \$0.26 per share.

- On 26 September 2014 the Company completed a placement of 461,538 fully paid ordinary shares at \$0.26 per share to raise \$120,000.
- On 8 January 2015 the Company completed a placement of 769,230 fully paid ordinary shares at \$0.26 per share to raise \$200,000.
- On 8 January 2015 the Company completed a placement of 515,000 fully paid ordinary shares at \$0.30 per share to raise \$154,500.
- On 2 April 2015 the Company completed a placement of 3,384,052 fully paid ordinary shares at \$0.27 per share to raise \$913,694.
- On 2 April 2015 the Company completed a placement of 82,734 fully paid ordinary shares at \$0.30 per share to raise \$24,820.
- On 10 April 2015 the Company completed a placement of 176,600 fully paid ordinary shares at \$0.30 per share to raise \$52,980.
- On 14 May 2015 the Company completed a placement of 637,432 fully paid ordinary shares at \$0.33 per share to raise \$210,353.
- On 26 May 2015 the Company completed a placement of 1,521,846 fully paid ordinary shares at \$0.33 per share to raise \$502,209.
- On 10 June 2015 the Company completed a placement of 908,724 fully paid ordinary shares at \$0.33 per share to raise \$299,879.
- On 11 June 2015 the Company issued 166,666 fully paid ordinary shares upon an exercise of options at \$0.20 per share raising \$33,333.
- On 26 June 2015 the Company completed a placement of 3,479,644 fully paid ordinary shares at \$0.36 per share to raise \$1,252,672.

## DIVIDENDS

No dividends were declared or paid during the financial year.

## EVENTS ARISING SINCE THE END OF THE REPORTING PERIOD

Subsequent to the end of the financial year:

### Issue of share capital

- On 1 July 2015 the Company completed a placement of 1,144,791 fully paid ordinary shares at \$0.36 per share to raise \$412,125.
- On 15 July 2015 the Company issued 166,666 fully paid ordinary shares upon an exercise of options at \$0.20 per share raising \$33,333.
- On 13 August 2015 the Company issued 166,666 fully paid ordinary shares upon an exercise of options at \$0.20 per share raising \$33,333.

No other matters or circumstances have arisen since the end of the year that have significantly affected or may significantly affect either:

- the entity's operations in future financial years;
- the results of those operations in future financial years; or
- the entity's state of affairs in future financial years.

## LIKELY DEVELOPMENTS, BUSINESS STRATEGIES AND PROSPECTS

The Group will continue to explore and evaluate the Company's exploration projects with the aim of identifying potential mineral resources, and will continue to seek and assess new opportunities in the Fiji mineral sector with the objective of adding significant shareholder value to Dome.

The Directors are unable to comment on the likely results from the Group's planned exploration activities due to the speculative nature of such activities.

## DIRECTORS' MEETINGS

The number of Directors' Meetings (including meetings of Committees of Directors) held during the year, and the number of meetings attended by each Director is as follows:

Director	BOARD MEETINGS		AUDIT COMMITTEE MEETINGS	
	Entitled to attend	Attended	Entitled to attend	Attended
Garry G Lowder	9	9	2	2
Andrew B Skinner	9	9	2	2
Tadao Tsubata	9	8	-	-
Allen Jay	9	9	-	-

## UNISSUED SHARES UNDER OPTION

Unissued ordinary shares of Dome under option at the date of this report are:

Number of options	Exercise price	Expiry Date
9,648,397	\$0.20	30 September 2015

Details of options issued by the Company are set out in the share based payments note to the financial report. The names of persons who currently hold options are entered in the register of options kept by the Company pursuant to the *Corporations Act 2011*. This register may be inspected free of charge.

All options expire on the expiry date. The persons entitled to exercise the options do not have, by virtue of the options, the right to participate in the share issue of any other body corporate.

## SHARES ISSUED DURING OR SINCE THE END OF THE YEAR AS A RESULT OF EXERCISE

During the financial year, and since the end of the year, the Company issued ordinary shares as a result of the exercise of options as follows (there were no amounts unpaid on the shares issued):

Date options exercised	Issue price per share (\$)	Number of shares issued
11 June 2015	\$0.20	166,666
15 July 2015	\$0.20	166,666
13 August 2015	\$0.20	166,666



## REMUNERATION REPORT (AUDITED)

The Directors of Dome Gold Mines Ltd (the 'Group') present the Remuneration Report for Non-Executive Directors, Executive Directors and other Key Management Personnel, prepared in accordance with the *Corporations Act 2001* and the *Corporations Regulations 2001*.

The Remuneration Report is set out under the following main headings:

- a. principles used to determine the nature and amount of remuneration;
- b. details of remuneration;
- c. share-based remuneration; and
- d. other information.

### **a. Principles used to determine the nature and amount of remuneration**

Key management personnel have authority and responsibility for planning, directing and controlling the activities of the Group. Key management personnel comprise the Directors of the Company. No other employees have been deemed to be key management personnel.

The remuneration policy of Directors and senior executives is to ensure the remuneration package properly reflects the persons' duties and responsibilities, and that remuneration is competitive in attracting, retaining and motivating people of the highest quality. The Board is responsible for reviewing its own performance. The evaluation process is designed to assess the Group's business performance, whether long term strategic objectives are being achieved, and the achievement of individual performance objectives.

Remuneration generally comprises of salary and superannuation. The remuneration disclosed below represents the cost to the Group for services provided under these arrangements.

No Directors or senior executives received performance related remuneration.

The salary component of each Director's remuneration is made up of fixed remuneration paid monthly. In addition:

- Andrew Skinner is paid additional consultancy fees for extra consulting services provided by Andrew Skinner & Associates, and
- Allen Jay is paid additional consultancy fees for geological and management services.

There were no remuneration consultants used by the Company during the year ended 30 June 2015, or in the prior year.

### **Vote and comments made at the Company's last Annual General Meeting**

The Remuneration Report of Dome Gold Mines Ltd for the financial year ended 30 June 2014 was approved by shareholders on a show of hands at the Company's Annual General Meeting.

## b. Details of remuneration

Details of the nature and amount of each major element of the remuneration of each Director of the Company and other key management personnel of the Group are shown in the table below:

Director and other Key Management Personnel Remuneration									
		Short term employee benefits			Post-employment benefits	Share-based payments			
	Year	Cash salary and fees \$	Other fees \$	Non-cash benefits \$	Super-annuation \$	Fair value of options \$	Total \$	Proportion of remuneration performance related %	Value of options as a proportion of remuneration %
Non Executive Directors									
Garry Lowder (Chairman)	2015	17,250	-	-	35,000	-	52,250	-	-
	2014	63,000	-	-	-	-	63,000	-	-
Allen Jay (Director)	2015	41,800	42,800	-	-	-	84,600	-	-
	2014	50,400	22,800	-	-	-	73,200	-	-
Tadao Tsubata (Director)	2015	41,800	-	-	-	-	41,800	-	-
	2014	26,400	-	-	-	-	26,400	-	-
Andrew Skinner (Director)	2015	41,800	4,707	-	-	-	46,507	-	-
	2014	50,400	8,800	-	-	-	59,200	-	-
Other Key Management Personnel									
John (Jack) McCarthy (CEO)	2015	135,000	66,000	-	26,250	-	227,250	-	-
	2014	-	-	-	-	-	-	-	-
<b>2015 Total</b>	<b>2015</b>	<b>277,650</b>	<b>113,507</b>	<b>-</b>	<b>61,250</b>	<b>-</b>	<b>452,407</b>	<b>-</b>	<b>-</b>
<b>2014 Total</b>	<b>2014</b>	<b>190,200</b>	<b>31,600</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>221,800</b>	<b>-</b>	<b>-</b>

No bonuses or other performance related compensation payments were paid during the current year to Directors or executives. The Group employed no other key management personnel.

No shares were granted to key management personnel as compensation during the year ended 30 June 2015.

### c. Share-based remuneration

All options refer to options over ordinary shares of the Company, which are exercisable on a one-for-one basis under the terms of the agreement.

There were no options over ordinary shares of the Company granted, exercised, forfeited or lapsed unexercised which are related to Directors' or key management personnel's remuneration during the year ended 30 June 2015.

No terms of equity-settled share based payment transactions have been altered or modified by the issuing entity during the 2015 financial year.

### d. Other information

#### Shares held by key management personnel

The number of ordinary shares in the Company during the 2015 reporting period held by each of the Group's Key Management Personnel of the Group, including their related parties, is set out below.

Year ended 30 June 2015						
Director	Balance at start of year	Granted as remuneration	Received on Magma Acquisition	Received on exercise	Other changes	Held at the end of reporting period
Garry Lowder	560,000	-	-	-	10,000	570,000
Andrew Skinner	6,775,000	-	1,750,000	-	(5,315,000)*	3,210,000
Tadao Tsubata	20,100,000	-	6,260,000	-	480,000	26,840,000
Allen Jay	100,000	-	250,000	-	-	350,000
John McCarthy	10,000	-	250,000	-	-	260,000

\*Andrew Skinner resigned as a director of Charvest Pty Ltd and no longer had interest in Charvest shareholdings of 5,025,000 Dome shares. During the year, Andrew disposed 290,000 of Dome shares.

**Note:** None of the shares included in the table above are held nominally by key management personnel.

#### Options held by key management personnel

As at 30 June 2015, Andrew Skinner held 1,250,000 options which will expire on 30 September 2015. There is no movement of the number of options held from 30 June 2014.

End of audited remuneration report.

## ENVIRONMENTAL LEGISLATION

The Group is subject to state, federal and international environmental legislation. The Group has complied with its environmental obligations and no environmental breaches have been notified by any Government agency to the date of this Directors' Report and the Directors do not anticipate any obstacles in complying with the legislation.

## INDEMNITIES GIVEN AND INSURANCE PREMIUMS PAID TO AUDITORS AND OFFICERS

During the year, Dome paid a premium to insure officers of the Group. The officers of the Group covered by the insurance policy include all Directors.

The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Group, and any other payments arising from liabilities incurred by the officers in connection with such proceedings, other than where such liabilities arise out of conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else to cause detriment to the Group.

Details of the amount of the premium paid in respect of insurance policies are not disclosed as such disclosure is prohibited under the terms of the contract.

The Group has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify any current or former officer or auditor of the Group against a liability incurred as such by an officer or auditor.

## NON-AUDIT SERVICES

During the year, Grant Thornton, the Company's auditors, performed certain other services in addition to their statutory audit duties.

The Board has considered the non-audit services provided during the year by the auditor and, in accordance with written advice provided by resolution of the Audit and Risk Committee, is satisfied that the provision of those non-audit services during the year is compatible with, and did not compromise, the auditor independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services were subject to the corporate governance procedures adopted by the Company and have been reviewed by the Audit and Risk Committee to ensure they do not impact upon the impartiality and objectivity of the auditor; and
- the non-audit services do not undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants, as they did not involve reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as an advocate for the Company or jointly sharing risks and rewards.

Details of the amounts paid to the auditors of the Company, Grant Thornton, and its related practices for audit and non-audit services provided during the year are set out in Note 19 to the Financial Statements.

A copy of the Auditor's Independence Declaration as required under s307C of the Corporations Act 2001 is included on page 23 of this financial report and forms part of this Directors' Report.

## **PROCEEDINGS ON BEHALF OF THE COMPANY**

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

## **AUDITOR'S INDEPENDENCE DECLARATION**

The auditor's independence declaration is set out on page 23 and forms part of the Directors' Report for the financial year ended 30 June 2015.

Signed in accordance with a resolution of the Directors.

A handwritten signature in black ink, appearing to read 'G Lowder', with a long, sweeping horizontal line extending to the right.

Garry Lowder  
Chairman  
Sydney, 28 August 2015



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**Auditor's Independence Declaration  
To the Directors of Dome Gold Mines Limited**

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Dome Gold Mines Limited for the year ended 30 June 2015, I declare that, to the best of my knowledge and belief, there have been:

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



GRANT THORNTON AUDIT PTY LTD  
Chartered Accountants



C F Farley  
Partner - Audit & Assurance

Sydney, 28 August 2015

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# CORPORATE GOVERNANCE STATEMENT

The Board is committed to achieving and demonstrating the highest standards of corporate governance. As such, Dome Gold Mines Ltd and its Controlled Entities ('the Group') have adopted the third edition of the Corporate Governance Principles and Recommendations which was released by the ASX Corporate Governance Council on 27 March 2014 and became effective for financial years beginning on or after 1 July 2014.

The Group's Corporate Governance Statement for the financial year ending 30 June 2015 is dated as at 30 June 2015 and was approved by the Board on 28 August 2015. Corporate Governance Statement is available on the Company's website at [www.domegoldmines.com.au](http://www.domegoldmines.com.au).

## CORPORATE GOVERNANCE STATEMENT

The Board of Directors is committed to maintaining the highest standards of Corporate Governance. Corporate Governance is about having a set of core values and behaviours that underpin the Group's activities and ensure transparency, fair dealing and protection of the interests of stakeholders.

The Board of Directors supports the Principles of Good Corporate Governance and Best Practice Recommendations developed by the ASX Corporate Governance Council ('Council'). Whilst the Group's practices are largely consistent with the Council's guidelines, the Board considers that the implementation of some recommendations are not appropriate having regard to the nature and scale of the Group's activities and size of the Board. The Board uses its best endeavours to ensure exceptions to the Council's guidelines do not have a negative impact on the Group and the best interests of shareholders as a whole. When the Group is not able to implement one of the Council's recommendations the Group applies the 'if not, why not' explanation approach by applying practices in accordance with the spirit of the relevant principle.

The following discussion outlines the ASX Corporate Governance Council's eight principles and associated recommendations and the extent to which the Group complies with those recommendations.

Details of all of the Council's recommendations can be found on the ASX website at <http://www.asx.com.au>.

## PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

### Board roles and responsibilities

The Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Group. The Board is also responsible for the overall corporate governance and management oversight of the Group and recognises the need for the highest standards of behaviour and accountability in acting in the best interests of the Group as a whole.

The Board also ensures that the Group complies with all of its contractual, statutory and any other legal or regulatory obligations. The Board has the final responsibility for the successful operations of the Group.

Where the Board considers that particular expertise or information is required, which is not available from within their members, appropriate external advice may be taken and reviewed prior to a final decision being made by the Board.

Without intending to limit the general role of the Board, the principal functions and responsibilities of the Board include the following:

- formulation and approval of the strategic direction, objectives and goals of the Group;
- the prudential control of the Group's finances and operations and monitoring the financial performance and approving budgets and major expenditures of the Group;
- the resourcing, review and monitoring of executive management;
- ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;
- the identification of significant business risks and ensuring that such risks are adequately managed;
- the timeliness, accuracy and effectiveness of communications and reporting to shareholders and the market; and
- the establishment and maintenance of appropriate ethical standards.
- overseeing the integrity of the accounting and corporate reporting systems and the external audit process;
- approving the Group's remuneration framework; and
- monitoring the effectiveness of corporate governance practices.

The Group CEO and FC are responsible for implementing and maintaining the Board objectives and the day to day management of the Group. Dome management is responsible for providing the Board with accurate and relevant information in a timely manner to assist the Board in developing appropriate policies and decision making.

The Company has followed Recommendation 1.1 by establishing the functions reserved to the Board and those delegated to senior executives as disclosed above.

### **Appointment as a Director**

The Company has followed Recommendation 1.2 by ensuring that the appointment of Directors who will come before shareholders for re-election at the Company's Annual General Meeting are suitable for the Group and equipped with the knowledge and information to discharge their roles adequately. In addition, the Company ensures that all relevant information that it possesses is disclosed in the notice of meeting to enable shareholders to make a decision on whether or not to elect or re-elect a Director.

The Company has followed Recommendation 1.3 by having a written agreement with each Director and senior executive setting out the terms of their employment.

### **Role of the company secretary**

The Company has followed Recommendation 1.4 by ensuring that the Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper function of the Board.

## Diversity policy

The Company's Board does take into account the gender, age, ethnicity, and cultural background of potential Board members, Company executives and employees. However, given the small size of the Group, a formal diversity policy has not been established and therefore the Recommendation 1.5 has not been followed. The Company is not a Relevant Employer (as defined by the Workplace Gender Equality Act) and advises that no women are employed directly by the Company, including as key management personnel.

## Board performance review and evaluation

The Board has the policy to ensure that the Directors are equipped with the knowledge and information they need to effectively discharge their responsibilities. The Chairman monitors the performance of the Board, individual Directors and committee on an on-going basis and speaks to Directors individually regarding their role as a Director. In doing so, the Company has followed Recommendation 1.6.

## Senior executives' performance review and evaluation

Having regard to the size of the Group and the small number of employees, other than the Directors, the Company does not have a formal process to evaluate the performance of its senior executives. However, the Chairman monitors the performance of the CEO on an ongoing basis and speaks to the executive individually regarding their roles. In doing so, the Company has followed Recommendation 1.7.

## PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE

The Board has been formed so that it has effective composition, size and commitment to adequately discharge its responsibilities and duties given the Group's current size, scale and nature of its activities.

## Nomination committee

The objective of a Nomination Committee is to make recommendations to the Board regarding various matters including board succession, recruitment, induction, professional development, performance evaluation, recommending an appropriate balance of skills, knowledge, experience, independence and diversity as required. A Nomination Committee has not been established, however in accordance to Recommendation 2.1, the full Board has the responsibility for and performs the functions of a Nomination Committee.

## Board skills matrix

The board has the mix of skills for effective decision-making. The Company follows Recommendation 2.2 by disclosing the Directors' qualifications, experience, date of appointment and independence status, which satisfy the Board skills matrix below, in the Directors' Report.

Area	Competence
Accounting & Finance	Financial reporting, management report, tax and corporate governance
Investment	Corporate mergers and acquisitions, corporate financing, fund raising
Industrial knowledge	Geology, mineral explorations, mine development, mineral marketing
Business management	Management experience in public listed companies, media communications and human resources

## Independent directors

The Company follows Recommendation 2.3 by disclosing information in the table below and the Directors' qualifications, experience, date of appointment and independence status in the Directors' Report section of the Annual Report.

### Details of Directors

Name of Director	Term in office	Qualifications	Status
Dr Garry Lowder	Since 1 March 2012	Bachelor of Science with 1st Class Honours in Geology (University of Sydney) Doctor of Philosophy (University of California, Berkeley) Advanced Management Program (Harvard University)	Non-executive Independent
Mr Andrew Skinner	Since 8 July 2011	Master of Economics – Professional Accounting (Macquarie University) Master of Corporate Governance (Macquarie University) Diploma Property Development (UTS)	Non-executive Independent
Mr Tadao Tsubata	Since 8 July 2011	Bachelor of Arts in Economics (Kokushikan University, Tokyo)	Non-executive Independent
Mr Allen Jay	Since 29 March 2012	Bachelor of Earth Science (Geology) (Macquarie University) Chemistry Certificate - Inorganic Analytical Chemistry (Newcastle Technical College)	Non-executive

At the date of this report, the Company classified all of the present Directors as Non-Independent Directors except Mr Garry Lowder. As only one of the Company's four Directors are classified as Independent Directors, the Company does not follow Recommendation 2.4. However, it is the Board's opinion that all Directors bring to the Board their uncompromised independent judgement, irrespective of whether they are independent or not.

## Chairperson and CEO

Mr Garry Lowder, an Independent Non-Executive Director, holds the office of Chair. The Chairman is responsible for the leadership of the Board. This includes taking responsibility for ensuring that the Board functions effectively and that they comply with the continuous disclosure requirements of the ASX with regard to communicating the operations and activities of the Group to shareholders. The Chairman's responsibilities are set out in the Board Charter and include:

- setting the agenda for Board meetings
- managing the conduct, frequency and length of Board meetings to ensure that all Directors have had the opportunity to establish a detailed understanding of the issues affecting the Group
- facilitating the Board meetings to ensure effective communication between the Directors and that all Directors have contributed to the decision making process thereby leading to a considered decision being made in the best interest of the Group and its shareholders

The Company has followed Recommendation 2.5 by appointing Dr Garry Lowder as the Chairman, and Mr John McCarthy as CEO.

### **Directors' induction and education**

In accordance with Recommendation 2.6, the Company encourages Directors to continue their professional development to maintain the skills and knowledge needed to perform their roles effectively and has the policy to provide each new Director or officer with a copy of the following documents:

- Code of Conduct;
- Continuous Disclosure Policy;
- Share Trading Policy; and
- Shareholders Communication Policy.

## **PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY**

### **Code of conduct and ethical standards**

All Directors, executives and employees act with the utmost integrity and objectivity in carrying out their duties and responsibilities, endeavouring at all times to enhance the reputation and performance of the Group. Every employee has direct access to a Director to whom they may refer any ethical issues that may arise from their employment. The Group has followed Recommendation 3.1 and has adopted a formal Code of Conduct which is available on the Company's website at [www.domegoldmines.com.au](http://www.domegoldmines.com.au).

The following are the key practices that the Board consider necessary to maintain confidence in the company's integrity.

### **Access to group information and confidentiality**

All Directors have the right of access to all relevant Group books and to the Group's executive management. In accordance with legal requirements and agreed ethical standards, Directors and executives of the Group have agreed to keep confidential information received in the course of exercising their duties and will not disclose non-public information except where disclosure is authorised or legally mandated.

### **Share dealings and disclosures**

The Group has adopted a policy relating to the trading in Company securities. The Board restricts Directors, executives and employees from acting on material information until it has been released to the market. Executives, employees and Directors should consult with the Chairman prior to dealing in securities in the Company or other companies with which the Company has a relationship.

Trading in Company securities by Directors, executives or employees is not permitted at any time whilst in the possession of price sensitive information that is not already available to the market. In addition, the Corporations Act prohibits the purchase or sale of securities whilst a person is in possession of inside information.

The trading embargo for restricted persons is one week before and 24 hours after the release of the Company's quarterly reports, half year results, the full year results or additional periods which are imposed by the Company when senior management becomes aware of a matter that is considered to be price sensitive. Restricted persons are prohibited from trading in the Company's securities outside these trading windows unless in special circumstances and with the approval of the Board.



## Conflicts of interest

To ensure that Directors are at all times acting in the best interests of the Group, Directors must:

- disclose to the Board actual or potential conflicts of interest that may or might reasonably be thought to exist between the interests of the Director and the interests of any other parties in carrying out the activities of the Group; and
- if requested by the Board, within seven days or such further period as may be permitted, take such necessary and reasonable steps to remove any conflict of interest.

If a Director cannot, or is unwilling to remove a conflict of interest then the Director must, as required by the Corporations Act, absent himself from the room when Board discussion and/or voting occurs on matters about which the conflict relates.

## Related party transactions

Related party transactions include any financial transaction between a Director and the Group as defined in the Corporations Act or the ASX Listing Rules. Unless there is an exemption under the Corporations Act from the requirement to obtain shareholder approval for the related party transaction, the Board cannot approve the transaction. The Group also discloses related party transactions in its financial statements as required under relevant Accounting Standards.

## PRINCIPLE 4 – SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

### Audit Committee

An Audit Committee has been established by the Board. The Committee's role and operations are documented in a Charter which is approved by the Board.

The objective of an Audit Committee is to make recommendations to the Board regarding various matters including the adequacy of the external audit, risk management and compliance procedures, to evaluate from time to time the effectiveness of the financial statements prepared for the Board and to ensure that independent judgement is always exercised. These Audit Committee functions are jointly performed by the full Board.

Having regard to the current membership of the Board and the size and scope of operation of the Group, the Board has not followed recommendation 4.1 to have an independent chair and at least three members. However, the Audit Committee and a formal charter has been setup to follow Recommendations 4.1.

### CEO and CFO declarations

The Company has followed Recommendation 4.2. The Board has required that the CEO and the CFO make the CEO and CFO declarations as required under section 295A of the Corporations Act before it approves the Company's financial statements for a financial period.

The declarations confirm that, in their opinion, the financial records of the Group have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Group and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

## External Auditor and the AGM

The Company has followed Recommendation 4.3. The Company's external auditor attends the Company's AGM and is available to answer shareholders' questions relevant to the audit.

## PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

### Continuous disclosure policy

The Company has followed Recommendations 5.1 and has adopted a written policy for complying with its continuous disclosure obligations under the Listing Rules.

The Board has designated the Directors and the Company Secretary as being responsible for overseeing and co-ordinating disclosure of information to the ASX as well as communicating with the ASX. Accordingly, the Company will notify the ASX promptly of information:

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

Announcements are made in a timely manner, are factual and do not omit material information in order to avoid the emergence of a false market in the Company's securities.

## PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

### Communication to the security holders

The Company has followed Recommendation 6.1 by keeping the investors informed through the Company's website at [www.domegoldmines.com.au](http://www.domegoldmines.com.au), and on the ASX website, under ASX code 'DME' regarding information about the Group, the Board, policies and ASX announcements.

The Company has followed Recommendations 6.2 and 6.3 and has designed a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings.

The Board recognises its duty to ensure that its shareholders are informed of all major developments affecting the Company's state of affairs. The Board considers that information will be communicated to shareholders and the market through:

- the Annual Report which is distributed to shareholders (usually with the Notice of Annual General Meeting);
- the Annual General Meeting and other general meetings called to obtain shareholder approvals as appropriate;
- the half-yearly financial statements;
- quarterly activities and cash flow reports; and
- other announcements released to the ASX as required under the continuous disclosure requirements of the ASX Listing Rules and other information that may be mailed to shareholders or made available through the Company's website.

The Company has followed Recommendation 6.4 by actively promoting communication with shareholders through a variety of measures, including the use of the Company's website and email. Security holders also have the option to receive communications from, and send communications to the share registry at [www.computershare.com.au](http://www.computershare.com.au).

## **PRINCIPLE 7 – RECOGNISE AND MANAGE RISK**

### **Risk Committee**

Having regard to the size of the Group, the nature of its activities and the composition of the Board, a Risk Committee is not established. In order to comply with Recommendation 7.1, the full Board has the responsibility to perform the functions of the Risk Committee.

The Board is responsible for the identification, monitoring and management of significant business risks, assessment of the group's insurance program and the implementation of appropriate levels of internal control, recognising however that no cost effective internal control system will preclude all errors and irregularities.

### **Risk management review**

The Company has followed Recommendation 7.2, whereby the Board reviews the Company's risk management framework annually to satisfy itself that it continues to be sound and the Company is operating within the risk appetite set by the board.

### **Internal audit function**

Having regard to the size of the Group and the nature of its activities, an internal audit function has not been established, however, in compliance with Recommendation 7.3, it is disclosed that the full Board carries out the risk management and internal audit functions.

### **Risk management**

In compliance with Recommendation 7.4, the material risks which the Group is exposed to include operational risks, capital risks, environmental risks, economic risks and human resources risks as follows:

- obtaining government approvals
- geological and environmental issues
- land access and community disputes
- the ability to raise additional capital
- commodity price and world economy
- recruiting and retaining qualified personnel
- Sovereign risk (for Fiji)

The Board is responsible to oversee the risk management function and the CEO is in charge of implementing an appropriate level of control to mitigate these risks within the Group. The Board reviews all major strategies and decisions and takes appropriate actions on a continuous basis.

## PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

### Remuneration Committee

Having regard to the size of the Group, the nature of its activities and the composition and structure of the Board, a Remuneration Committee has not been established, however, in compliance with Recommendation 8.1, the Board carries out the functions and responsibilities of a remuneration committee as follows:

- executive remuneration policy;
- executive Director and senior management remuneration;
- executive incentive plan;
- non-executive Directors' remuneration;
- performance measurement policies and procedures;
- termination policies and procedures;
- equity based plans; and
- requirements of remuneration and remuneration benefits public disclosure.

### Remuneration policy disclosure

The Company has followed Recommendation 8.2 to disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.

The following remuneration guidelines have been adopted to ensure that remuneration agreements are equitable, appropriate, and not excessive:

- Directors' remuneration is voted on for approval by shareholders at the AGM;
- the Board approves the salary and emoluments paid to senior executives;
- consultants are engaged as required pursuant to service agreements;
- the full Board ensures that fees, salaries and emoluments are in line with general standards for publicly listed companies of the size and type of the Group; and
- all salaries/fees of Directors and key management personnel are disclosed in the Annual Report

The remuneration packages for the CEO is made up of:

- fixed fees;
- superannuation in accordance with legislation; and
- salary sacrifice to superannuation.

The remuneration packages for the non-executive Directors are made up of:

- fixed fees;
- superannuation in accordance with legislation if fees are paid through payroll;
- salary sacrifice to superannuation; and
- other consulting fees based on normal market rates.

### Equity-based remuneration

As at the date of this report, the Company is not required to follow Recommendation 8.3 because it does not have equity based remuneration scheme.

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2015

	Notes	2015 \$	2014 \$
Other income	4	42,758	29,678
Employee benefits expenses (including directors fees)		(467,331)	(190,200)
Other expenses	5	(1,260,676)	(1,403,360)
<b>Operating loss</b>		<b>(1,685,249)</b>	<b>(1,563,882)</b>
Depreciation		(15,723)	(1,057)
Finance costs	6	(97,063)	(671)
Impairment		(1,070,410)	-
Gain/(loss) on foreign exchange		214,402	(44,224)
<b>Loss before income tax expense</b>		<b>(2,654,043)</b>	<b>(1,609,834)</b>
Income tax expense	7	-	-
<b>Loss for the year</b>		<b>(2,654,043)</b>	<b>(1,609,834)</b>
<b>Other comprehensive income for the year</b>			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange difference on translating foreign controlled entities		(1,012)	260
<b>Total comprehensive loss for the year</b>		<b>(2,655,055)</b>	<b>(1,609,574)</b>
<b>Earnings per share</b>			
Basic and diluted loss per share (cents per share)	8	(1.3187)	(1.3926)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2015

	Notes	2015 \$	2014 \$
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	9	2,245,950	1,671,348
Trade and other receivables	10	42,347	77,244
Other assets	11	32,267	455,283
<b>TOTAL CURRENT ASSETS</b>		<b>2,320,564</b>	<b>2,203,875</b>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	12	459,058	58,295
Deferred exploration and evaluation expenditure	14	27,037,069	1,676,551
Other assets	11	189,796	153,965
<b>TOTAL NON-CURRENT ASSETS</b>		<b>27,685,923</b>	<b>1,888,811</b>
<b>TOTAL ASSETS</b>		<b>30,006,487</b>	<b>4,092,686</b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	15	616,995	1,288,254
<b>TOTAL CURRENT LIABILITIES</b>		<b>616,995</b>	<b>1,288,254</b>
<b>NON-CURRENT LIABILITIES</b>			
Borrowings	16	1,848,279	-
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>1,848,279</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>		<b>2,465,274</b>	<b>1,288,254</b>
<b>NET ASSETS</b>		<b>27,541,213</b>	<b>2,804,432</b>
<b>EQUITY</b>			
Issued capital	17	33,769,580	6,377,744
Foreign currency translation reserve		25,034	26,046
Accumulated losses		(6,253,401)	(3,599,358)
<b>TOTAL EQUITY</b>		<b>27,541,213</b>	<b>2,804,432</b>

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2015

	Issued capital \$	Foreign currency translation reserves \$	Accumulated losses \$	Total equity \$
<b>Balance at 1 July 2013</b>	<b>3,195,991</b>	<b>25,786</b>	<b>(1,989,524)</b>	<b>1,232,253</b>
<b>Transaction with owners</b>				
Ordinary shares issued	3,208,770	-	-	3,208,770
Transaction costs on issue of shares	(27,017)	-	-	(27,017)
<b>Total transactions with owners</b>	<b>3,181,753</b>	<b>-</b>	<b>-</b>	<b>3,181,753</b>
Other comprehensive income	-	260	-	260
Loss for the year	-	-	(1,609,834)	(1,609,834)
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>260</b>	<b>(1,609,834)</b>	<b>(1,609,574)</b>
<b>Balance at 30 June 2014</b>	<b>6,377,744</b>	<b>26,046</b>	<b>(3,599,358)</b>	<b>2,804,432</b>
<b>Balance at 1 July 2014</b>	<b>6,377,744</b>	<b>26,046</b>	<b>(3,599,358)</b>	<b>2,804,432</b>
<b>Transaction with owners</b>				
Ordinary shares issued	27,914,910	-	-	27,914,910
Transaction costs on issue of shares	(523,074)	-	-	(523,074)
<b>Total transaction with owners</b>	<b>27,391,836</b>	<b>-</b>	<b>-</b>	<b>27,391,836</b>
Other comprehensive income	-	(1,012)	-	(1,012)
Loss for the year	-	-	(2,654,043)	(2,654,043)
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>(1,012)</b>	<b>(2,654,043)</b>	<b>(2,655,055)</b>
<b>Balance at 30 June 2015</b>	<b>33,769,580</b>	<b>25,034</b>	<b>(6,253,401)</b>	<b>27,541,213</b>

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

# CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2015

	Notes	2015 \$	2014 \$
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Interest received		26,554	29,678
Cash received from other income		15,528	-
Cash paid to suppliers and employees		(1,630,155)	(1,585,394)
Interest paid		(22,848)	(238)
Other tax received/(paid)		28,219	(10,586)
<b>Net cash used in operating activities</b>	<b>18</b>	<b>(1,582,702)</b>	<b>(1,566,540)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Cash paid on deposit/advance payment		(1,936)	(565,792)
Cash received on acquisition of subsidiary		1,955	-
Purchase of property, plant & equipment		(10,088)	(51,401)
Purchase of capitalised exploration costs		(947,858)	(899,001)
<b>Net cash used in investing activities</b>		<b>(957,927)</b>	<b>(1,516,194)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from issue of share capital		4,064,439	2,498,983
Cash paid on share issue costs		(439,431)	-
Funds held on trust for unissued shares		412,125	1,250,000
Repayment of borrowings		(934,347)	(6,589)
<b>Net cash provided by financing activities</b>		<b>3,102,786</b>	<b>3,742,394</b>
<b>Net increase in cash and cash equivalents</b>		<b>562,157</b>	<b>659,660</b>
<b>Cash and cash equivalents at the beginning of the financial year</b>		<b>1,671,348</b>	<b>1,015,845</b>
<b>Exchange differences on cash and cash equivalents</b>		<b>12,445</b>	<b>(4,157)</b>
<b>Cash and cash equivalents at the end of the financial year</b>	<b>9</b>	<b>2,245,950</b>	<b>1,671,348</b>

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

The Financial Report includes the consolidated financial statements and notes of Dome Gold Mines Ltd and controlled entities ('Group').

## 1 GENERAL INFORMATION AND STATEMENT OF COMPLIANCE

The consolidated general purpose financial statements of the Group have 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. Compliance with Australian Accounting Standards results in full compliance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). The Group is a for-profit entity for the purpose of preparing the financial statements.

The consolidated financial statements for the year ended 30 June 2015 were approved and authorised for issue by the board of directors on 28 August 2015 (see note 29).

Dome Gold Mines Limited is the Group's ultimate parent company. Dome Gold Mines Ltd is a public company limited by shares incorporated and domiciled in Australia on 8 July 2011. The registered office is Level 7, 71 Macquarie Street, Sydney, NSW 2000.

Dome Mines Ltd (a company limited by shares incorporated in Fiji) is a 100% owned subsidiary of Dome Gold Mines Ltd. Magma Mines Ltd (a company limited by shares incorporated in Fiji) is a 100% owned subsidiary of Magma Mines Ltd, that was acquired by Dome Gold Mines Ltd on 26 August 2015 and has become a 100% owned subsidiary of Dome Gold Mines Ltd on that date.

The principal activities of the Group during the financial year have been the continuing exploration and evaluation of the SPL 1451 Kadavu Islands Project, SPL 1452 Nadrau Project and SPL 1495 Sigatoka Iron Sand Project in Fiji. Given the fall in sale price for iron ore, Dome has decided not to continue exploration on SPL 1454 and intends to relinquish the tenement.

## 2 CHANGES IN ACCOUNTING POLICIES

### 2.1 New and revised standards that are effective for these financial statements

A number of new and revised standards and an interpretation became effective for the first time to annual periods beginning on or after 1 July 2014. Information on these new standards is presented below.

#### **AASB 2012-3 Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities**

AASB 2012-3 adds application guidance to AASB 132 to address inconsistencies identified in applying some of the offsetting criteria of AASB 132, including clarifying the meaning of "currently has a legally

enforceable right of set-off" and that some gross settlement systems may be considered equivalent to net settlement.

AASB 2012-3 is applicable to annual reporting periods beginning on or after 1 January 2014.

The adoption of these amendments has not had a material impact on the Group as the amendments merely clarify the existing requirements in AASB 132.

### **AASB 2013-3 Amendments to AASB 136 – Recoverable Amount Disclosures for Non-Financial Assets**

These narrow-scope amendments address disclosure of information about the recoverable amount of impaired assets if that amount is based on fair value less costs of disposal.

When developing IFRS 13 Fair Value Measurement, the IASB decided to amend IAS 36 Impairment of Assets to require disclosures about the recoverable amount of impaired assets. The IASB noticed however that some of the amendments made in introducing those requirements resulted in the requirement being more broadly applicable than the IASB had intended. These amendments to IAS 36 therefore clarify the IASB's original intention that the scope of those disclosures is limited to the recoverable amount of impaired assets that is based on fair value less costs of disposal.

AASB 2013-3 makes the equivalent amendments to AASB 136 Impairment of Assets and is applicable to annual reporting periods beginning on or after 1 January 2014.

The adoption of these amendments has not had a material impact on the Group as they are largely of the nature of clarification of existing requirements.

### **AASB 2014-1 Amendments to Australian Accounting Standards (Part A: Annual Improvements 2010-2012 and 2011-2013 Cycles)**

Part A of AASB 2014-1 makes amendments to various Australian Accounting Standards arising from the issuance by the IASB of International Financial Reporting Standards Annual Improvements to IFRSs 2010-2012 Cycle and Annual Improvements to IFRSs 2011-2013 Cycle.

Among other improvements, the amendments arising from Annual Improvements to IFRSs 2010-2012 Cycle:

- clarify that the definition of a 'related party' includes a management entity that provides key management personnel services to the reporting entity (either directly or through a group entity)
- amend AASB 8 Operating Segments to explicitly require the disclosure of judgements made by management in applying the aggregation criteria

Among other improvements, the amendments arising from Annual Improvements to IFRSs 2011-2013 Cycle clarify that an entity should assess whether an acquired property is an investment property under AASB 140 Investment Property and perform a separate assessment under AASB 3 Business Combinations to determine whether the acquisition of the investment property constitutes a business combination.

Part A of AASB 2014-1 is applicable to annual reporting periods beginning on or after 1 July 2014.

The adoption of these amendments has not had a material impact on the Group as they are largely of the nature of clarification of existing requirements.

## 2.2 Accounting Standards issued but not yet effective and have not been early adopted by the Group

### AASB 9 Financial instruments (effective from 1 January 2018)

AASB 9 introduces new requirements for the classification and measurement of financial assets and liabilities. These requirements improve and simplify the approach for classification and measurement of financial assets compared with the requirements of AASB 139.

The Group is yet to undertake a detailed assessment of the impact of AASB 9. However, based on the entity's preliminary assessment, the Standard is not expected to have a material impact on the transactions and balances recognised in the financial statements when it is first adopted for the year ending 30 June 2019.

### AASB 15 Revenue from Contracts with Customers (effective from 1 January 2017)

AASB 15: replaces AASB 118 Revenue, AASB 111 Construction Contracts and some revenue-related Interpretations:

- Establishes a new revenue recognition model
- Changes the basis for deciding whether revenue is to be recognised over time or at a point in time
- Provides new and more detailed guidance on specific topics (e.g., multiple element arrangements, variable pricing, rights of return, warranties and licensing)
- Expands and improves disclosures about revenue

The Group is yet to undertake a detailed assessment of the impact of AASB 15. However, based on the Group's preliminary assessment, the Standard is not expected to have a material impact on the transactions and balances recognised in the financial statements when it is first adopted for the year ending 30 June 2018.

In addition to the AASB 9 and AASB 15 discussed above, a number of additional amendments have also been issued but are not effective for the current year end, which will be applicable to the Group, but are unlikely to have a material impact on the financial statements, based on management's initial consideration. These include AASB 2014-1, AASB 2014-3, AASB 2014-4, AASB 2014-5, AASB 2014-6, AASB 2014-7, AASB 2014-8, AASB 2014-9, AASB 2014-10, AASB 2015-1, AASB 2015-2, AASB 2015-3, and AASB 2015-4.

## 3 SUMMARY OF ACCOUNTING POLICIES

### 3.1 Overall considerations

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised below.

The consolidated financial statements have been prepared using the measurement bases specified by Australian Accounting Standards for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies below.

### 3.2 Basis of consolidation

The Group financial statements consolidate those of the parent company and all of its subsidiary undertakings drawn up to 30 June 2015. The parent controls a subsidiary if it is exposed, or has rights, to variable returns from its investment with the subsidiary and has the ability to affect those returns through its power over the subsidiary.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the period are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

### 3.3 Business combination

The Group applies the acquisition method in accounting for business combinations.

The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

The Group recognises identifiable assets acquired and liabilities assumed in a business combination regardless of whether they have been previously recognised in the acquiree's financial statements prior to the acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

Goodwill is stated after separate recognition of identifiable intangible assets. It is calculated as the excess of the sum of (a) fair value of consideration transferred, (b) the recognised amount of any non-controlling interest in the acquiree and (c) acquisition-date fair value of any existing equity interest in the acquiree, over the acquisition-date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum calculated above, the excess amount (i.e. gain on a bargain purchase) is recognised in profit or loss immediately.

### 3.4 Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis.

### 3.5 Foreign currency transactions and balances

#### Functional and presentation currency

The consolidated financial statements are presented in Australian dollars (AUD), which is also the functional currency of the parent company.



## Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency of the respective Group entity, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items at period end exchange rates are recognised in profit or loss.

Non-monetary items are not retranslated at period-end and are measured at historical cost (translated using the exchange rates at the date of the transactions), except for non-monetary items measured at fair value which are translated using the change rates at the date when fair value was determined.

## Foreign operations

In the Group's financial statements, all assets, liabilities and transactions of Group entities with a functional currency other than the AUD are translated into AUD upon consolidation. The functional currency of the entities in the Group has remained unchanged during the reporting period.

On consolidation, assets and liabilities have been translated into AUD at the closing rate at the reporting date. Goodwill and fair value adjustments arising on the acquisition of a foreign entity have been treated as assets and liabilities of the foreign entity and translated into AUD at the closing rate. Income and expenses have been translated into AUD at the average rate over the reporting period. Exchange differences are charged/credited to other comprehensive income and recognised in the currency translation reserve in equity. On disposal of a foreign operation the cumulative translation differences recognised in equity are reclassified to profit or loss and recognised as part of the gain or loss on disposal.

## 3.6 Segment Reporting

### Determination and presentation of operating segments

The Group determines and presents operating segments based on the information that is provided internally to the management.

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are regularly reviewed by the Group's management to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the management include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets (primarily the Company's headquarter), head office expenses, and income tax assets and liabilities.

Segment capital expenditure is the total costs incurred during the period to acquire property, plant and equipment, and intangible assets other than goodwill.

## 3.7 Exploration and evaluation expenditure

Exploration and evaluation costs, including the costs of acquiring licences, are capitalised as exploration and evaluation assets on an area of interest basis.

Exploration and evaluation assets are only recognised if the rights of the area of interest are current and either:

- the expenditures are expected to be recouped through successful development and exploitation of the area of interest; or
- activities in the area of interest have not at the reporting date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are assessed for impairment if sufficient data exists to determine technical feasibility and commercial viability and facts and circumstances suggest that the carrying amount exceeds the recoverable amount. For the purposes of impairment testing, exploration and evaluation assets are allocated to cash generating units to which the exploration activity relates. The cash generating unit shall not be larger than the area of interest.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified from exploration and evaluation expenditure to mining property and development assets within property, plant and equipment.

### 3.8 Property, plant and equipment

#### Plant and equipment and computer equipment

Plant and equipment (comprising fittings and furniture) and computer equipment are initially recognised at acquisition cost or manufacturing cost, including any costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the Group's management.

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

#### Depreciation

The depreciable amount of all fixed assets is recognised on a straight-line basis to write down the cost over the assets' estimated useful lives to the Group commencing from the time the asset is ready for use.

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

Class of fixed asset	Useful Lives	Depreciation basis
Exploration computer equipment	2.5-4.2 years	Prime cost
Exploration furniture and fittings	3-8.3 years	Prime cost
Exploration plant and equipment	2.5-8.3 years	Prime cost
Office equipment	2.5-20 years	Prime cost

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in profit or loss within other income or other expenses.

### 3.9 Leased assets

#### Finance leases

The economic ownership of a leased asset is transferred to the lessee if the lessee bears substantially all the risks and rewards of ownership of the leased asset. Where the Group is a lessee in this type of arrangement, the related asset is recognised at the inception of the lease at the fair value of the leased asset or, if lower, the present value of the lease payments plus incidental payments, if any. A corresponding amount is recognised as a finance lease liability. Leases of land and buildings are classified separately and are split into a land and a building element, in accordance with the relative fair values of the leasehold interests at the date the asset is recognised initially.

The Group does not have finance leases for the period ended 30 June 2015.

#### Operating leases

All other leases are treated as operating leases. Where the Group is a lessee, payments on operating lease agreements are recognised as an expense on a straight-line basis over the lease term. Associated costs, such as maintenance and insurance, are expensed as incurred.

### 3.10 Income tax

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

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

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

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

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

### 3.11 Revenue

Interest income is reported on an accruals basis using the effective interest method.

### 3.12 Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian or Fiji Taxation Office. In these circumstances, the

GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST.

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

### 3.13 Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with a maturity of three months or less.

### 3.14 Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument, and are measured initially at fair value adjusted by transactions costs, except for those carried at fair value through profit or loss, which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities are described below.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

#### Classification and subsequent measurement of financial assets

Financial assets in the scope of AASB 139 Financial Instruments: Recognition and Measurement are classified as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, or available-for-sale investments, as appropriate. The Group determines the classification of its financial assets after initial recognition and, when allowed and appropriate, re-evaluates this designation at each financial period end.

Loans and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortised cost using the effective interest method, less provision for impairment. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. Receivables that are not considered to be individually impaired are reviewed for impairment in groups, which are determined by reference to the industry and region of a counterparty and other credit risk characteristics. The impairment loss estimate is then based on recent historical counterparty default rates for each identified group.

#### Classification and subsequent measurement of financial liabilities

The Group's financial liabilities include borrowings and trade and other payables, which are measured subsequently at amortised cost using the effective interest method.

Trade and other payables, including accruals for goods received but not yet billed, are recognised when the Group becomes obliged to make future payments principally as a result of the purchase of goods and services.

Trade payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

### 3.15 Significant accounting judgments and key estimates

The preparation of financial reports requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Estimates and assumptions are continuously evaluated and are based on management's experience and other factor, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes would differ from these estimates if different assumptions were used and different conditions existed.

In particular, the Group has identified the following areas where significant judgements, estimates and assumptions are required, and where actual results were to differ, may materially affect the financial position or financial results reported in future periods.

(i) Exploration and evaluation expenditure (Note 14)

All capitalised exploration and evaluation expenditure (\$27,037,069 at 30 June 2015) (2014: \$1,676,551) has been capitalised on the basis that:

- the expenditures are expected to be recouped through successful development and exploitation of the area of interest; or
- activities in the area of interest have not at the reporting date, reached a stage which permits a reasonable assessment of the existence or other wise of economically recoverable reserves and active and significant operations in, or in relation to, the area of interest are continuing.

(ii) Going concern (Note 3.16)

### 3.16 Going concern

The consolidated financial statements have been prepared on a going concern basis which contemplates the realisation of assets and settlement of liabilities in the ordinary course of business.

The Group has incurred a trading loss of \$2,654,043 (2014: \$1,609,834), used \$2,530,560 (2014: \$2,465,541) of net cash in operations including payments for exploration during the year ended 30 June 2015, and has a cash balance of \$2,245,950 at 30 June 2015. These conditions give rise to a material uncertainty that may cast significant doubt upon the Group's ability to continue as a going concern. The ongoing operation of the Group is dependent upon:

- the Group raising additional funding from shareholders or other parties; and/or
- the Group reducing expenditure in-line with available funding.

The Directors have prepared cash flow projections that support the ability of the Group to continue as a going concern. These cash flow projections assume the Group obtains sufficient additional funding from shareholders or other parties. If such funding is not achieved, the Group plans to reduce expenditures significantly.

In the event that the Group does not obtain additional funding and/or reduce expenditure in-line with available funding, it may not be able to continue its operations as a going concern and therefore may not be able to realise its assets and extinguish its liabilities in the ordinary course of operations and at the amounts stated in the financial report.

### 3.17 Impairment testing of non-current assets

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount, which is the higher of fair value less costs to sell and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect management's assessment of respective risk profiles, such as market and asset-specific risks factors.

With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment charge is reversed if the cash-generating unit's recoverable amount exceeds its carrying amount.

### 3.18 Equity and reserves

Share capital represents the fair value of shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from share capital, net of any related income tax benefits.

Other components of equity include the following:

- Foreign currency translation reserve – comprises foreign currency translation differences arising on the translation of financial statements of the Group's foreign entities into AUD; and
- Retained earnings include all current and prior period retained profits.

### 3.19 Employee benefits

#### Short-term employee benefits

Short-term employee benefits are benefits, other than termination benefits, that are expected to be settled wholly within twelve (12) months after the end of the period in which the employees render the related service. Examples of such benefits include wages and salaries, non-monetary benefits and accumulating sick leave. Short-term employee benefits are measured at the undiscounted amounts expected to be paid when the liabilities are settled.

#### Other long-term employee benefits

The Group's liabilities for annual leave are included in other long term benefits as they are not expected



to be settled wholly within twelve (12) months after the end of the period in which the employees render the related service. They are measured at the present value of the expected future payments to be made to employees. The expected future payments incorporate anticipated future wage and salary levels, experience of employee departures and periods of service, and are discounted at rates determined by reference to market yields at the end of the reporting period on high quality corporate bonds (2014: government bonds) that have maturity dates that approximate the timing of the estimated future cash outflows. Any re-measurements arising from experience adjustments and changes in assumptions are recognised in profit or loss in the periods in which the changes occur.

The Group presents employee benefit obligations as current liabilities in the statement of financial position if the Group does not have an unconditional right to defer settlement for at least twelve (12) months after the reporting period, irrespective of when the actual settlement is expected to take place.

#### 4 OTHER INCOME

	2015 \$	2014 \$
Sundry income	15,528	-
Interest income	27,230	29,678
<b>Total other income</b>	<b>42,758</b>	<b>29,678</b>

#### 5 OTHER EXPENSES

	2015 \$	2014 \$
Accounting and auditor fees	247,228	190,167
Administration and consultants' expenses	528,860	782,193
Bank fees	6,878	2,936
Computer and communications	35,078	23,009
Donations	228	1,626
Insurance	2,264	12,508
IPO expenses	-	166,363
Legal expenses	2,160	1,511
Loss on disposal	425	-
Magma Mines acquisition costs	46,820	-
Mining licence application	36,086	-
Office expenses	277,570	174,730
Travel	77,079	48,317
<b>Total other expenses</b>	<b>1,260,676</b>	<b>1,403,360</b>

#### 6 FINANCE COSTS

	2015 \$	2014 \$
Interest expenses for borrowings at amortised cost		
- Related Party	24,297	-
- Third Party	72,766	671
	<b>97,063</b>	<b>671</b>

## 7 INCOME TAX

	2015 \$	2014 \$
(a) Income tax expense/(benefit)		
Current tax	-	-
Deferred tax	-	-
	-	-
(b) Reconciliation of income tax expense to prima facie tax payable:		
Loss before tax	(2,654,043)	(1,609,834)
Prima facie income tax benefit at the Australian tax rate of 30%	(796,213)	(482,950)
Increase/(decrease) in income tax expense due to:		
Assessable income/ non-deductible expenses	11,989	8,249
Non-assessable income/ deductible expenses	(55,261)	-
Tax loss not recognised	522,949	441,735
Effect of net deferred tax assets/(liabilities) not recognised	311,183	32,231
Impact of overseas tax differential	5,353	735
<b>Income tax expense/(benefit)</b>	<b>-</b>	<b>-</b>
(c) Unrecognised deferred tax assets		
Deferred tax assets have not been recognised in respect of the following items:		
Tax loss	2,099,812	923,446
Other deferred tax assets	440,150	101,106
Deferred tax liability in relation to exploration costs	(1,147,970)	(402,428)
<b>Net deferred tax assets not recognised</b>	<b>1,391,992</b>	<b>622,124</b>

## 8 LOSS PER SHARE

Basic and diluted loss per share have been calculated using:

	2015 \$	2014 \$
Loss for the year attributable to equity holders of the Company	(2,654,043)	(1,609,834)
	No of Shares	
Weighted average number of shares at the end of the year used in basic and diluted loss per share	201,264,536	115,599,069
Basic and diluted loss per share (cents per share)	(1.3187)	(1.3926)

As the Group is loss making, none of the potentially dilutive securities are currently dilutive.

## 9 CASH AND CASH EQUIVALENTS

For the purpose of the Statement of Cash Flows, cash includes cash on hand, cash at bank and short term deposits at call, net of any outstanding bank overdraft, if any. Cash at the end of the year as shown in the Statement of Cash Flows is reconciled to the related items in the Statement of Financial Position as follows.

	2015 \$	2014 \$
Cash at bank	2,245,950	670,789
Cash held in trust (in lieu of July 2014 capital raising)*	-	1,000,559
<b>Total cash and cash equivalents</b>	<b>2,245,950</b>	<b>1,671,348</b>

\* Cash held in trust relates to cash received before 30 June 2014 in anticipation of a capital raising post year end. A corresponding amount is disclosed within other creditors to reflect the liability to the Group at year end. Shares were issued by the Group on 17th July 2014.

## 10 TRADE AND OTHER RECEIVABLES

	2015 \$	2014 \$
Other receivables	928	1,298
Net GST/VAT receivable	41,419	75,946
<b>Total other receivables</b>	<b>42,347</b>	<b>77,244</b>

## 11 OTHER ASSETS

	2015 \$	2014 \$
<b>Current</b>		
Prepayments	32,267	5,283
Hire rental advance	-	450,000
<b>Total other current assets</b>	<b>32,267</b>	<b>455,283</b>
<b>Non-current</b>		
Bank guarantee deposit	106,060	104,894
Bond deposit	82,931	48,321
Other capital costs	805	750
<b>Total other non-current assets</b>	<b>189,796</b>	<b>153,965</b>

## 12 PROPERTY, PLANT AND EQUIPMENT

	2015 \$	2014 \$
<b>Exploration computer equipment</b>		
At cost	6,028	3,229
Less accumulated depreciation (depreciation is capitalised as deferred expenditure)	(3,270)	(179)
<b>Total exploration computer equipment</b>	<b>2,758</b>	<b>3,050</b>
<b>Exploration furniture and fittings</b>		
At cost	12,132	-
Less accumulated depreciation (depreciation is capitalised as deferred expenditure)	(2,218)	-
<b>Total exploration furniture and fittings</b>	<b>9,914</b>	<b>-</b>
<b>Exploration plant and equipment</b>		
At cost	486,765	21,866
Less accumulated depreciation (depreciation is capitalised as deferred expenditure)	(74,529)	(9,061)
<b>Total exploration plant and equipment</b>	<b>412,236</b>	<b>12,805</b>
<b>Office equipment</b>		
At cost	49,957	43,497
Less accumulated depreciation	(15,807)	(1,057)
<b>Total office equipment</b>	<b>34,150</b>	<b>42,440</b>
<b>Total</b>	<b>459,058</b>	<b>58,295</b>

## Movements in carrying amounts

Movements in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year:

	Exploration computer equipment \$	Exploration furniture and fittings \$	Exploration plant and equipment \$	Office equipment \$	Total \$
Gross carrying amount					
Balance at 1 July 2013	-	-	9,990	-	9,990
Additions	3,229	-	11,876	43,497	58,602
<b>Balance at 30 June 2014</b>	<b>3,229</b>	<b>-</b>	<b>21,866</b>	<b>43,497</b>	<b>68,592</b>
Depreciation and impairment					
Balance at 1 July 2013	-	-	(5,639)	-	(5,639)
Depreciation	(179)	-	(3,422)	(1,057)	(4,658)
<b>Balance at 30 June 2014</b>	<b>(179)</b>	<b>-</b>	<b>(9,061)</b>	<b>(1,057)</b>	<b>(10,297)</b>
<b>Carrying amount as at 30 June 2014</b>	<b>3,050</b>	<b>-</b>	<b>12,805</b>	<b>42,440</b>	<b>58,295</b>
Gross carrying amount					
Balance at 1 July 2014	3,229	-	21,866	43,497	68,592
Additions	-	1,985	246	7,857	10,088
Acquisition through business combination	2,592	10,752	438,446	-	451,790
Disposals	-	(1,462)	(9,454)	(1,397)	(12,313)
Net exchange difference	207	857	35,661	-	36,725
<b>Balance at 30 June 2015</b>	<b>6,028</b>	<b>12,132</b>	<b>486,765</b>	<b>49,957</b>	<b>554,882</b>
Depreciation and impairment					
Balance at 1 July 2014	(179)	-	(9,061)	(1,057)	(10,297)
Depreciation	(3,091)	(2,749)	(67,159)	(15,722)	(88,721)
Disposals	-	531	1,720	972	3,223
Net exchange difference	-	-	(29)	-	(29)
<b>Balance at 30 June 2015</b>	<b>(3,270)</b>	<b>(2,218)</b>	<b>(74,529)</b>	<b>(15,807)</b>	<b>(95,824)</b>
<b>Carrying amount as at 30 June 2015</b>	<b>2,758</b>	<b>9,914</b>	<b>412,236</b>	<b>34,150</b>	<b>459,058</b>

## 13 LEASES

### Operating leases as lessee

The Group leases 3 motor vehicles in Fiji under an operating lease. The future minimum lease payments are as follows:

	Minimum Lease Payments Due			Total \$
	Within 1 year \$	1-3 years \$	After 3 years \$	
30 June 2015	38,209	34,464	-	72,673
30 June 2014	24,753	43,317	-	68,070

Lease expense during the year amounted to \$35,306 (2014: \$6,223) representing the minimum lease payments.

The rental contract has a non-cancellable term of three years.

## 14 DEFERRED EXPLORATION AND EVALUATION EXPENDITURE

	\$
Balance at 1 July 2013	822,977
Expenditure capitalised during the year	853,574
<b>Balance at 30 June 2014</b>	<b>1,676,551</b>
Balance at 1 July 2014	1,676,551
Expenditure on acquisition through business combination	25,342,078
Expenditure capitalised during the year	1,088,850
Impairment – SPL 1454	(1,070,410)
<b>Balance at 30 June 2015</b>	<b>27,037,069</b>

The Directors have considered the requirements of AASB 6: Exploration for and Evaluation of Mineral Resources, and reviewed the carrying value of deferred exploration and evaluation expenditure. Based on this review, the Directors are satisfied that there are no impairment indicators on the Group's projects, with the exception of SPL 1454. Given the fall in the sale price for iron ore, the Directors have decided not to continue exploration on SPL 1454, and consequently have recorded an impairment provision of \$1,070,410 against all the capitalised exploration costs incurred for SPL 1454.

## 15 TRADE AND OTHER PAYABLES

	2015 \$	2014 \$
<b>Current</b>		
Trade creditors	85,951	59,636
Other creditors*	412,125	1,200,000
Accruals	118,919	28,618
<b>Total other payables</b>	<b>616,995</b>	<b>1,288,254</b>

\* Other creditors relate to cash received before 30 June 2015 in anticipation of a capital raising post year end. Shares were issued by the Group on 1st July 2015 as per note 24. The balance as at 30 June 2014 relates to a capital raising that completed on 7 July 2014.

## 16 BORROWINGS

	2015 \$	2014 \$
<b>Non-current</b>		
Loan from third party	1,848,279	-
<b>Total borrowings</b>	<b>1,848,279</b>	<b>-</b>

The outstanding loan payable to a third party as at 30 June 2015 is \$1,848,279 (2014: \$Nil). The agreed interest rate on the unsecured loan is 5%. There is no further facility with a third party available as at 30 June 2015 (2014: \$1,000,000).

There is no outstanding loan payable to a related party as at 30 June 2015 (2014: \$Nil), refer to Note 20. The total facility of the Company with the related party is \$3,500,000 as at 30 June 2015 (2014: \$4,500,000), which expires on 31 December 2016. The agreed interest rate on the unsecured loan is 5%.

## 17 ISSUED CAPITAL

	2015		2014	
	Shares	\$	Shares	\$
<b>Ordinary shares fully paid</b>	<b>224,746,947</b>	<b>33,769,580</b>	<b>119,436,540</b>	<b>6,377,744</b>

### Movements in ordinary share capital

	Notes	No. of shares	\$
<b>Ordinary shares</b>			
Balance at 1 July 2013		102,256,795	3,195,991
Fully paid ordinary shares issued 3 July 2013 at \$0.20		40,000	8,000
Fully paid ordinary shares issued 18 July 2013 at \$0.20		2,550,000	510,000
Fully paid ordinary shares issued 31 July 2013 at \$0.15		6,666,665	1,000,000
Fully paid ordinary shares issued 31 July 2013 at \$0.20		943,850	188,770
Fully paid ordinary shares issued 16 October 2013 at \$0.20		5,210,000	1,042,000
Fully paid ordinary shares issued 20 May 2014 at \$0.26		1,769,230	460,000
Less costs of issue		-	(27,017)
<b>Balance at 30 June 2014</b>		<b>119,436,540</b>	<b>6,377,744</b>
Balance at 1 July 2014		119,436,540	6,377,744
Fully paid ordinary shares issued 7 July 2014 at \$0.26		1,923,077	500,000
Fully paid ordinary shares issued 17 July 2014 at \$0.24		4,166,666	1,000,000
Fully paid ordinary shares issued 26 August 2014 at \$0.26	(1)	87,117,198	22,650,471
Fully paid ordinary shares issued 26 September 2014 at \$0.26		461,538	120,000
Fully paid ordinary shares issued 8 January 2015 at \$0.26		769,230	200,000
Fully paid ordinary shares issued 8 January 2015 at \$0.30		515,000	154,500
Fully paid ordinary shares issued 2 April 2015 at \$0.27		3,384,052	913,694
Fully paid ordinary shares issued 2 April 2015 at \$0.30		82,734	24,820
Fully paid ordinary shares issued 10 April 2015 at \$0.30		176,600	52,980
Fully paid ordinary shares issued 14 May 2015 at \$0.33		637,432	210,353
Fully paid ordinary shares issued 26 May 2015 at \$0.33		1,521,846	502,209
Fully paid ordinary shares issued 10 June 2015 at \$0.33		908,724	299,879
Fully paid ordinary shares issued 11 June 2015 at \$0.20	(2)	166,666	33,333
Fully paid ordinary shares issued 26 June 2015 at \$0.36		3,479,644	1,252,672
Less costs of issue		-	(523,075)
<b>Balance at 30 June 2015</b>		<b>224,746,947</b>	<b>33,769,580</b>

The share capital of Dome Gold Mines consists only of fully paid ordinary shares. All shares are equally eligible to receive dividends and the repayment of capital and represent one vote at the shareholders' meeting of Dome Gold Mines.

- (1) On 26 August 2014, the Company acquired Magma Mines Pty Ltd through a one-to-one share swap of 87,117,198 ordinary shares at \$0.26 per share.
- (2) On 11 June 2015, the Company issued 166,666 fully paid ordinary shares at \$0.20 per share through exercise of options, amounting to \$33,333.

## 18 CASH FLOW INFORMATION

Cash at the end of the financial year as shown in the Statement of Cash Flows is reconciled to the related items in the Statement of Financial Position as follows:

	2015 \$	2014 \$
<b>Reconciliation of cash</b>		
Cash and cash equivalents	2,245,950	1,671,348
<b>Reconciliation of cash flow from operations with loss from ordinary activities after income tax</b>		
Loss from ordinary activities after income tax	(2,654,043)	(1,609,834)
Non-cash flows in loss from ordinary activities		
Depreciation and amortisation	15,723	1,057
Impairment of exploration assets	1,070,410	-
Foreign exchange (gain)/loss	(214,402)	44,224
Changes in other assets and liabilities	36,086	-
Trade receivables and other assets	48,239	(28,691)
Trade and other payables	115,285	26,704
<b>Net cash used in operating activities</b>	<b>(1,582,702)</b>	<b>(1,566,540)</b>

## 19 REMUNERATION OF AUDITORS

During the year, the following services were paid or payable for services provided by the auditor of the company:

	2015 \$	2014 \$
<b>Grant Thornton Audit Pty Ltd</b>		
Audit services	59,500	46,000
Taxation services	19,100	3,750
<b>Total remuneration of auditor</b>	<b>78,600</b>	<b>49,750</b>



## 20 RELATED PARTIES TRANSACTIONS

The Group's related parties include its loan from related party and transactions with key management personnel as described below.

	2015 \$	2014 \$
<b>Loan from related party</b>		
Beginning of the year	-	456,589
Loans advanced	1,008,353	50,000
Loan repayments	(268,003)	(6,589)
Conversion to shares	-	(500,000)
Interest charged	24,297	-
Non-related party loan	(764,647)*	-
<b>End of period</b>	-	-

\* On 13 March 2015, Andrew Skinner resigned from Charvest Pty Ltd, and accordingly from that date the loan from Charvest Pty Ltd \$764,647 is no longer considered to be related party transactions.

The agreed interest on the loans is 5%.

From 1 July 2014 to 13 March 2015, Mr Andrew Skinner had control over an entity, Charvest Pty Ltd, which provided consulting services to the Group. The amounts billed related to this consulting services amounted to \$147,168 (2014: \$404,004), based on normal market rates and was fully paid as of the reporting date.

## 21 COMMITMENTS AND CONTINGENCIES

	2015 \$	2014 \$
<b>Tenement expenditure commitments</b>		
Within one year	-	-
Between one to five years	2,965,948	2,437,551
<b>Total</b>	<b>2,965,948</b>	<b>2,437,551</b>

There are no contingent assets or liabilities as at the date of this financial report.

SPL 1451, 1452 and SPL1454 are renewed until August 2016, and SPL 1495 is renewed until July 2018.

## 22 SEGMENT REPORTING

Segment information is presented in respect of the Group's management and internal reporting structure.

Inter-segment pricing is determined on an arm's length basis.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly income earning assets and revenue, interest bearing loans, borrowings and expenses, and corporate assets and expenses.

Segment capital expenditure is the total cost incurred during the year to acquire segment assets that are expected to be used for more than one year.

## Geographical segments

For the financial year ended 30 June 2015 the Company principally operated in Fiji in the mineral exploration sector.

The Group has one reportable segment, as described below:

	Fiji \$	Unallocated \$	Consolidated Total \$
<b>OPERATING SEGMENT</b>			
<b>30 June 2014</b>			
<b>Segment revenue</b>			
Revenue – external	-	-	-
Finance income	386	29,292	29,678
<b>Total revenue</b>	<b>386</b>	<b>29,292</b>	<b>29,678</b>
Depreciation	-	1,057	1,057
<b>Segment loss</b>	<b>(49,069)</b>	<b>(1,560,765)</b>	<b>(1,609,834)</b>
<b>Segment assets</b>	<b>1,132,650</b>	<b>2,960,036</b>	<b>4,092,686</b>
<b>Segment liabilities</b>	<b>1,173,039</b>	<b>115,215</b>	<b>1,288,254</b>
<b>30 June 2015</b>			
<b>Segment revenue</b>			
Revenue – external	-	15,528	15,528
Finance income	676	26,554	27,230
<b>Total revenue</b>	<b>676</b>	<b>42,082</b>	<b>42,758</b>
Depreciation	-	15,723	15,723
<b>Segment gain/(loss)</b>	<b>(566,092)</b>	<b>(2,087,951)</b>	<b>(2,654,043)</b>
<b>Segment assets</b>	<b>25,874,828</b>	<b>4,131,659</b>	<b>30,006,487</b>
<b>Segment liabilities</b>	<b>2,853,254</b>	<b>(387,980)</b>	<b>2,465,274</b>

Reconciliation of reportable segment profit & loss, assets and liabilities

	2015 \$	2014 \$
<b>Loss before tax</b>		
Loss before tax for reportable segment	(566,092)	(49,069)
Other loss before tax unallocated	(2,087,951)	(1,560,765)
<b>Consolidated loss before tax</b>	<b>(2,654,043)</b>	<b>(1,609,834)</b>
<b>Assets</b>		
Total assets for reportable segments	25,874,828	1,132,650
Intercompany eliminations	(6,527,253)	(1,144,181)
Other assets unallocated	10,658,912	4,104,217
<b>Consolidated assets</b>	<b>30,006,487</b>	<b>4,092,686</b>
<b>Liabilities</b>		
Total liabilities for reportable segments	2,853,254	1,173,039
Intercompany eliminations	(6,527,253)	(1,144,181)
Other liabilities unallocated	6,139,273	1,259,396
<b>Consolidated liabilities</b>	<b>2,465,274</b>	<b>1,288,254</b>

## 23 PARENT ENTITY DISCLOSURES

As at and throughout the financial year ended 30 June 2015 the parent entity of the Group was Dome Gold Mines Ltd.

	2015 \$	2014 \$
<b>Statement of profit or loss and other comprehensive income</b>		
Net loss for the year	(1,951,767)	(1,560,765)
Other comprehensive income	-	-
<b>Total comprehensive loss</b>	<b>(1,951,767)</b>	<b>(1,560,765)</b>
<b>Statement of financial position</b>		
Current assets	7,483,293	3,291,889
Non-current assets	23,314,971	866,169
Total assets	30,798,264	4,158,058
Current liabilities	611,254	1,259,396
Non-current liabilities	1,848,279	-
Total liabilities	2,459,533	1,259,396
<b>Net assets/(liabilities)</b>	<b>28,338,731</b>	<b>2,898,662</b>
<b>Equity</b>		
Issued capital	33,769,580	6,377,744
Accumulated losses	(5,430,849)	(3,479,082)
<b>Total equity</b>	<b>28,338,731</b>	<b>2,898,662</b>

The directors are of the opinion that no contingencies existed at, or subsequent to year end.

## 24 POST-REPORTING DATE EVENTS

Subsequent to the end of the financial year:

### Issue of share capital

- On 1 July 2015 the Company completed a placement of 1,144,791 fully paid ordinary shares at \$0.36 per share to raise \$412,125.
- On 15 July 2015 the Company issued 166,666 fully paid ordinary shares upon an exercise of options at \$0.20 per share raising \$33,333.
- On 13 August 2015 the Company issued 166,666 fully paid ordinary shares upon an exercise of options at \$0.20 per share raising \$33,333.

No other matters or circumstances have arisen since the end of the year that have significantly affected or may significantly affect either:

- the entity's operations in future financial years;
- the results of those operations in future financial years; or
- the entity's state of affairs in future financial years.

## 25 SUBSIDIARIES

Particulars in relation to controlled entities:

Controlled entities	Country of incorporation	Company interest in ordinary shares	
		2015 %	2014 %
Dome Mines Limited	Fiji	100	100
Magma Mines Pty Ltd (formerly Magma Mines Ltd)	Australia	100	-
Magma Mines Limited	Fiji	100	-

## 26 BUSINESS COMBINATION

On 26 August 2014, the Group acquired 100% of Magma Mines Ltd through one-to-one share swap of 87,117,198 shares. Magma Mines Ltd owns 100% of Magma Mines Ltd (Fiji), a Fiji based business. As at the acquisition date, the book net liabilities of Magma Mines Ltd were \$690,461, and the Independent Expert Report assessed the fair value of the assets and liabilities acquired. The acquisition was made to enable Dome to hold 100% of SPL 1495 in Fiji, which is owned by Magma Mines Ltd (Fiji). The acquired business contributed no income and a net loss of \$79,528 to the consolidated entity for the period from 26 August to 30 June 2015. If the acquisition occurred on 1st July 2014, the contributions would have been no income and a net loss of \$161,220.

Acquisition costs of \$46,820 were expensed to the profit or loss during the financial half year and total acquisition costs were \$46,820.

The Group applies the acquisition method in accounting for business combinations.

Details of the business combination are as follows:

	Fair Value \$
<b>Fair value of consideration transferred</b>	
Equity instruments	22,650,471
<b>Total</b>	<b>22,650,471</b>
<b>Recognised amounts of identifiable net assets</b>	
Cash and cash equivalents	1,955
Trade and other receivables	17,657
Other assets	26,352
<b>Total current assets</b>	<b>45,964</b>
Property, plant and equipment	451,790
Deferred exploration and evaluation expenditure	25,342,078
Other assets	26,594
<b>Total non current assets</b>	<b>25,820,462</b>
Trade and other payables	(505,006)
<b>Total current liabilities</b>	<b>(505,006)</b>
Borrowings	(2,710,949)
<b>Total non-current liabilities</b>	<b>(2,710,949)</b>
<b>Net identifiable assets and liabilities assumed</b>	<b>22,650,471</b>
Consideration transferred in cash	-
Cash and cash equivalents acquired	1,955
<b>Net cash inflow on acquisition</b>	<b>1,955</b>

## 27 FINANCIAL INSTRUMENT RISK

### 27.1 Risk management objectives and policies

The Group is exposed to various risks in relation to financial instruments. The Group's financial assets and liabilities by category are summarised in note 3.14. The main types of risks are market risk, credit risk and liquidity risk.

The Group's risk management is coordinated by management, in close co-operation with the board of directors, and focuses on actively securing the Group's short to medium term cash flows by minimising the exposure to financial markets.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed are described below.

The Group is exposed to market risk through its use of financial instruments and specifically to currency risk and certain other price risks, which result from both its operating and investing activities.

### 27.2 Market risk analysis

The Group is exposed to market risk through its use of financial instruments and specifically to currency risk, interest rate risk and certain other price risks, which result from both its operating and investing activities.

#### Foreign currency sensitivity

Most of the Group's transactions are carried out in AUD. Exposures to currency exchange rates arise from the Group's overseas purchases, which are primarily denominated in Fijian dollars (FJD). To mitigate the Group's exposure to foreign currency risk, non-AUD cash flows are monitored.

The following table illustrates the sensitivity of profit in regards to the Group's financial assets and financial liabilities and the AUD/FJD exchange rate 'all other things being equal'. It assumes a +/- 4.73% change of the AUD/FJD exchange rate for the year ended 30 June 2015. This percentage has been determined based on the average market volatility in exchange rates in the previous 12 months. The sensitivity analysis is based on the Group's foreign currency financial instruments held at each reporting date and also takes into account forward exchange contracts that offset effects from changes in currency exchange rates.

If the AUD had strengthened against the FJD by 4.73% (2014: 0.87%) then this would have had the following impact:

	Profit for the year			Equity		
	AUD \$	FJD \$	Total \$	AUD \$	FJD \$	Total \$
30 June 2015	141,392	-	141,392	141,392	-	141,392
30 June 2014	9,882	-	9,882	9,882	-	9,882

If the AUD had weakened against the FJD by 4.73% (2014: 0.87%) then this would have had the following impact:

	Profit for the year			Equity		
	AUD \$	FJD \$	Total \$	AUD \$	FJD \$	Total \$
30 June 2015	(141,392)	-	(141,392)	(141,392)	-	(141,392)
30 June 2014	(9,882)	-	(9,882)	(9,882)	-	(9,882)

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's exposure to currency risk.

### Interest rate sensitivity

Interest risk arises from the use of interest bearing financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk).

The Group's policy is to minimise interest rate cash flow risk exposures on financing. Borrowings are therefore usually at fixed rates. At 30 June 2015, the Group is not exposed to changes in market interest rates through borrowings as all borrowings are at fixed interest rates.

At 30 June 2015, the Group's exposure to cash flow interest relates primarily to cash at bank of the Group which bears floating rates. The Group is considering investing surplus cash in long term deposits at fixed rates in the future.

As at the end of the reporting period, the Group had the following floating financial instruments:

	2015		2014	
	Weighted average interest rate %	Balance \$	Weighted average interest rate %	Balance \$
Cash and cash equivalents	1.57	2,245,950	2.07	1,671,348

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit (through the impact on floating rate financial assets and financial liabilities).

	2015		2014	
	+0.05% \$	-0.05% \$	+0.05% \$	-0.05% \$
Profit/(loss) for the year	11,230	(11,230)	8,360	(8,360)

Significant assumptions used in interest rate exposure sensitivity analysis:

- (i) Reasonable possible movements in interest rates were determined based on the current levels of cash at bank and debt, relationships with financial institutions and economic forecaster's expectations.
- (ii) The net exposure at balance date is representative of what the Group was and is expecting to be exposed to in the next twelve months from balance date.

### 27.3 Credit risk analysis

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments, for example by receivables from other parties, placing deposits etc. The Group's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised below:

	2015 \$	2014 \$
<b>Classes of financial assets - carrying amounts:</b>		
Cash and cash equivalents	2,245,950	1,671,348
Trade and other receivables	42,347	532,527
Bank guarantee deposit	106,060	104,894
Bond deposit	82,931	48,321
<b>Carrying amount</b>	<b>2,477,288</b>	<b>2,357,090</b>

The Group continuously monitors defaults of other counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on other counterparties are obtained and used. The Group's policy is to deal only with creditworthy counterparties.

The Group's management considers that all the above financial assets that are not impaired or past due for each of the reporting dates under review are of good credit quality. The Group currently has no receivables from trading therefore is not exposed to credit risk in relation to trade receivables.

None of the Group's financial assets are secured by collateral or other credit enhancements.

The credit risk for cash and cash equivalents, bank guarantee deposit and bond deposit is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

### 27.4 Liquidity risk analysis

Liquidity risk is that the Group might be unable to meet its obligations. The Group manages its liquidity needs by monitoring scheduled debt servicing payments for financial liabilities as well as forecast cash inflows and outflows due in day-to-day business. The data used for analysing these cash flows is consistent with that used in the contractual maturity analysis below. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a 180-day and a 360-day lookout period are identified monthly. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls. This analysis shows that available borrowing facilities are expected to be sufficient over the lookout period.

The Group's objective is to maintain cash and marketable securities to meet its liquidity requirements for 90-day periods at a minimum. This objective was met for the reporting periods. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities.



As at 30 June 2015, the Group's non-derivative financial liabilities have contractual maturities (including interest payments where applicable) as summarised below:

	Current		Non current	
	Within 6 months \$	6 to 12 months \$	1 to 5 years \$	Later than 5 years \$
<b>30 June 2014</b>				
Related party loans	-	-	-	-
Third party loans	-	-	-	-
Trade and other payables	1,288,254	-	-	-
<b>Total</b>	<b>1,288,254</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>30 June 2015</b>				
Related party loans	-	-	-	-
Third party loans	-	-	1,848,279	-
Trade and other payables	616,995	-	-	-
<b>Total</b>	<b>616,995</b>	<b>-</b>	<b>1,848,279</b>	<b>-</b>

## 28 CAPITAL RISK MANAGEMENT

The Group manages its risk exposure of its financial instruments in accordance with the guidance of the Board of Directors. The Group uses different methods to manage and minimise its exposure to risks. These include monitoring levels of interest rates fluctuations to maximise the return of bank balances and liquidity risk is monitored through the development of future rolling cash flow forecasts.

The final approval and monitoring of any of these policies is done by the Board which review and agrees on the policies for managing risks.

The primary responsibility to monitor the financial risks lies with the Directors and the Company Secretary under the authority of the Board. The Board approved policies for managing risks including the setting up of approval limits for purchases and monitoring projections of future cash flows.

## 29 AUTHORISATION OF FINANCIAL STATEMENTS

The consolidated financial statements for the year ended 30 June 2015 (including comparatives) were approved by the board of directors on 28 August 2015.

# DIRECTORS' DECLARATION

The directors of the Company declare that:

1. The consolidated financial statements and notes of Dome Gold Mines Ltd are in accordance with the Corporations Act 2001, including
  - i. giving a true and fair view of its financial position as at 30 June 2015 and of its performance for the financial year ended on that date; and
  - ii. complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
  - iii. complying with International Financial Reporting Standards as disclosed in Note 1; and
2. There are reasonable grounds to believe that Dome Gold Mines Ltd will be able to pay its debts as and when they become due and payable.
3. The directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the Chief Executive Officer (or equivalent) and Chief Financial Officer (or equivalent) for the financial year ended 30 June 2015.

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

On behalf of the Board



Garry Lowder  
Chairman  
Dated this 28 August 2015  
Sydney

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**Independent Auditor's Report  
To the Members of Dome Gold Mines Limited**

**Report on the financial report**

We have audited the accompanying financial report of Dome Gold Mines Limited (the "Company"), which comprises the consolidated statement of financial position as at 30 June 2015, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the consolidated entity comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

**Directors' responsibility for the financial report**

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

**Auditor's responsibility**

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

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

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial report.

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

#### **Independence**

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

#### **Auditor's opinion**

In our opinion:

- a the financial report of Dome Gold Mines Limited is in accordance with the Corporations Act 2001, including:
  - i giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the year ended on that date; and
  - ii complying with Australian Accounting Standards and the Corporations Regulations 2001; and
- b the financial report also complies with International Financial Reporting Standards as disclosed in the notes to the financial statements.

#### **Material uncertainty regarding continuation as a going concern**

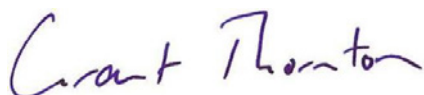
Without qualifying our conclusion, we draw attention to Note 3.16 to the financial statements which indicates the consolidated entity incurred a net loss of \$2,654,043, has net cash used in operations (including payments for exploration) of \$2,530,560 during the year ended 30 June 2015, and has a cash balance of \$2,245,950 as at that date. These conditions, along with other matters as set forth in Note 3.16, indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern and therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business, and at the amounts stated in the financial report.

**Report on the remuneration report**

We have audited the remuneration report included in pages 18 to 20 of the directors' report for the year ended 30 June 2015. The Directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

**Auditor's opinion on the remuneration report**

In our opinion, the remuneration report of Dome Gold Mines Limited for the year ended 30 June 2015, complies with section 300A of the Corporations Act 2001.



GRANT THORNTON AUDIT PTY LTD  
Chartered Accountants



C F Farley  
Partner - Audit & Assurance

Sydney, 28 August 2015

# ASX ADDITIONAL INFORMATION

Additional information required by the ASX Limited Listing Rules and not disclosed elsewhere in this report is set out below. The information is effective as at 31 August 2015.

## SECURITIES EXCHANGE

The Company is listed on the Australian Securities Exchange. The Home Exchange is Sydney.

## SUBSTANTIAL SHAREHOLDERS

The number of substantial shareholders and their associates are set out below:

Shareholder	Number of shares
Onizaki Corporation	30,000,000
Tiger Ten Investment Limited	23,815,000
Hillside Meadows Ltd	18,750,000
Long-Last Enterprises Ltd	16,823,850
Summerfell Investments Ltd	16,500,000

## VOTING RIGHTS

The voting rights attached to ordinary shares, as set out in the Company's Constitution, are that every member in person or by proxy, attorney or representative, shall have one vote on a show of hands and one vote for each share held on a poll.

A member holding partly paid shares is entitled to a fraction of a vote equivalent to the proportion which the amount paid up bears to the issue price for the shares.

Options don't carry voting rights.

## DISTRIBUTION OF SHAREHOLDERS

The total distribution of fully paid shareholders, being the only class of equity was as follows:

Holding	Number of holders	
	Ordinary Shares	30 Sept 2015 Options Unlisted options
1 - 1,000	1	-
1,001 - 5,000	10	-
5,001 - 10,000	218	-
10,001 - 100,000	141	-
100,001 and over	70	15
<b>Total</b>	<b>440</b>	<b>15</b>

There was one holder of less than a marketable parcel of 2,500 ordinary shares.

Number of ordinary shares issued: 226,225,070

Number of unlisted options issued: 9,481,731

## ON MARKET BUY BACK

There is no on market buy-back.

## TWENTY LARGEST SHAREHOLDERS

The twenty largest quoted shareholders held 84.85% of the fully paid ordinary shares as follows:

Name	Ordinary Shares	
	Quantity	%
Onizaki Corporation	30,000,000	13.26%
Tiger Ten Investment Limited	23,815,000	10.53%
Hillside Meadows Ltd	18,750,000	8.29%
Long-Last Enterprises Ltd	16,823,850	7.44%
Summerfell Investments Ltd	16,500,000	7.29%
Fleet Market Investments Pty Ltd	10,016,499	4.43%
Globe Street Investments Pty Ltd <FRG Superannuation Fund A/C>	10,000,000	4.42%
Globe Street Investments Pty Ltd <Globe Street Investments A/C>	10,000,000	4.42%
Hadeon Valley Holdings Inc.	10,000,000	4.42%
Brave Top Enterprises Ltd	5,500,000	2.43%
Cybersys Inc	5,500,000	2.43%
Kimcroft Trading Pty Ltd	5,000,000	2.21%
Thamadia Nominees Pty Ltd <Jean White Super Fund A/c>	5,000,000	2.21%
Charvest Pty Ltd	4,750,000	2.10%
Mr Huanrong Ma	3,416,666	1.51%
Precious Tori Ltd	3,092,627	1.37%
Adowork Co Ltd	2,916,667	1.29%
SST Trading Pty Ltd <A/C Go Forth Investment A/c>	2,750,000	1.22%
Mr Akio Kawato	2,183,332	0.97%
Mr Qian Yu	2,083,333	0.92%

## DOMESTIC TENEMENTS SCHEDULE

The mining tenement held by Dome Gold Mines Ltd:

Tenement	Location	Holder	Area (Ha)	Expiry Date	Interest %
SPL 1451	Kadavu Island Group	Dome Mines Ltd	4,440	22/08/2016	100
SPL 1452	Central Viti Levu	Dome Mines Ltd	42,570	26/08/2016	100
SPL 1454	Nasivi-Yaqara Deltas	Dome Mines Ltd	12,510	22/08/2016	100
SPL 1495	Sigatoka Iron Sand	Magma Mines Ltd	2,522	13/07/2018	100

**Note:** Magma Mines Ltd is a wholly owned subsidiary of Dome Gold Mines Ltd. All tenements are located in the Republic of Fiji.



## JORC 2012 RESOURCE STATEMENT AS AT 30 JUNE 2015

SIGATOKA RIVER INDICATED AND INFERRED RESOURCE ESTIMATE SUMMARIES																			
JORC Classification	ZONE	VOLUME (m <sup>3</sup> )	DENSITY (g/cm <sup>3</sup> )	TONNES (t)	HM TONNES (t)	MAG1 TONNES (t)	%HM Feed	%HM in Sand	+4mm Sand	1-4mm Sand	38micron-1mm Sand	-38micron	Average MAGSUS	%MAG1 in Feed	%V in MAG1	%TiO <sub>2</sub> in MAG1	%Fe in MAG1	%SiO <sub>2</sub> in MAG1	%Al <sub>2</sub> O <sub>3</sub> in MAG1
Indicated	Lower Fine Sand [ZONE 1]	10,455,000	1.8	18,819,000	2,176,686	344,765	11.6	15.8	8.7	10.5	73.1	7.6	16.6	1.8	0.35	6.6	56.4	4.6	3.8
	Upper Coarse Sand [ZONE 2]	3,616,875	1.8	6,510,375	749,895	98,882	11.5	19.7	17.5	20.3	58.3	3.9	14.3	1.5	0.36	6.6	57.1	4.2	3.7
	Subtotal	14,071,875	1.8	25,329,375	2,926,581	443,648	11.6	16.8	11.0	13.0	69.3	6.7	16.0	1.8	0.35	6.6	56.6	4.5	3.7
Inferred	Lower Fine Sand [ZONE 1]	2,547,188	1.8	4,584,938	488,976	75,814	10.7	15.7	10.4	13.1	68.6	7.9	12.9	1.7	0.36	6.6	56.9	4.4	3.7
	Upper Coarse Sand [ZONE 2]	749,063	1.8	1,348,313	145,771	15,437	10.8	19.9	21.1	20.9	53.5	4.5	11.7	1.1	0.36	6.6	57.4	4.3	3.8
	Subtotal	3,296,250	1.8	5,933,250	634,747	91,251	10.7	16.6	12.8	14.9	65.2	7.1	12.6	1.5	0.36	6.6	57.0	4.4	3.7
	TOTAL	17,368,125	1.8	31,262,625	3,561,328	534,899	11.4	16.8	11.3	13.4	68.5	6.8	15.4	1.7	0.4	6.6	56.7	4.5	3.7

KULUKULU INFERRED RESOURCE ESTIMATE SUMMARIES																
JORC Classification	ZONE	VOLUME (m <sup>3</sup> )	DENSITY (g/cm <sup>3</sup> )	TONNES (t)	HM TONNES (t)	MAG1 TONNES (t)	%HM in Feed	%HM in Sand	+4mm Sand	1-4mm Sand	45micron-1mm Sand	-45micron	Average MAGSUS	%MAG1 in Feed	%Fe in MAG1	%TiO <sub>2</sub> in MAG1
Inferred	Lower Fine Sands [ZONE 1]	26,503,750	1.8	47,706,750	6,482,038	1,371,544	13.6	17.0	4.2	9.4	79.6	6.8	19.4	2.9	53.8	6.5
	Upper Coarse Sands [ZONE 2]	23,972,500	1.8	43,150,500	9,044,127	1,120,794	21.0	24.4	3.3	6.7	85.3	4.7	21.7	2.6	53.8	6.5
	Eluvial Sands [ZONE 3]	5,166,250	1.8	9,299,250	1,723,947	243,101	18.5	25.0	6.5	9.3	72.6	11.5	19.7	2.6	53.9	6.5
	TOTAL	55,642,500	1.8	100,156,500	17,250,111	2,735,439	17.2	20.9	4.0	8.2	81.4	6.3	20.4	2.7	53.8	6.5

**Note:** The table presents the Indicated and Inferred estimates without rounding and this is not intended to convey an increase in the precision of the estimates.  
The cut-off grade used is 8% HM.  
Mag 1 represents magnetic minerals captured at 300 Gauss.

### Sigatoka River and Kulukulu resource area and estimates

**Note 1:** The JORC 2012 resource estimate on the Sigatoka Ironsand Project was prepared by independent resource consultants and issued in a report entitled "Sigatoka Ironsand Project JORC 2012 Report Mineral Resource Estimate" dated 8 October 8 2014 and announced to the market in an ASX release dated 10 October 2014.

**Note 2:** There has been no reduction or increase in the resource estimate during the reporting period.

## COMPETENT PERSONS STATEMENTS

The information in this Annual Report that relates to Mineral Resources is based on information compiled by Mr Geoffrey Richards, a Competent Person who is a member of the Australian Institute of Geoscientists, Mr Richard Stockwell, a Competent Person who is a member of the Australian Institute of Geoscientists, and Mr Gavin Helgeland, a Competent Person who is a member of the Australian Institute of Geoscientists. Mr Richards is a geological consultant and Director of Lionhart Consulting Services, and Mr Stockwell is Managing Director and Mr Helgeland is Principal Geologist of Hornet Drilling and Geological Services Pty Ltd. Mr Richards, Mr Stockwell and Mr Helgeland collectively and individually have sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration at Sigatoka and to the activity being undertaken to qualify as Competent Persons as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Richards, Mr Stockwell and Mr Helgeland consent to the inclusion in the Annual Report of the matters based on their information in the form and context in which it appears. They do not hold shares in Dome and have been paid normal consulting fees for provision of this information.

The information in this report that relates to Exploration Results is based on information compiled by John V McCarthy, who is the Chief Executive Officer of the Company. Mr McCarthy is a geologist who is a Member of the Australasian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activities which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr McCarthy, through his family Superfund, holds shares in the Company. He consents to the inclusion in this Annual Report of the matters based on his information in the form and context in which it appears.

## GOVERNANCE ARRANGEMENTS

Dome's management and Board of Directors include individuals with many years' work experience in the mineral exploration and mining industry who monitor all exploration programs and oversee the preparation of reports on behalf of the Company by independent consultants. The exploration data is produced by or under the direct supervision of qualified geoscientists. In the case of drill hole data half core samples are preserved for future studies and quality assurance and quality control. The Company uses only accredited laboratories for analysis of samples and records the information in electronic databases that are automatically backed up for storage and retrieval purposes.

# CORPORATE DIRECTORY

**ABN 49 151 996 566**

## **Directors**

Dr Garry Lowder (Chairman)  
Mr Andrew Skinner (Non-Executive Director)  
Mr Tadao Tsubata (Non-Executive Director)  
Mr Allen Jay (Non-Executive Director)

## **Company Secretary**

Mr Marcelo Mora

## **Corporate Office**

Level 7, 71 Macquarie Street  
Sydney NSW 2000  
Australia

## **Registered Office**

Level 7, 71 Macquarie Street  
Sydney NSW 2000  
Australia

## **Auditors**

Grant Thornton Audit Pty Ltd  
Level 17, 383 Kent Street  
Sydney NSW 2000

## **Bankers**

National Australia Bank  
255 George Street  
Sydney NSW 2000

## **Solicitors**

Websters  
Level 11, 37 Bligh Street  
Sydney NSW 2000



**Dome Gold Mines Ltd**

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## **NOTICE OF ANNUAL GENERAL MEETING**

– and –

## **EXPLANATORY MEMORANDUM**

– and –

## **PROXY FORM**

**DATE & TIME OF MEETING:** Thursday 12 November 2015 at 12 pm

**VENUE:** Level 7, 71 Macquarie Street Sydney NSW 2000

**These documents should be read in their entirety.**

**If shareholders are in any doubt as to how they should vote,  
they should seek advice from their professional advisors.**



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members is to be convened at Level 7, 71 Macquarie Street, Sydney, NSW, 2000 on 12 November 2015 at 12 pm.

### AGENDA

#### ORDINARY BUSINESS

##### 1. Financial Reports for the Year Ended 30 June 2015

To receive and consider the Company's Annual Financial Reports, the Directors' Report and the Auditor's Report for the year ended 30 June 2015.

To consider and, if thought fit, pass the following resolutions, with or without amendment:

##### 2. Resolution 1 Adoption of the Remuneration Report

'That the Remuneration Report for the year ended 30 June 2015 be and is hereby adopted.'

##### 3. Resolution 2 Re-election of a Director

'That Andrew Skinner be and is hereby re-elected as a Director.'

##### 4. Resolution 3 Re-election of a Director

'That Allen Jay be and is hereby re-elected as a Director.'

##### 5. Resolution 4 Ratification of Prior Issue Shares

'That the issue of 769,230 fully paid ordinary shares in the Company on 8 January 2015 for \$0.26 per share to Katsuji Kato be and is hereby ratified for the purposes of ASX Listing Rules 7.4 and 7.5.'

##### 6. Resolution 5 Ratification of Prior Issue Shares

'That the issue of 515,000 fully paid ordinary shares in the Company on 8 January 2015 for \$0.30 per share to Aid Alpha Co., Ltd be and is hereby ratified for the purposes of ASX Listing Rules 7.4 and 7.5.'

##### 7. Resolution 6 Ratification of Prior Issue Shares

'That the issue of 3,384,052 fully paid ordinary shares in the Company on 2 April 2015 for \$0.27 per share to Daisaku Ohtsubo, Mamoru Ota and Taiken Okamura be and is hereby ratified for the purposes of ASX Listing Rules 7.4 and 7.5.'

##### 8. Resolution 7 Ratification of Prior Issue Shares

'That the issue of 82,734 fully paid ordinary shares in the Company on 2 April 2015 for \$0.30 per share to Shu Yoshida and Tsuyoshi Yamanaka be and is hereby ratified for the purposes of ASX Listing Rules 7.4 and 7.5.'

##### 9. Resolution 8 Ratification of Prior Issue Shares

'That the issue of 176,600 fully paid ordinary shares in the Company on 10 April 2015 for \$0.30 per share to Haruna Body Koujou be and is hereby ratified for the purposes of ASX Listing Rules 7.4 and 7.5.'

##### 10. Resolution 9 Ratification of Prior Issue Shares

'That the issue of 637,432 fully paid ordinary shares in the Company on 14 May 2015 for \$0.33 per share to Hiromitsu Tsurutu be and is hereby ratified for the purposes of ASX Listing Rules 7.4 and 7.5.'

##### 11. Resolution 10 Ratification of Prior Issue Shares

'That the issue of 1,521,846 fully paid ordinary shares in the Company on 26 May 2015 for \$0.33 per share to Mitsuko Miyashita, Akio Miyashita and Yoshito Nagao be and is hereby ratified for the purposes of ASX Listing Rules 7.4 and 7.5.'



**12. Resolution 11 Ratification of Prior Issue Shares**

'That the issue of 908,724 fully paid ordinary shares in the Company on 10 June 2015 for \$0.33 per share Takahashi Seiichi be and is hereby ratified for the purposes of ASX Listing Rules 7.4 and 7.5.'

**13. Resolution 12 Ratification of Prior Issue Shares**

'That the issue of 3,479,644 fully paid ordinary shares in the Company on 26 June 2015 for \$0.36 per share to Mitoshi Inamory, Naomi Nakabayashi and Adowork Co., Ltd be and is hereby ratified for the purposes of ASX Listing Rules 7.4 and 7.5.'

**14. Resolution 13 Ratification of Prior Issue Shares**

'That the issue of 1,144,791 fully paid ordinary shares in the Company on 1 July 2015 for \$0.36 per share to Katsuji Kato, Takasaki Sogo Consultants and Miyashita Denki be and is hereby ratified for the purposes of ASX Listing Rules 7.4 and 7.5.'

To transact any other business that may be brought forward in accordance with the Company's Constitution.

**By order of the Board**

**Marcelo Mora**  
**Company Secretary**  
7 October 2015

## **EXPLANATORY MEMORANDUM TO THE NOTICE OF ANNUAL GENERAL MEETING**

This Explanatory Memorandum has been prepared to assist members to understand the business to be put to members at the Annual General Meeting to be held at Level 7, 71 Macquarie Street, Sydney, NSW, on Thursday, 12 November 2015 at 12 pm Eastern Daylight Saving Time (EDST).

### **1. Financial Report**

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2015 will be laid before the meeting. There is no requirement for shareholders to approve these reports, however, the Chairman of the meeting will allow a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

### **2. Adoption of Remuneration Report**

The Remuneration Report, which can be found as part of the Directors' Report in the Company's 2015 Annual Report, contains certain prescribed details, sets out the policy adopted by the Board of Directors and discloses the payments to key management personnel, Directors and senior executives.

In accordance with section 250R of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. The resolution is advisory only and does not bind the Directors or the Company.

Shareholders will be given a reasonable opportunity at the meeting to comment on and ask questions about the Company's Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

### **Voting Exclusion Statement**

A vote on the resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- a member of the key management personnel details of whose remuneration are included in the remuneration report;
- a close related party of such a member.

However such a person may cast a vote on the resolution if:

- the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- the vote is not cast on behalf of such a person.

**The Directors recommend that you vote IN FAVOUR of advisory Resolution 1.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 1.**

### **3. Re-election of Andrew Skinner**

In accordance with Article 39.1 of the Company's Constitution, a Director must not hold office without re-election past the third Annual General Meeting following the Director's appointment or three years, whichever is longer. A Director who retires in accordance with these requirements is eligible for re-election. Mr Andrew Skinner retires by rotation and, being eligible, offers himself for re-election.

Mr Andrew Skinner qualified as a Chartered Accountant in 1986 with Price Waterhouse Coopers and commenced a specialisation in superannuation governance. He is a specialist in superannuation taxation and small business structuring and advice. He also holds a Master of Economics from Macquarie University and a Master of Corporate Governance from the University of Technology Sydney. In 2004 Andrew was the founding director of Augur Resources Ltd which went on to list on the ASX (AUK). Currently, Andrew is Principal of Andrew Skinner & Associates Pty Ltd a CPA Public Practice based in Chatswood. Andrew is also a Justice of the Peace and a Registered Tax Agent.

Andrew's extensive experience with mineral exploration companies resulted in his appointment as a director of Zamia Metals Ltd (ZGM), which listed on the ASX in January 2007, and he remains on that Board as Chairman.

Involved with Dome Mines since July 2009, Andrew has been working with the management and shareholders to bring Dome to its current state.

Andrew is a Sessional Lecturer at Macquarie University in the School of Accounting and Corporate Governance teaching in the fields of Enterprise Risk Management, Sustainability Reporting and Business Ethics and Corporate Governance.

**With Andrew Skinner abstaining, the Directors recommend that you vote IN FAVOUR of Resolution 2. The Chairman for this Resolution intends to vote undirected proxies IN FAVOUR of Resolution 2.**

### **4. Re-election of Allen Jay**

In accordance with Article 39.1 of the Company's Constitution, a Director must not hold office without re-election past the third Annual General Meeting following the Director's appointment or three years, whichever is longer. A Director who retires in accordance with these requirements is eligible for re-election. Mr Allen Jay retires by rotation and, being eligible, offers himself for re-election.

Mr Allen Jay has vast experience as a geologist and analytical chemist, working in Australia, Fiji, the Philippines and Indonesia in the mining industry in roles ranging from regional exploration to project management. For five years, Allen led the exploration team in the evaluation of Fiji's Namosi porphyry copper deposits. These are located on tenements now owned by Newcrest that are adjacent to Dome's Central Viti Levu Project.

Allen has been a Geologist/Geochemist for the last 40 years and is a member of AusIMM. Previously Allen worked for Placer Dome Asia Pacific as Exploration Manager, Projects, and Philippines and then became its Regional Exploration Manager overseeing project work in the Philippines, Indonesia, New South Wales and Western Australia.

He holds a Bachelor of Earth Science (Geology) from Macquarie University and a Chemistry Certificate – Inorganic Analytical Chemistry from the Newcastle Technical College, Newcastle.

**With Allen Jay abstaining, the Directors recommend that you vote IN FAVOUR of Resolution 3. The Chairman for this Resolution intends to vote undirected proxies IN FAVOUR of Resolution 3.**

## 5. Ratification of Prior Issue of Shares

On 8 January 2015, the Company issued 769,230 ordinary shares to raise \$199,999. The shares were issued under the 15% placement capacity under the Listing Rules.

Resolution 4 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 769,230 on 8 January 2015.
- Issue price: \$0.26 per share.
- Terms: Fully paid ordinary shares ranking pari passu with existing fully paid ordinary shares.
- Names of allottees: Mr Katsuji Kato who is not a related party.
- Intended use of funds: To further advance the exploration program in Fiji and working capital.

### Voting Exclusions on this Resolution:

The Company will disregard any votes cast on this Resolution by Katsuji Kato and any of his associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person Chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**The Directors recommend that you vote IN FAVOUR of Resolution 4.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 4.**

## 6. Ratification of Prior Issue of Shares

On 8 January 2015, the Company issued 515,000 ordinary shares to raise \$154,500. The shares were issued under the 15% placement capacity under the Listing Rules.

Resolution 5 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 515,000 on 8 January 2015.
- Issue price: \$0.30 per share.
- Terms: Fully paid ordinary shares ranking pari passu with existing fully paid ordinary shares.
- Names of allottees: Aid Alpha Co., Ltd who is not a related party.
- Intended use of funds: To further advance the exploration program in Fiji and working capital.

### Voting Exclusions on this Resolution:

The Company will disregard any votes cast on this Resolution by Aid Alpha Co., Ltd and any of his associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**The Directors recommend that you vote IN FAVOUR of Resolution 5.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 5.**

## 7. Ratification of Prior Issue of Shares

On 2 April 2015, the Company issued 3,384,052 ordinary shares to raise \$913,694. The shares were issued under the 15% placement capacity under the Listing Rules.

Resolution 6 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 3,384,052 on 2 April 2015.
- Issue price: \$0.27 per share.
- Terms: Fully paid ordinary shares ranking pari passu with existing fully paid ordinary shares.
- Names of allottees:
  - Mr Daisaku Ohtsubo 383,052 ordinary shares.
  - Mr Mamoru Ota 1,149,148 ordinary shares.
  - Mr Taiken Okamura 1,851,852 ordinary sharesnone of whom are related parties.
- Intended use of funds: To further advance the exploration program in Fiji and working capital.

### Voting Exclusions on this Resolution:

The Company will disregard any votes cast on this Resolution by Daisaku Ohtsubo, Mamoru Ota and Taiken Okamura and any of their associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**The Directors recommend that you vote IN FAVOUR of Resolution 6.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 6.**

## 8. Ratification of Prior Issue of Shares

On 2 April 2014, the Company issued 82,734 ordinary shares to raise \$24,820. The shares were issued under the 15% placement capacity under the Listing Rules.

Resolution 7 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 82,734 on 2 April 2015.
- Issue price: \$0.30 per share.
- Terms: Fully paid ordinary shares ranking pari passu with existing fully paid ordinary shares.
- Names of allottees:
  - Shu Yoshida 41,367 ordinary shares
  - Tsuyoshi Yamanaka 41,367 ordinary sharesnone of whom are related parties
- Intended use of funds: To further advance the exploration program in Fiji and working capital.

### Voting Exclusions on this Resolution:

The Company will disregard any votes cast on this Resolution by Shu Yoshida and Tsuyoshi Yamanaka and any of their associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**The Directors recommend that you vote IN FAVOUR of Resolution 7.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 7.**

## **9. Ratification of Prior Issue of Shares**

On 10 April 2015, the Company issued 176,600 ordinary shares to raise \$52,980. The shares were issued under the 15% placement capacity under the Listing Rules.

Resolution 8 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 176,600 on 10 April 2015.
- Issue price: \$0.30 per share.
- Terms: Fully paid ordinary shares ranking pari passu with existing fully paid ordinary shares.
- Names of allottees: Haruna Body Koujou who is not a related party.
- Intended use of funds: To further advance the exploration program in Fiji and working capital.

### **Voting Exclusions on this Resolution:**

The Company will disregard any votes cast on this Resolution by Haruna Body Koujou and any of his associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**The Directors recommend that you vote IN FAVOUR of Resolution 8.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 8.**

## **10. Ratification of Prior Issue of Shares**

On 14 May 2015, the Company issued 637,432 ordinary shares to raise \$210,352. The shares were issued under the 15% placement capacity under the Listing Rules.

Resolution 9 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 637,432 on 14 May 2015.
- Issue price: \$0.33 per share.
- Terms: Fully paid ordinary shares ranking pari passu with existing fully paid ordinary shares.
- Names of allottees: Hiromitsu Tsurutu who is not a related party.
- Intended use of funds: To further advance the exploration program in Fiji and working capital.

**Voting Exclusions on this Resolution:**

The Company will disregard any votes cast on this Resolution by Hiromitsu Tsurutu and any of his associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**The Directors recommend that you vote IN FAVOUR of Resolution 9.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 9.**

**11. Ratification of Prior Issue of Shares**

On 26 May 2015, the Company issued 1,521,846 ordinary shares to raise \$502,209. The shares were issued under the 15% placement capacity under the Listing Rules.

Resolution 10 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 1,521,846 on 26 May 2015.
- Issue price: \$0.33 per share.
- Terms: Fully paid ordinary shares ranking pari passu with existing fully paid ordinary shares.
- Names of allottees:

Mitsuko Miyashita	304,369 ordinary shares
Akio Miyashita	304,369 ordinary shares
Yoshito Nagao	913,108 ordinary shares
none of whom are related parties	
- Intended use of funds: To further advance the exploration program in Fiji and working capital.

**Voting Exclusions on this Resolution:**

The Company will disregard any votes cast on this Resolution by Mitsuko Miyashita, Akio Miyashita and Yoshito Nagao and any of their associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**The Directors recommend that you vote IN FAVOUR of Resolution 10.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 10.**

**12. Ratification of Prior Issue of Shares**

On 10 June 2015, the Company issued 908,724 ordinary shares to raise \$299,879. The shares were issued under the 15% placement capacity under the Listing Rules.

Resolution 11 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 908,724 on 10 June 2015.
- Issue price: \$0.33 per share.
- Terms: Fully paid ordinary shares ranking pari passu with existing fully paid ordinary shares.
- Names of allottees: Takahashi Seiichi who is not a related party.
- Intended use of funds: To further advance the exploration program in Fiji and working capital.

**Voting Exclusions on this Resolution:**

The Company will disregard any votes cast on this Resolution by Takahashi Seiichi and any of his associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**The Directors recommend that you vote IN FAVOUR of Resolution 11.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 11.**

**13. Ratification of Prior Issue of Shares**

On 26 June 2015, the Company issued 3,479,644 ordinary shares to raise \$1,252,672. The shares were issued under the 15% placement capacity under the Listing Rules.

Resolution 12 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 3,479,644 on 26 June 2015.
- Issue price: \$0.36 per share.
- Terms: Fully paid ordinary shares ranking pari passu with existing fully paid ordinary shares.
- Names of allottees:

Mitoshi Inamory	283,072 ordinary shares
Naomi Nakabayashi	279,905 ordinary shares
Adowork Co., Ltd	2,916,667 ordinary shares

none of whom are related parties
- Intended use of funds: To further advance the exploration program in Fiji and working capital.

**Voting Exclusions on this Resolution:**

The Company will disregard any votes cast on this Resolution by Mitoshi Inamory, Naomi Nakabayashi and Adowork Co., Ltd and any of their associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**The Directors recommend that you vote IN FAVOUR of Resolution 12.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 12.**



#### 14. Ratification of Prior Issue of Shares

On 1 July 2015, the Company issued 1,144,791 ordinary shares to raise \$412,125. The shares were issued under the 15% placement capacity under the Listing Rules.

Resolution 13 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 1,144,791 on 1 July 2015.
- Issue price: \$0.36 per share.
- Terms: Fully paid ordinary shares ranking pari passu with existing fully paid ordinary shares.
- Names of allottees:

Katsuji Kato	284,786 ordinary shares
Takasaki Sogo Consultants	569,628 ordinary shares
Miyashita Denki	290,377 ordinary shares

none of whom are related parties.
- Intended use of funds: To further advance the exploration program in Fiji and working capital.

#### Voting Exclusions on this Resolution:

The Company will disregard any votes cast on this Resolution by Katsuji Kato, Takasaki Sogo Consultants and Miyashita Denki and any of their associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**The Directors recommend that you vote IN FAVOUR of Resolution 13.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 13.**

**Shareholder:**

I/We being a member/s of Dome Gold Mines Ltd and entitled to attend and vote HEREBY APPOINT

☐

the Chairman of the Meeting (mark box)

**OR** if you are not appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing him, the Chairman of the Meeting, as my/our Proxy to vote for me/us and on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Members of the Company to be held at 12 pm on 12 November 2015 and at any adjournment thereof.

The Chairman of the Meeting is authorised to exercise undirected proxies on remuneration related matter (Resolution 1): If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default, by signing and submitting this form I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolution 1 (except where I/we have indicated a different voting intention above) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel for Dome Gold Mines Ltd, which includes the Chairman.

The Chairman of the Meeting intends to vote all undirected proxies in favour of each resolution (including Resolution 1). If you have appointed the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default), and you wish to give the Chairman specific voting directions on an item, you should mark the appropriate box/es opposite those resolutions below (directing the Chairman to vote for, against or to abstain from voting).

If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

**RESOLUTIONS**

**FOR      AGAINST      ABSTAIN**

1. Adoption of the Remuneration Report
2. Re-election of Mr Andrew Skinner as a Director
3. Re-election of Mr Allen Jay as a Director
4. Ratification of Prior Issue of Shares
5. Ratification of Prior Issue of Shares
6. Ratification of Prior Issue of Shares
7. Ratification of Prior Issue of Shares
8. Ratification of Prior Issue of Shares
9. Ratification of Prior Issue of Shares
10. Ratification of Prior Issue of Shares
11. Ratification of Prior Issue of Shares
12. Ratification of Prior Issue of Shares
13. Ratification of Prior Issue of Shares

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**PLEASE SIGN HERE** - This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and  
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

**Dated:** \_\_\_\_/\_\_\_\_/2015

# How to Complete the Proxy Form

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## 1 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company.

## 2 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

## 3 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

## 4 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry or the Company. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

## 5 Persons entitled to attend and vote

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the Company's shares quoted on the ASX Limited at 7.00 pm Sydney time on 10 November 2015 are taken, for the purposes of the Annual General Meeting to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the meeting.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

## Lodgment of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the time appointed for holding the meeting

## Documents may be lodged:

IN PERSON: Registered Office – Level 7, Macquarie Street, Sydney, NSW 2000, Australia  
BY MAIL: GPO Box 1759, Sydney, NSW 2001, Australia  
BY FAX: +61 2 9241 2013  
BY E-MAIL: [info@domegoldmines.com.au](mailto:info@domegoldmines.com.au)