Deep Yellow Limited

2013 Annual Report

CORPORATE DIRECTORY

BOARD OF DIRECTORS

Mr Tim Netscher	Chairman (Non-executive)
Mr Greg Cochran	Managing Director
Mr Mervyn Greene	Non-executive Director
Ms Gillian Swaby	Non-executive Director
Mr Rudolf Brunovs	Non-executive Director
Mr Christophe Urtel	Non-executive Director

REGISTERED OFFICE

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COMPANY SECRETARY

Mr Mark Pitts

POSTAL ADDRESS

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STOCK EXCHANGE LISTINGS

Australian Securities Exchange	(ASX)	Code: DYL
Namibian Stock Exchange	(NSX)	Code: DYL

AUDITOR

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Perth Western Australia 6000

WEBSITE ADDRESS

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AUSTRALIAN BUSINESS NUMBER

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SHARE REGISTRY

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SUMMARY INFORMATION

COMPANY PROFILE

Deep Yellow Ltd (DYL) is an advanced stage uranium exploration company. The Company's focus is in Namibia, where exploration is conducted by its wholly-owned subsidiary Reptile Uranium Namibia (Pty) Ltd.

Omahola is the Company's flagship project, the last remaining independently held high grade alaskite project in Namibia, which has a JORC (2004) Compliant Mineral Resource of 48.7 Mt at 420 ppm U_3O_8 for 45.1 Mlbs U_3O_8 from three hard rock deposits, the Ongolo (including satellite Ongolo South) and MS7 Alaskite deposits and the INCA deposit.

Omahola is at pre-feasibility stage, with drilling having been concluded at its current three deposits. Ongoing work at the end of the financial year included mining studies and planning of the next phase of metallurgical testwork which, once completed, would provide inputs into a Pre-Feasibility Study. The timing of the completion of a pre-feasibility study is largely dependent on the choice of preferred processing method and the identification of additional recoverable resources.

Apart from the significant resource upgrade for Omahola during the year, the Company also made a breakthrough when it completed a successful column leach test on a composite of drill samples collected from both the Ongolo and the MS7 alaskite deposits. The column leach test achieved a uranium extraction of over 80 percent after just 7 days and opened up the potential for a heap leach operation for the project. Using a heap leach approach for Omahola would potentially allow a reduction in cut-off grade and a corresponding increase in recoverable uranium.

DYL also advanced its Tubas Sand Project during the year. The Tubas Sand deposit is a low grade aeolian sand deposit that can be upgraded by physical beneficiation. The JORC (2004) Compliant Mineral Resource for the project is 87 Mt at 148 ppm U_3O_8 for 28.4 Mlbs U_3O_8 and offers the potential for the development of an operation producing over 500,000 lbs U_3O_8 per annum as an intermediate product supplied to one of the two existing Namibian uranium producers and ultimately as supplemental feed to enhance the Omahola Project.

The Shiyela Iron Project is favourably located close to the Namibian coast, has a valid mining licence and an approved EIA. Metallurgical testwork conducted by DYL over some three years has demonstrated that Shiyela could produce a high grade magnetite concentrate with low impurities and a lower grade hematite concentrate. The search for a development partner is now well underway.

In Australia DYL holds the Napperby Uranium Project and numerous exploration tenements in the Northern Territory and exploration assets in Queensland, all of which are slated for divestment.

CORPORATE STRATEGY

DYL's strategy is to become a uranium producer in 2016 by successfully making the transition from advanced explorer to developer.

To achieve this, it will continue to focus primarily on its flagship Omahola Project, conducting the required testwork and technical studies in parallel with ongoing exploration focussed on the next generation of high grade alaskite targets to grow the project's resource base, complete project evaluation activities and build a team to deliver on this strategy. Work will also continue on the Company's Tubas Sand Project with the objective of commencing production earlier and provide positive cashflow for the business.

EXECUTIVE CHANGES

After announcing his resignation in April 2012 Dr Leon Pretorius, DYL's Namibian based Managing Director of its wholly owned subsidiary Reptile Uranium Namibia (Pty) Ltd, left the Company at the end of 2012. A smooth transition took place and Mr Peter Christians, the new Country Manager in Namibia, is well settled in the role.

In May 2013 DYL terminated its Service Agreement with Executive Director, Mr Martin Kavanagh in keeping with the reduced focus on its Australian assets. The Chairman and the Board of DYL acknowledged Mr Kavanagh's contribution to the Company over his years of service.

HIGHLIGHTS OF THE 2013 FINANCIAL YEAR

OMAHOLA PROJECT

* Project resource base increased to 48.7 Mt at 420 ppm for 45.1 Mlbs U_3O_8 at a 250 ppm cut-off.
* Ongolo deposit resource increased by 39% to 29.6 Mt at 384 ppm U_3O_8 for 25.1 Mlbs U_3O_8 at a 250 ppm cut-off.
* MS7 deposit resource increased by 18% to 6.7 Mt at 442 ppm, U_3O_8 for 6.6 Mlbs U_3O_8 at a 250 ppm cut-off.
* Metallurgical testwork demonstrated the potential for a heap leach operation for the Omahola Project with a column test yielding 80% uranium recovery after seven days.

TUBAS SAND PROJECT

* 560 hole in-fill drill programme completed to increase confidence in the resource which currently stands at 87 Mt at 148 ppm U_3O_8 for 28.4 Mlbs U_3O_8 at a 70 ppm cut-off.
* New in-house geological model completed incorporating in-fill drill results with resource update expected in the new financial year.

NEW TARGET GENERATION

* A major prospectivity analysis to identify the next generation of high grade alaskite targets on EPL 3496 and other contiguous EPLS was advanced, utilising multiple tools, databases and geological models.
* Numerous potential targets had already been identified by year end via radiometric and EM geophysical methods and mapping with new techniques being tested to accelerate progress.

SHIYELA IRON PROJECT

* Mining Licence issued for the Project by the Ministry of Mines and Energy of the Republic of Namibia.
* The search for a development partner is now well underway.

CHAIRMAN’S LETTER

Dear Shareholders,

Another difficult year for the uranium industry has passed by quickly. Another year of good progress by the Deep Yellow (DYL) and Reptile Uranium (Reptile) teams has passed equally quickly. I will leave it to our MD, Greg Cochran, to summarise the positive steps taken by the company during the period and focus instead on the positive consensus view for our industry and why I believe that our company has advantages.

Many commentators have noted that there are more reactors being built and planned today than at the time of the Fukushima accident. That is not surprising. There is growing concern about what appears to be an acceleration of elements of global warming, notably the melting of ice caps and an increasing problem of pollution in some developing countries such as China. Electricity consumption continues to rise globally and especially fast in the emerging nations where there are rapidly increasing numbers of middle income earners. Renewable energy sources such as solar and wind have their place but the huge costs per unit of output involved are becoming more and more apparent to cash strapped governments. Cheaper and cleaner gas is replacing coal as a base load power source in some countries but others do not have the ability to tap into the fraccing revolution.

There is an inescapable fact that the amount of electricity generated by nuclear will grow significantly over the next ten years and there is every chance that this growth will accelerate again over a twenty to thirty year time horizon. Nuclear is the single best option we have for carbon free base load power and the Chinese will point the way forward by building safe nuclear plants cost effectively and efficiently using standard construction templates and reaping considerable benefits of scale.

The cost of uranium as a fuel is not really a material factor in the cost of power generation. However the price of uranium is the critical factor in terms of an incentive for companies such as DYL to explore for and produce uranium through mining. The current price will have to rise significantly over the next couple of years to provide the mined output that the nuclear power industry will need.

There is already a gap between what is mined and what is consumed. That deficit is reconciled through the nuclear weapons recycling programme agreed between Russia and the USA which will expire at the end of this year. We expect the slow but gradual restart of Japan’s reactors late in 2013 and into 2014 to increase demand and for the supply deficit to start to widen into 2014 with a commensurate increase in the uranium price. Industry estimates are for that price to rise towards $75-80 before new mines become viable. That was, roughly, the price in March 2011 just before Fukushima and it is reasonable to expect a rise towards that level given the fundamentals are still intact.

DYL and Reptile are now focussed almost exclusively within Namibia. Namibia may well be the single best country in the world for a company to be involved in the uranium industry. The successful development of Langer Heinrich and the commencement of construction at the Husab Project recently show that major uranium mining projects can be developed, permitted and built safely within reasonable time frames and with significant support from the Government. It helps that there are world class technical and managerial people available locally, an extremely sophisticated business and financial community and very stable, experienced core of Namibians within both Government in general and the Ministries in particular.   We at DYL also believe that we have significant opportunities on our ground to develop our existing projects and to continue to explore on our extremely prospective tenements.

With those thoughts in mind Greg has been building his team in Namibia to ensure that we maximise the opportunity to take the business forward. I have visited Reptile twice this year and have been extremely impressed both times. From an operational point of view I can assert that the company is in extremely good and professional hands and that we are well placed to carefully build on the achievements of past years. There is much more work to be done.

At Board level we have also made some changes, not only to improve the governance going forward and also to provide more input and advice to the Executive team than was possible previously. I have welcomed Christophe Urtel and Tim Netscher as DYL Directors previously but would like to go on record and say that their contribution to the company in the brief time that they have been involved has already been significant. Tim has replaced me as Chairman from September 1st and is excited at your company’s prospects. I expect both Tim and Greg to continue to make excellent progress and to continue the process of moving DYL from advanced explorer to developer and on to uranium miner.

As I sign off I’d like to thank my other current Non Executive Board colleagues for their support over the past few years, Gill Swaby and Rudolf Brunovs and both Mark Pitts and Ursula Pretorius for their unwavering efforts in support of the Board.   There is also a general thanks to all our staff in both Australia and in Namibia. It is their daily effort that will make the difference in the end.

Yours sincerely,

Mervyn Greene

NAMIBIA - OVERVIEW

Reptile Uranium Namibia (Pty) Ltd (RUN) is DYL's wholly owned operating subsidiary managing its activities in Namibia. Its office is in the coastal resort town of Swakopmund and has a permanent staff of about 30 of which the majority are Namibian nationals. When drilling it relies on contracting companies to conduct these operations but has its own well-equipped laboratory for assay and pilot plant testwork.

RUN directly holds 100% of two contiguous Exclusive Prospecting Licences (EPLs) covering 1,346 km^2 and 85% of the Yellow Dune Joint Venture which holds two contiguous Exclusive Prospecting Licences (EPLs) covering 775 km^2. DYL also holds a 65% JV interest in Nova Energy (Namibia) (Pty) Ltd which has three EPLs covering 1,303 km^2. Uranium mineralisation in the region occurs as primary (in alaskite) and secondary mineralisation (in palaeochannels, sand and calcrete).

RUN has a large total uranium resource base in excess of 100 Mlbs of U_3O_8, however its flagship Omahola Project, the last remaining independently held high grade alaskite project in Namibia, has a JORC (2004) Compliant Resource of 48.7 Mt at 420 ppm U_3O_8 for 45.1 Mlbs U_3O_8 from three hard rock deposits, the Ongolo and MS7 Alaskite deposits and the INCA uraniferous magnetite deposit. DYL is targeting uranium production in Namibia in 2016.

The Company also has the Tubas Sand Project, which consists of a low grade aeolian sand deposit that can be cost effectively mined in a free dig mining operation and then upgraded by physical beneficiation. The project resource is 87 Mt at 148 ppm U_3O_8 for 28.4 Mlbs U_3O_8 at 70 ppm cut-off (JORC (2004) Compliant). The proposed development strategy is to produce an intermediate product from the project which could be supplied to one of the two existing Namibian uranium producers or ultimately used as supplemental feed to enhance the Omahola Project.

The Shiyela Iron Project was discovered by RUN on one of its Namibian tenements in 2008. The project has a mining licence and environmental clearance from the Namibian Ministry of Environment and Tourism and a number of potential partners have expressed an interest in developing the project.

The Government of the Republic of Namibia (GRN) has a long term objective of ensuring that all its citizens benefit from the growth and development of the mining industry in the country and has taken tangible steps over the last few years to achieve this objective by asking companies to:

* Ensure equity participation in mining projects by previously disadvantaged Namibian individuals (also loosely referred to as Black Economic Empowerment or BEE); and
* Commit to empower people affected by mining projects by investing in social upliftment programmes in the wider community (Broad Based Economic Empowerment or BBEE).

RUN is supportive of the GRN's empowerment objectives and has therefore implemented a BEE and BBEE charter which has been approved by the Ministry of Mines and Energy (MME). In accordance with its charter, RUN has executed an agreement with Oponona Investments (Pty) Ltd (Oponona) to achieve both its BEE and BBEE objectives. Under the agreement, Oponona has the right to acquire a 5% interest in all projects developed on any of RUN's 100% held Exclusive Prospecting Licences (EPLs) at historical cost which may be funded out of profits.

A key component of the agreement with Oponona is the requirement to establish a community trust that will be overseen by its Directors. This trust will receive 40% of all income received by Oponona from its 5% equity position in RUN's projects. A commitment has been made to start funding the trust immediately after first sales are made and the income to the trust will be distributed to the local community to assist with education and general community upliftment programmes.

In addition, RUN has established the Yellow Dune Joint Venture with the Epangelo Mining Company (Pty) Ltd (Epangelo), a private company owned by the Government of the Republic of Namibia. Epangelo holds 5% and Oponona 10% of Yellow Dune (Pty) Ltd, the entity which holds the Aussinanis Project. Epangelo can earn up to 70% of the Project by funding the Project through to a bankable feasibility study.

In the case of the Nova Energy (Namibia) (Pty) Ltd joint venture the BEE partner is Sixzone Investments (Pty) Ltd which holds a 10% share with Toro Energy Ltd's Namibian subsidiary Nova Energy (Africa) (Pty) Ltd holding the remaining 25%.

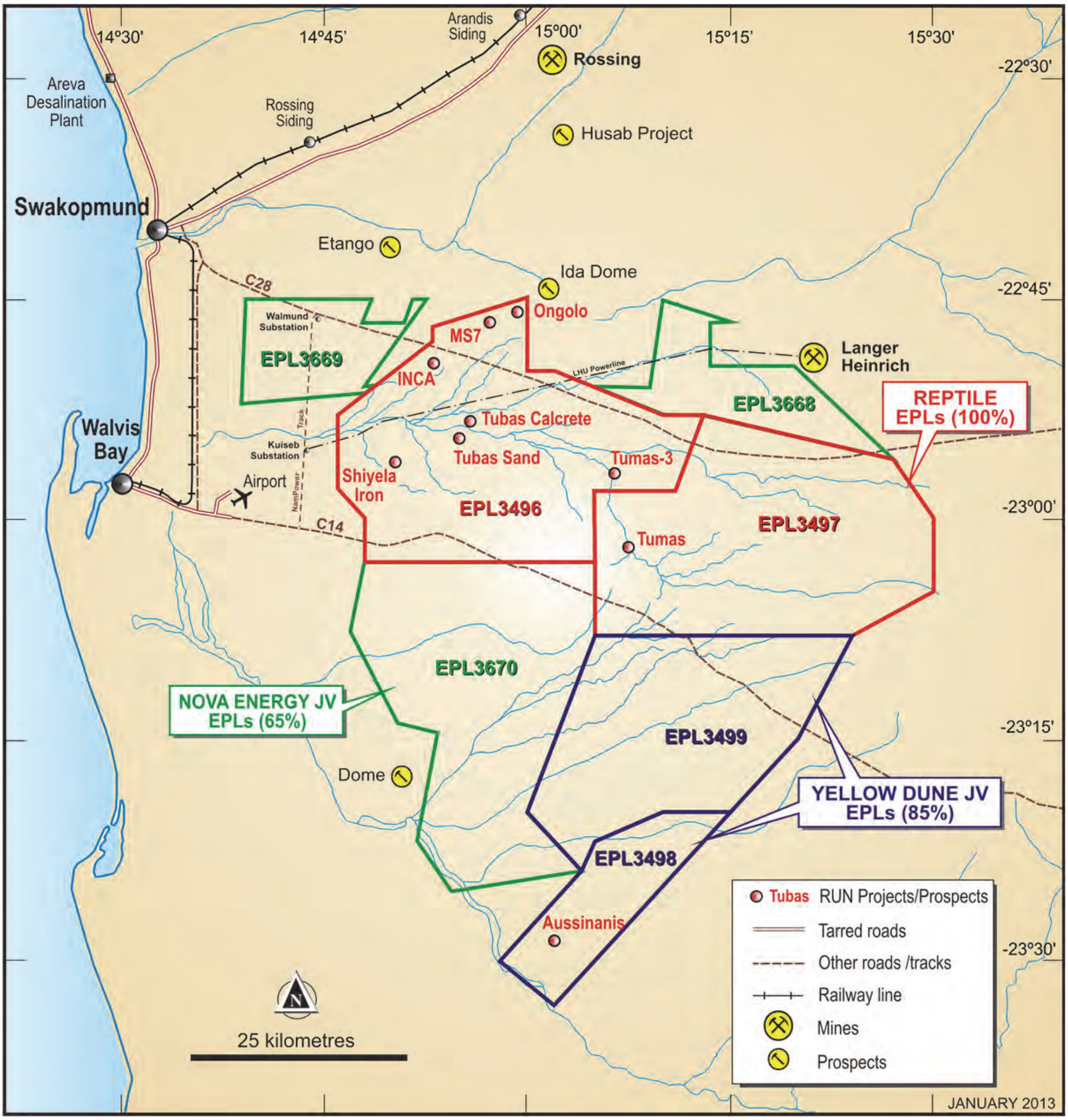

Figure 1: Locality map showing RUN's interest in seven EPLs, its deposits and projects, and uranium mines and projects held by other companies in the area

OMAHOLA PROJECT

Overview

The Omahola Project is the Company's flagship project. It envisages a centrally located processing plant treating ore sourced from three hard rock deposits – the Ongolo and MS7 Alaskite deposits and the INCA deposit (Figure 2).

The Omahola Project's JORC (2004) Compliant Indicated and Inferred Mineral Resource totals 48.7 Mt at 420 ppm U_3O_8 for 45.1 Mlbs U_3O_8 at a 250 ppm cut-off. Drilling continued during the 2013 financial year at all three deposits and significant resource upgrades were announced throughout the year.

An initial study (2010/11) conducted by SNC-Lavalin (SNCL) based on the concept of a mine supplied by the INCA and the Tubas Sand deposits demonstrated the potential for a conventional sulphuric acid tank leach operation, however the project lacked sufficient resource base at that stage to continue and the focus shifted to exploration to achieve a minimum of 50 Mlbs U_3O_8 in resources – deemed to be a suitable level of critical mass to trigger a PFS.

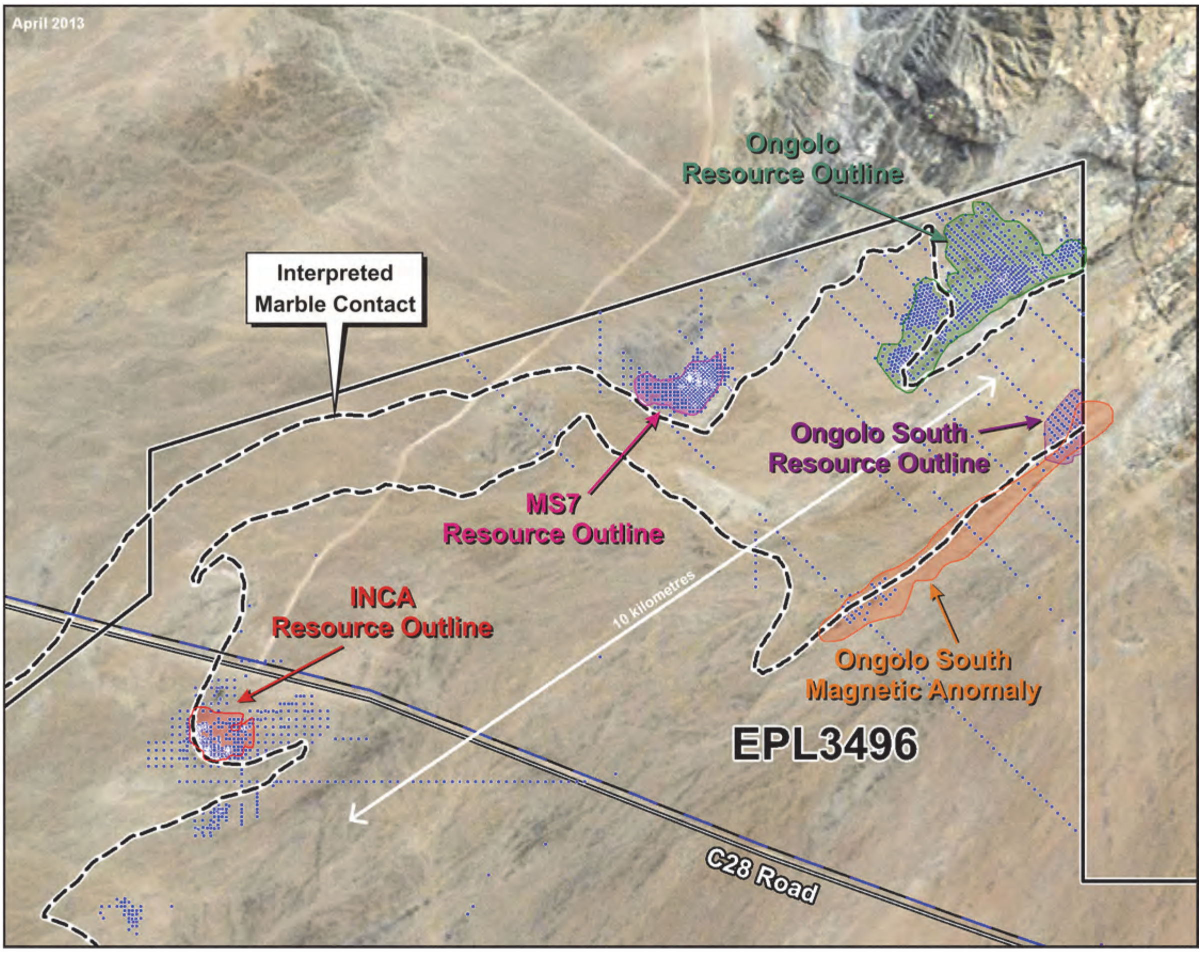

Figure 2: Omahola Project – Resource Outlines and Drilling – Ongolo - MS7 - INCA Area

Project Summary

ONGOLO ALASKITE
JORC Resource: 25.1 Mlbs
Primary mineralisation
Open Pit Hardrock – Drill and blast
Acid plant treatment
Grade: 384 ppm

MS7 ALASKITE
JORC Resource: 6.6 Mlbs
Primary mineralisation
Open Pit Hardrock – Drill and blast
Acid plant treatment
Grade: 442 ppm

INCA
JORC Resource: 13.4 Mlbs
Primary mineralisation
Open Pit Hardrock – Drill and blast
Acid plant treatment
Grade: 490 ppm

Ongolo Alaskite Deposit

The Ongolo Alaskite deposit is the largest but lowest grade deposit for the Omahola Project. The JORC Compliant Indicated and Inferred Mineral Resource estimate for Ongolo is 29.6 Mt at 384 ppm U_3O_8 for 25.1 Mlbs U_3O_8 at a 250 ppm cut-off.

Evaluation of the potential of alaskites in the northern part of EPL 3496 commenced in late 2007 however after the discovery of the INCA deposit, drilling was focused on resource definition. Subsequently, Ongolo was discovered and an intensive campaign (completed in March 2011) was conducted to allow a maiden Ongolo JORC resource to be declared by Coffey Mining Pty Ltd (Perth) (Coffey) in May 2011. A resource upgrade was announced towards the end of 2011 and drilling continued through to the 2013 financial year to further enhance the resource base.

The last resource update by CSA Global (UK) Pty Ltd, announced to the market on 4 February 2013, saw a 39% increase in contained U_3O_8 with 58% of the Resource in the Measured or Indicated category.

Uranium mineralisation at Ongolo is hosted by alaskitic granite, which occurs as voluminous masses and sheeted intrusive dykes, within the metasedimentary Khan Formation (Figure 3). Across strike, multiple mineralised zones with grades around 400 ppm U_3O_8 occur within a mineralised alaskite envelope with an average U_3O_8 content of approximately 200 ppm. Selected highlights from the final phases of this year's drilling include (See Figure 4):

- **ALAR1464 5 metres at 480 ppm U_3O_8 from 49 metres**
  and 9 metres at 3,158 ppm U_3O_8 from 96 metres
- **ALAR1541 17 metres at 677 ppm U_3O_8 from 101 metres**
- **ALAR1542 25 metres at 542 ppm U_3O_8 from 149 metres**
- **ALAR1505 12 metres at 2,214 ppm U_3O_8 from 207 metres**

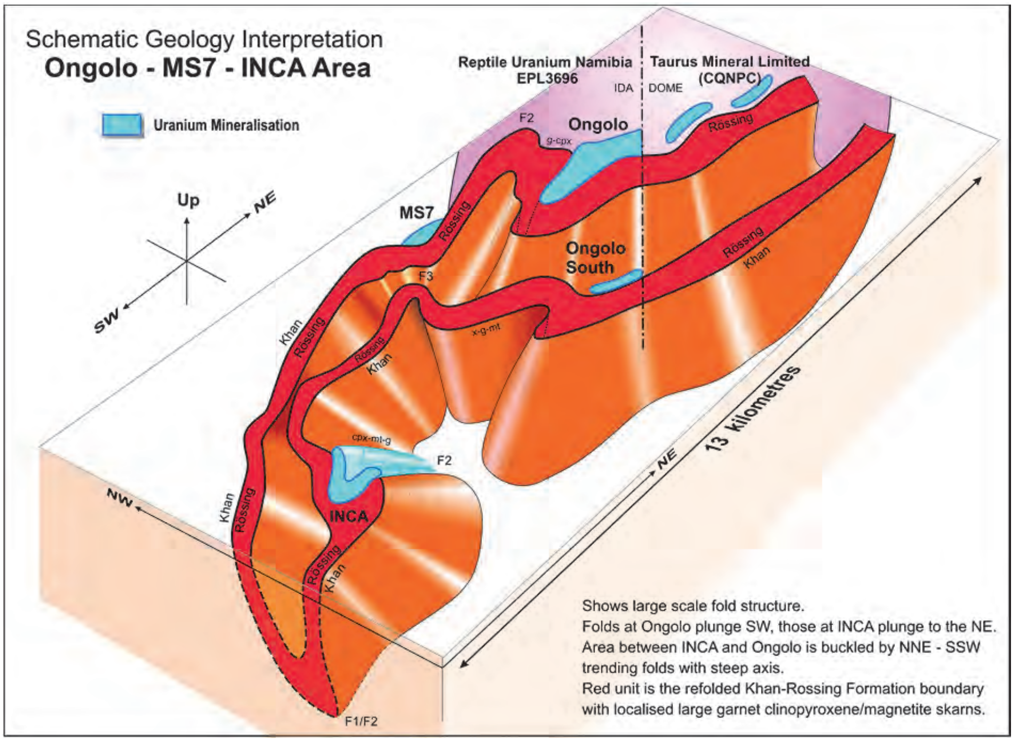

Figure 3: Schematic Geology - Ongolo – MS7 - INCA Area

The Ongolo mineralisation (Figure 4) comes to within 20 metres of surface and underlies a broad, flat gently sloping sheetwash plain, thinly veneered by gravelly alluvial and aeolian sands. The host rocks are mostly pelitic gneiss with variable but significant pyrite/pyrrhotite content, which may be important if sufficient to be recovered to support locally generated sulphuric acid production. The uranium mineral is primarily uraninite, and where present at grades of greater than 500 ppm, is marked by the presence of significant visible smokey quartz and frequently, biotite.

In 2010 a single hole intersected mineralisation along a reconnaissance line some 2 kilometres south of the Ongolo Deposit which highlighted the potential of an alaskite/calc-silicate-magnetite (skarn) contact zone to host uranium mineralisation. This area was marked by a regional aeromagnetic anomaly which is some 4.5 kilometres along strike (Figure 3). Follow up drilling showed some promise and a small amount of pounds were included in the overall Ongolo resource from this source.

Some of the best results from drilling along the Ongolo South Prospect included:

* **ALAR1265** **2 metres at 700 ppm U_3O_8 from 21 metres**
  and **4 metres at 482 ppm U_3O_8 from 55 metres**
* **ALAR1268** **5 metres at 417 ppm U_3O_8 from 118 metres**
* **ALAR1270** **4 metres at 802 ppm U_3O_8 from 168 metres**

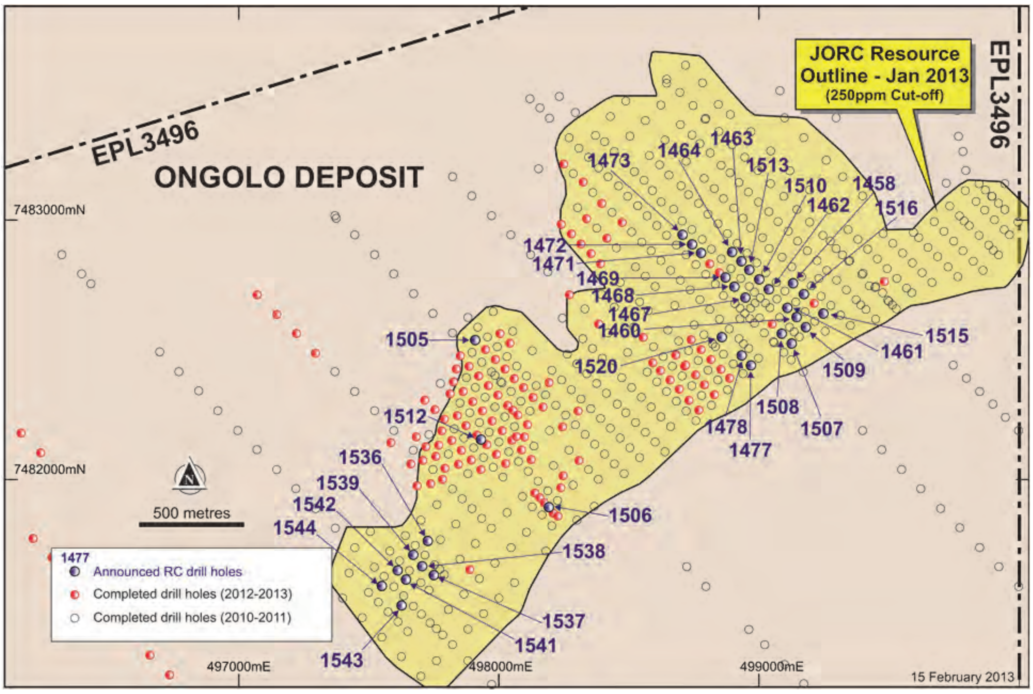

Figure 4: Ongolo Alaskite Drill Hole Location Plan – February 2013

MS7 Alaskite Deposit

The deposit is located approximately 2 kilometres to the west of Ongolo and was discovered in April 2011. The main mineralised zone extends about 600 metres along strike and is up to 400 metres wide (Figure 5). Drilling returned consistent high grade intersections that have generally been better than at Ongolo. Drilling at MS7 was completed at the end of the first quarter of the financial year and a resource update was announced to the market on 20 November 2012

The resource update was conducted by CSA Global (UK) Pty Ltd and resulted in an increase in contained U_3O_8 of 18% with 80% of the resource classified in the Measured and Indicated category. The new resource is 6.7 Mt at 442 ppm U_3O_8 for 6.6 Mlbs U_3O_8 at a 250 ppm cut-off.

It is believed that MS7 may be open to depth as well which will provide further upside to this high grade, shallow deposit which is considered an important component of the Omahola resource base. In addition, an intersection in the footwall during the year provided hope that deposit may be replicated to the southeast (a theory later discounted by reconnaissance drilling).

Listed below are some of the many encouraging results obtained during the MS7 campaign this year.

* **ALAR1368 8 metres at 550 ppm U_3O_8 from 23 metres**
* **and 9 metres at 769 ppm U_3O_8 from 34 metres**
* **ALAR1359 14 metres at 582 ppm U_3O_8 from 37 metres**
* **ALAR1356 33 metres at 1,325 ppm U_3O_8 from 50 metres**
* **ALAR1341 18 metres at 433 ppm U_3O_8 from 65 metres**
* **and 12 metres at 414 ppm U_3O_8 from 108 metres**

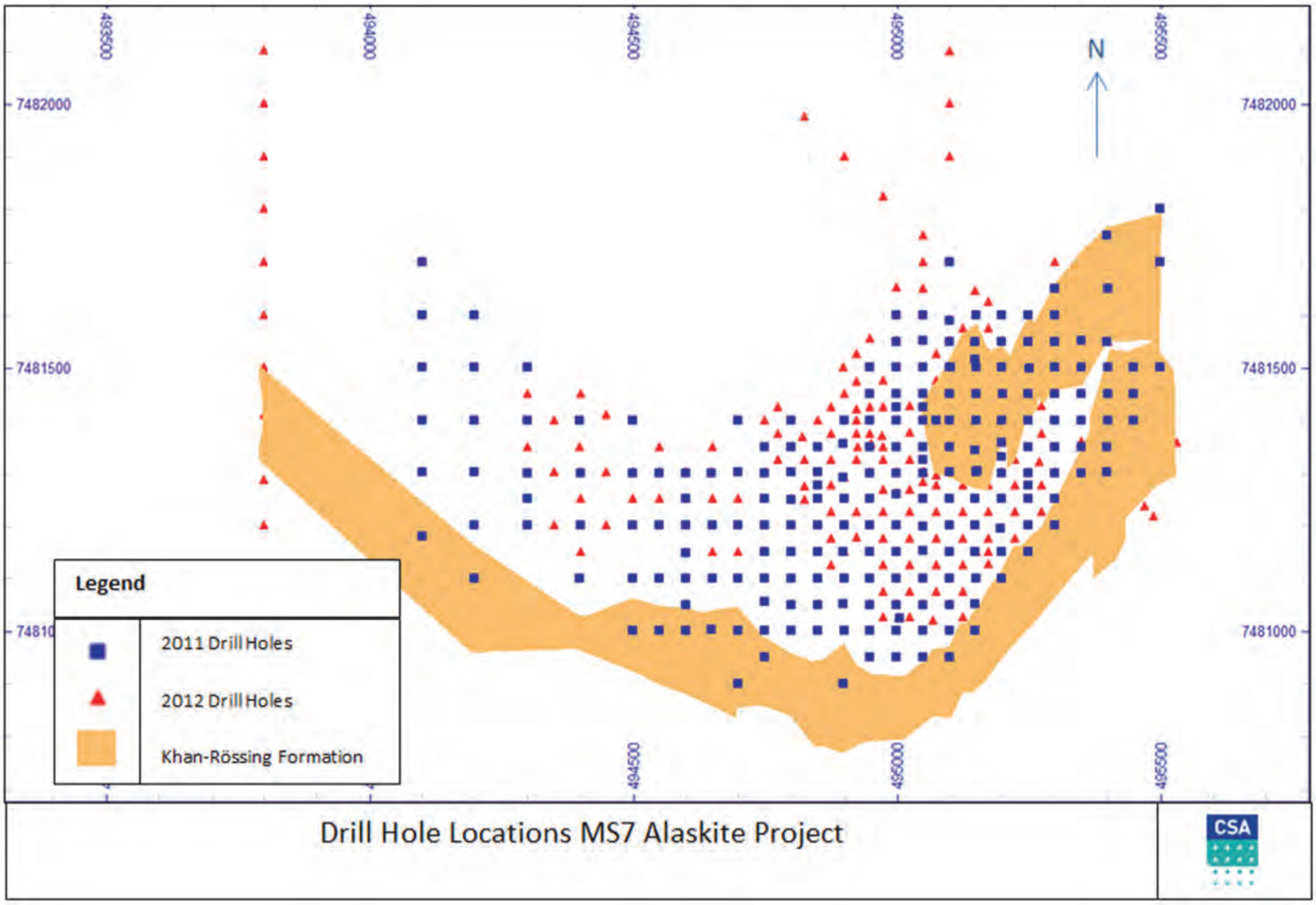

Figure 5: MS7 Drill Hole Location Plan - December 2011 and November 2012

Figure 6: Drill core ALAD828 - High Grade Mineralisation in Alaskite (white) with Smokey Quartz (dark grey)

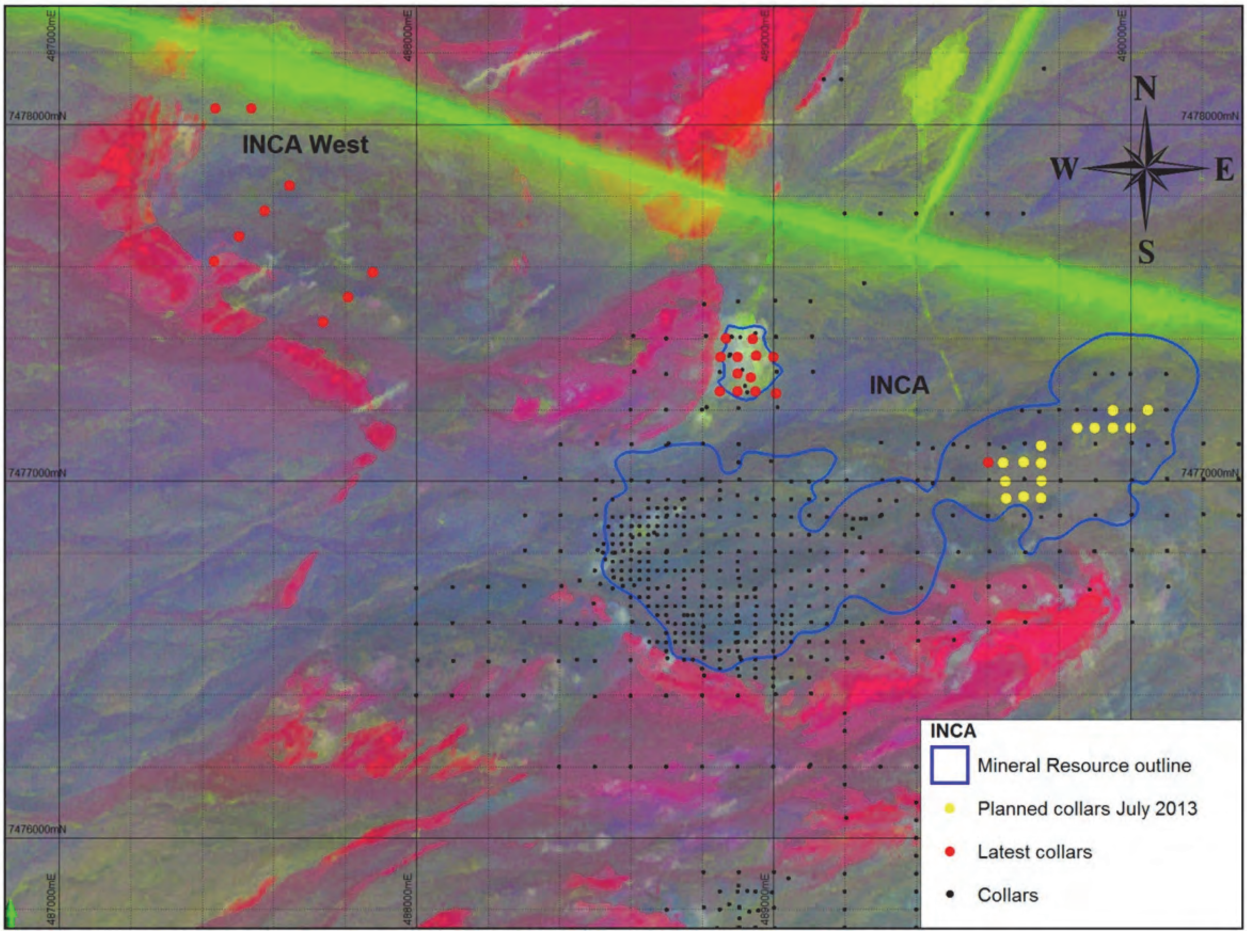

Figure 7: Plan view showing the drilling activities in the INCA area in June 2013

INCA Deposit

The mineralisation at INCA is best described as a hybrid skarn/alaskite deposit with metasomatic introduction of uranium and some iron into a north-east plunging syncline (Figure 3). Although the footwall to the syncline is competent crystalline marble, the skarn formation is limited and mostly occurs within other calc-silicate strata within the syncline.

There was no change during the 2013 financial year to the existing JORC (2004) Compliant resource for INCA of 12.4 Mt at 490 ppm U_3O_8 for 13.4 Mlbs of U_3O_8 at a 250 ppm cut off.

A minor amount of drilling was conducted towards the end of the financial year after detailed geological mapping in the wider INCA area generated a target immediately to the west of the existing deposit. At INCA West, the INCA stratigraphy appears to be replicated with calc-silicates and magnetite occurring in the hanging wall of the marble. Three lines, totalling 8 holes for more than 1,700 m were drilled into INCA West (Figure 7).

The southernmost line drilled intercepted low to medium-grade mineralisation occurring as multiple and narrow, moderately dipping intervals hosted by leucogranite that intruded calc-silicate and biotite gneiss of Khan Formation. Mineralisation is open along strike towards east; however, due to the apparent lack of high-grade mineralisation further drilling is not warranted at this stage.

On the INCA deposit a small drill programme was designed to convert unclassified mineralisation into Inferred material and thereby increase INCA's Mineral Resource. To achieve a JORC classification of the unclassified material the drill and sample spacing had to be 50 m or less and as a result the infill programme included 28 holes for approximately 2,200 m. 13 of these holes were completed before the end of the year although no immediate change to the JORC resource is currently envisaged (Figure 7).

Omahola Project Mineral Resource Estimate Summary

Deposit	Category	Cut-off (ppm U_3O_8)	Tonnes (M)	U_3O_8 (ppm)	U_3O_8 (t)	U_3O_8 (Mlb)
INCA ¨	Indicated	250	7.0	470	3,300	7.2
INCA ¨	Inferred	250	5.4	520	2,800	6.2
Ongolo #	Measured	250	7.7	395	3,040	6.7
Ongolo #	Indicated	250	9.5	372	3,540	7.8
Ongolo #	Inferred	250	12.4	387	4,810	10.6
MS7 #	Measured	250	4.4	441	1,955	4.3
MS7 #	Indicated	250	1.0	433	433	1.0
MS7 #	Inferred	250	1.3	449	584	1.3
Omahola Project Total			**48.7**	**420**	**20,462**	**45.1**

Notes: Figures have been rounded and totals may reflect small rounding errors
XRF chemical analysis unless annotated otherwise
eU_3O_8 - equivalent uranium grade as determined by downhole gamma logging
Combined XRF Fusion Chemical Assays and eU_3O_8 values

Where eU_3O_8 values are reported it relates to values attained from radiometrically logging boreholes with Auslog equipment using an A675 slimline gamma ray tool. All probes are calibrated either at the Pelindaba Calibration facility in South Africa or at the Adelaide Calibration facility in South Australia.

Competent Person Statement

The information in this report that relates to Exploration Results for the Ongolo, MS7 and INCA deposits is based on information compiled by Dr Katrin Kärner who is a Member of the Australasian Institute of Mining and Metallurgy (MAusIMM CP(Geo)). Dr Katrin Kärner, who is the Exploration Manager for Reptile Uranium Namibia (Pty) Ltd, has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which she is undertaking, to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Dr Katrin Kärner consents to the inclusion in the report of the matters based on their information in the form and context in which it appears.

The information in this Report that relates to the Ongolo and MS7 Mineral Resources is based on information compiled by Malcolm Titley of CSA Global UK Ltd. Malcolm Titley takes overall responsibility for the Report. He is a Member of the Australasian Institute of Geoscientists ('AIG') and the Australasian Institute of Mining and Metallurgy ('AusIMM') and has sufficient experience, which is relevant to the style of mineralisation and type of deposit under consideration, and to the activity he is undertaking, to qualify as a Competent Person in terms of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (JORC Code 2004 Edition). Malcolm Titley consents to the inclusion of such information in this Report in the form and context in which it appears.

The information in this report that relates to the INCA Mineral Resource Estimates (U_3O_8) is based on information compiled by Neil Inwood who is a Fellow of the AUSIMM. Mr Inwood was employed by Coffey Mining as a consultant to the Company at the time of the resource estimates and public release of results. As Mr Inwood is no longer employed by Coffey Mining, Coffey Mining has reviewed this report and consents to the inclusion, form and context of the relevant information herein as derived from the original resource reports for which Mr Inwood's consents have previously been given. Mr Inwood has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which is being undertaken to qualify as a Competent Person as defined in the 2004 Edition of the JORC 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

TUBAS SAND PROJECT

Overview

The Tubas Sand Project consists primarily of a low grade secondary uranium mineralisation deposit (carnotite) in well-sorted aeolian (windblown) sand within the Tubas palaeochannel. The mineralisation is classified as free-dig sand and gravel amenable to upgrading via physical beneficiation. Pilot plant (Figure 8) testwork in 2011 demonstrated that the deposit could readily be physically beneficiated in an economical and chemical free process to produce a low carbonate, uranium rich sand concentrate that is amenable to alkali or acid leaching. A small area was intensely drilled around a trial mining trench to acquire bulk samples for this physical beneficiation testwork.

As a result of the successful testwork a development strategy to produce an intermediate product which could be sold to one of the two existing uranium producers in Namibia was developed. This would enable the Company to commence production sooner, although initially at a smaller scale (possibly 500,000 lbs U_3O_8 per annum), and then incrementally grow the project to up to 1 Mlbs U_3O_8 per year. It is however still intended that ultimately the concentrate product from Tubas Sand will supply DYL's own Omahola Project plant.

There was no change during the 2013 financial year to the Inferred JORC (2004) Mineral Resource for Tubas Sand of 87 Mt at 148 ppm for 28.4 Mlbs U_3O_8 at a 70 ppm U_3O_8 cut-off.

Resource Work

A review of the updated project resource base identified some resource risk that could be addressed by further infill drilling. Accordingly an 8,000 metre RC drilling programme was approved and then completed in February 2013.Two priority areas were identified and drilled to increase the level of confidence in the current Inferred Resource.

The drill programme ultimately consisted of 560 mostly shallow (<15 metre deep) holes for 6,866 metres, with drillhole spacing of 50 by 50 metres (Figure 9). Holes were gamma logged within the rods and collars surveyed by DGPS. Samples were collected at metre intervals and those from anomalous zones were analysed by pressed powder XRF in RUN's Swakopmund laboratory with regular check samples being sent to third party laboratories.

A new in-house geological model is being developed incorporating all current and historical data points and a resource update is expected before the end of 2013. In preparation for a planned PFS on the Project, the following programmes will also be undertaken in addition to the RC drilling:

- Bulk sampling to establish a representative bulk density for the deposit;
- Gangue acid consumption testwork assays; and
- Survey control to establish an accurate topographic surface over the deposit.

Figure 8: Schauenburg Pilot Plant in RUN's Laboratory

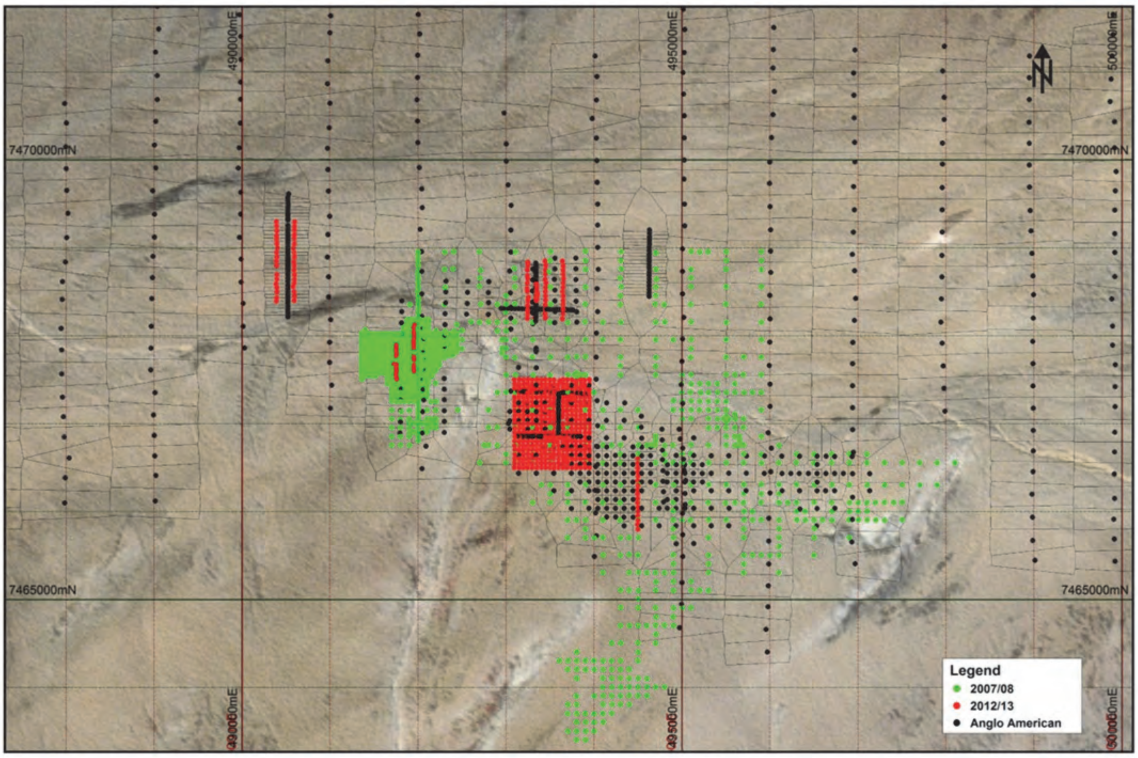

Figure 9: Tubas Sand Resource Infill Drilling 2013

PALAEOCHANNEL PROJECTS

Overview

There are some 80 kilometres of prospective palaeochannel systems within RUN's tenements, with JORC (2004) Compliant Mineral Resources established at Tubas (2007 and 2012), Tumas (2009 and 2010) (Figure 10) and Aussinanis (2010). (Aussinanis is now a part of the Yellow Dune Joint Venture with state owned Epangelo and Oponona.) RUN's historical RC drilling of the Tumas-3 sector of the palaeochannel over 30 kilometres on wide spaced regional lines also outlined a significant exploration target.

These palaeochannel deposits contain secondary uranium mineralisation (carnotite) hosted predominantly by fluviatile sheetwash deposits with some deeper incised palaeochannel development. It is envisaged that these shallow resources will be, for the most part, free digging with some drill and blast sections. Ore would likely be treated in an alkali plant (as at Langer Heinrich).

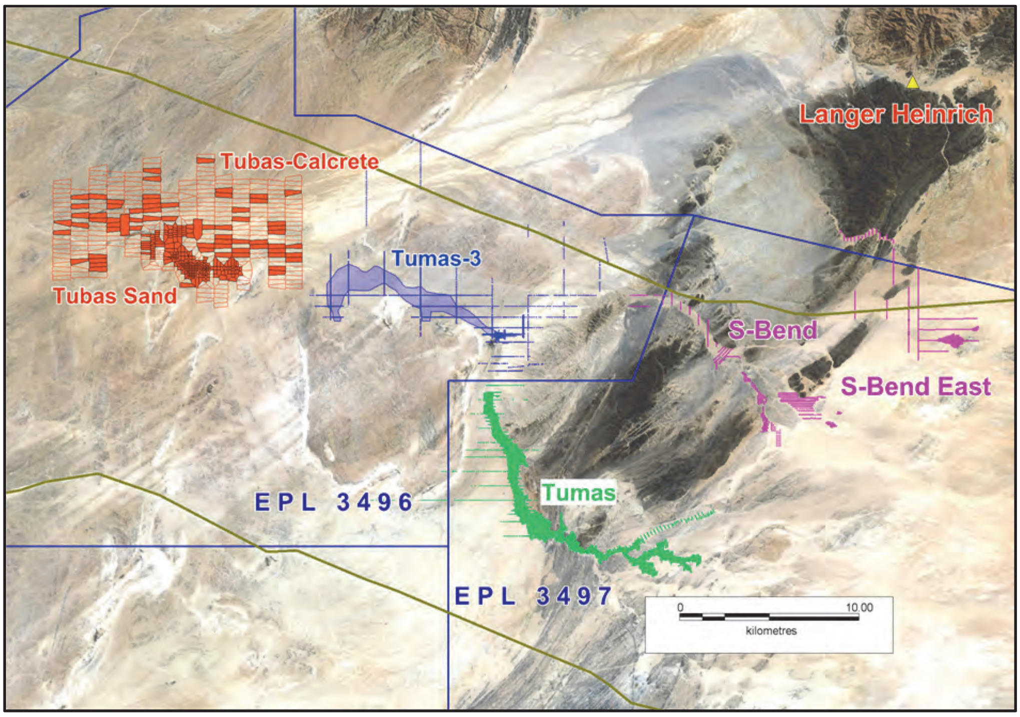

Figure 10: Tubas-Tumas Palaeochannel with Tumas Zones of Mineralisation

Tubas Calcrete

The Tubas Calcrete palaeochannel resource was originally drilled out by Anglo American in the 1980's outlining a Non-JORC historic resource based on chemical assays. In 2007 DYL commenced RC drilling over selected areas within the Anglo American drill grid. DYL's drilling duplicated early holes and allowed Geomine (Pty) Ltd (Namibia) to calculate a JORC Compliant Mineral Resource estimate for the Tubas block of 77.3 Mt at 228 ppm U_3O_8 for 38.9 Mlbs of U_3O_8 at 100 ppm cut-off, which included the Tubas Sand deposit. After a resource update, announced to the ASX on 28 February 2012, in which a greater percentage of the tonnage was allocated to the Sand fraction, the calcrete resource was reduced to the current 7.4 Mt at 374 ppm U_3O_8 for 6.1 Mlbs U_3O_8.

Tumas Palaeochannel

Tumas mineralisation occurs as secondary carnotite enrichment of a variably calcretised palaeochannel and sheetwash sediments and adjacent weathered bedrock. In previous studies of the palaeochannel it was recognised that only continuous zones of mineralisation above 50 ppm U_3O_8 could be used to generate a mineral resource. This approach enabled the identification of two large mineralised zones (Tumas Zones 1 and 2) which when combined have a combined strike length of approximately 16 kilometres with an average width of around 400 metres, extending to a maximum depth of 47 metres.

Tumas-3 Palaeochannel

The Tumas-3 palaeochannel was also drilled by RUN but due to broadly and irregularly spaced lines of drillholes, the mineralisation was determined to be too poorly defined for inclusion in DYL's resource estimates. However when combined with geophysical survey results, the drill results did provide an indication of the orientation and extent of the mineralised zone which allowed a conceptual exploration target range to be determined at the time. It remains uncertain if future exploration will result in the determination of a Mineral Resource over the entire Tumas-3 channel.

Tubas Projects Mineral Resource Estimate Summary

Deposit	Category	Cut-off (ppm U_3O_8)	Tonnes (M)	U_3O_8 (ppm)	U_3O_8 (t)	U_3O_8 (Mlb)
Tubas Sand Project						
Tubas Sand	Inferred	70	87.0	148	12,876	28.4
Tubas Sand Project Total			**87.0**	**148**	**12,876**	**28.4**
Tubas Calcrete Project						
Tubas Calcrete	Inferred	100	7.4	374	2,767	6.1
Tubas Calcrete Project Total			**7.4**	**374**	**2,767**	**6.1**

Notes: Figures have been rounded and totals may reflect small rounding errors
XRF chemical analysis unless annotated otherwise
eU_3O_8 - equivalent uranium grade as determined by downhole gamma logging
Combined XRF Fusion Chemical Assays and eU_3O_8 values

Where eU_3O_8 values are reported it relates to values attained from radiometrically logging boreholes with Auslog equipment using an A675 slimline gamma ray tool. All probes are calibrated either at the Pelindaba Calibration facility in South Africa or at the Adelaide Calibration facility in South Australia.

Competent Person Statement

The information in this report that relates to Exploration Results for the Tubas Sand and Tubas Calcrete deposits is based on information compiled by Dr Katrin Kärner who is a Member of the Australasian Institute of Mining and Metallurgy (MAusIMM CP(Geo)). Dr Katrin Kärner, who is the Exploration Manager for Reptile Uranium Namibia (Pty) Ltd, has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which she is undertaking, to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Dr Katrin Kärner consents to the inclusion in the report of the matters based on their information in the form and context in which it appears.

The information in this report that relates to the Tubas Sand and Tubas Calcrete Mineral Resource is based on information compiled by Mr Willem H. Kotzé Pr.Sci.Nat MSAIMM. Mr Kotzé is a Member and Professional Geoscientist Consultant of Geomine Consulting Namibia CC. Mr Kotzé has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Kotzé consents to the inclusion in this release of the matters based on his information in the form and context in which it appears.

TARGET GENERATION

As a result of the revision of the Company's airborne radiometric data earlier in the year, eight selected (out of a total of twelve) radiometric targets are currently being followed up by geological mapping and ground radiometric surveys.

Geological Mapping
Regional geological mapping across EPL3496 is underway and concentrated on prioritised airborne radiometric targets. In the June quarter, a total area of 42 km^2 to the east and southeast of INCA was mapped at a scale of 1:5,000 covering ABU-001 (ABU – airborne uranium) and ABU-002 (Figure 11). Bedrock outcrop is poor at and around these radiometric anomalies and vast areas are covered by alluvial sediments. At ABU-001 and ABU-002 these sediments are gypcretised and locally uraniferous.

The dominant bedrock units include metasediments of Khan and Etusis formations, the latter one being host to a number of (non-uraniferous) massive to semi-massive magnetite layers. The magnetite layers are interpreted as the northern continuation of the Shiyela iron oxide deposit, which is located 12 km southwest of the mapping area.

The metasediments are intruded by granitoids, which are characterised by highly variable Th/U ratios at the surface. High Th/U ratios are common; however, locally low Th/U ratios were noted that are considered to warrant follow-up work, once the assessment of all radiometric targets is completed.

In addition, geological mapping (scale 1:5,000) is underway at the radiometric anomalies ABU-013 and ABU-014 (Figure 11). Interestingly, these areas also returned high prospectivity ratings in the recent first pass of the prospectivity analysis.

Ground-Radiometric Survey
A ground radiometric survey is currently underway at INCA covering an area of approximately 2 km^2. The survey is designed and conducted in order to generate baseline data to assist with the target generation work. Approximately 60% of this survey was completed by the end of the June quarter.

A second ground survey team was deployed at the end of June to follow up on uraniferous leucogranites discovered during reconnaissance mapping of an airborne radiometric anomaly (ABU-013) to the south of the Tubas Sand deposit (Figure 11).

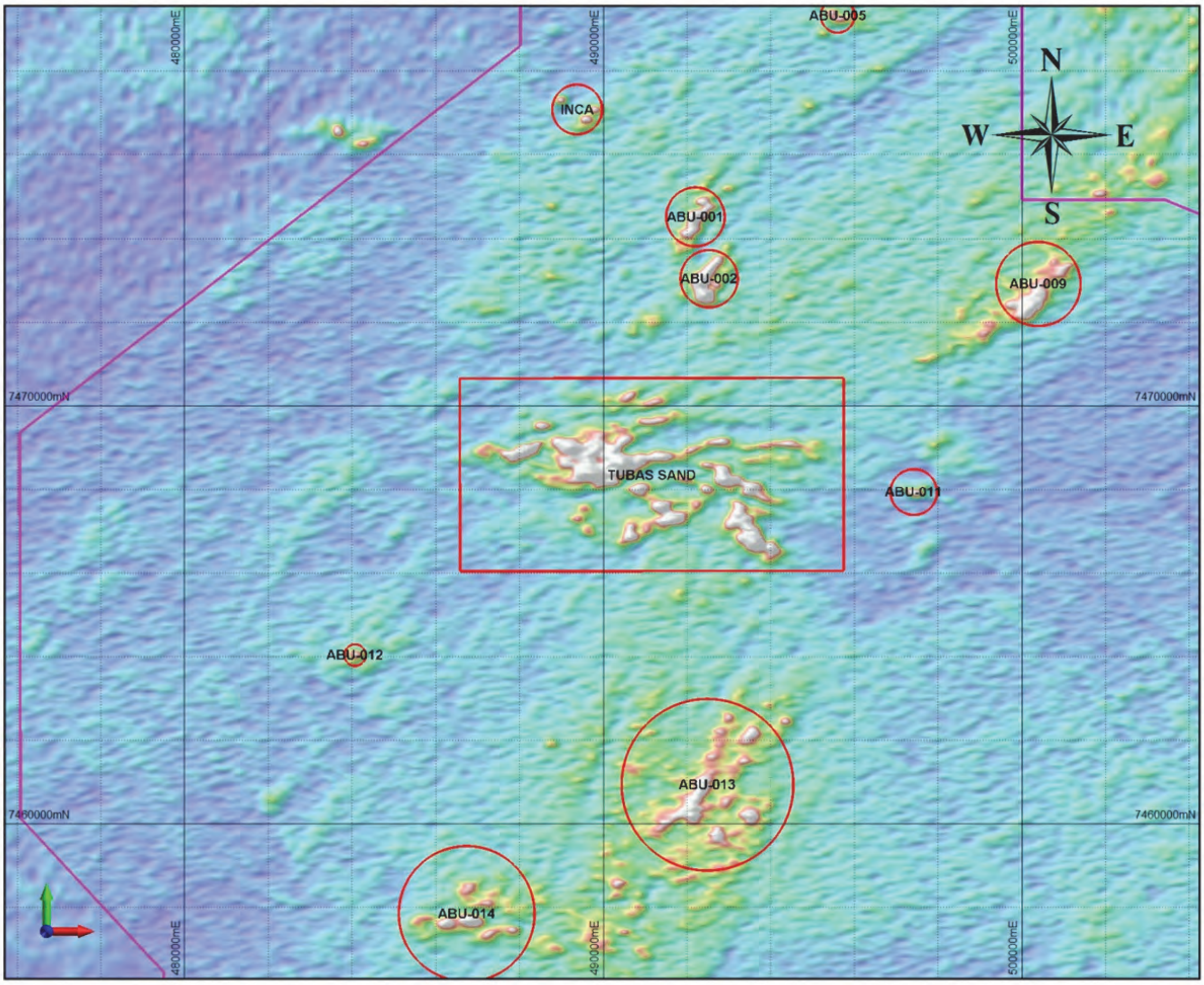

Figure 11: Map showing radiometric targets on EPL3496 over airborne radiometric data (uranium channel)

Prospectivity Mapping & Predictive Modelling
The prospectivity mapping and predictive modelling exercise was aimed at generating exploration targets on RUN's tenements and focussed on hard rock ('alaskite'-type) deposits such as Ongolo and MS7. The area of interest extended beyond the company's tenements in order to test the targeting methodology against the location of known deposits.

The 'layers' that were used in the prospectivity analysis included the occurrence of remanently magnetised units as well as the proximity to dome-like structures and marble units.

A prospectivity map for RUN's tenements, which highlights the prospectivity of the ground in the proximity of the Welwitschia Lineament, was completed. The methodology applied is considered to be sound as the model also ranks the known alaskite deposits highly (Figure 12).

Ground Induced Polarisation (IP) Survey
A ground IP orientation survey commenced in June across known uranium occurrences at INCA, MS7, and Ongolo. The survey aims to detect disseminated sulphides at depth which are believed to be associated with alaskite-hosted uranium mineralisation. If this orientation survey is successful, the IP method could be applied on a regional scale as a targeting tool.

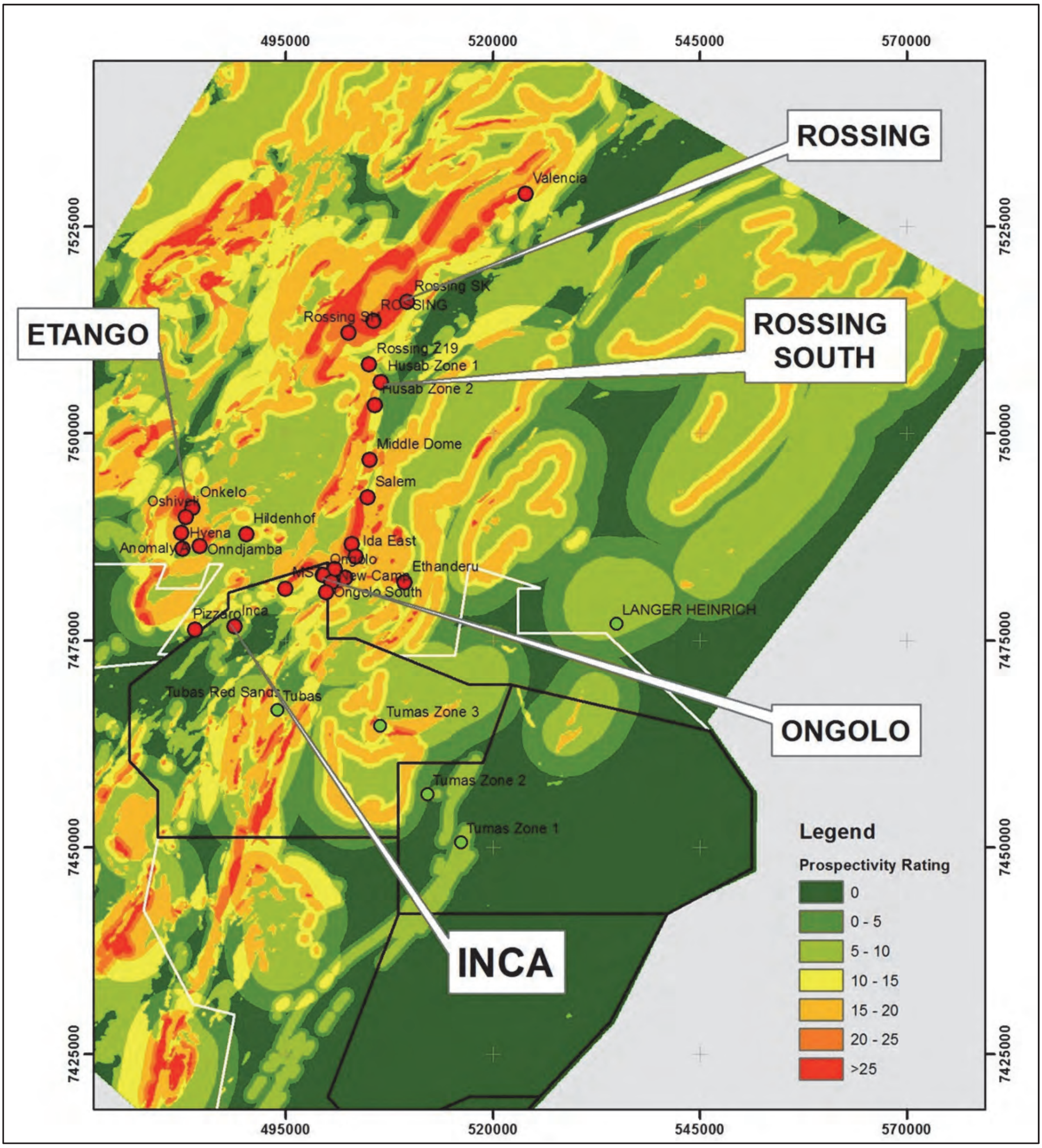

Figure 12: First pass prospectivity map

SHIYELA IRON PROJECT

RUN identified a substantial area of magnetite mineralisation on its 100% held Exclusive Prospecting Licence (EPL) 3496 in 2008 when an iron-oxide-copper-gold-uranium prospect hole made a 340 metre magnetite rich intercept from near surface.

A decision was taken after an internal review to test the potential of the deposit. The review recognised that if this proved to be a significant magnetite deposit then it would have a number of natural competitive advantages due to its location:

* 45 km by road from the Namibian coast and the port town of Walvis Bay;
* 10 km from the main C14 road that leads to Walvis Bay;
* 10 km from the Kuiseb electricity substation which currently supplies Langer Heinrich Uranium Mine; and
* Potential source of water in the Tubas channel to the north of the project area.

Initial core sample testing of the upper 25 metre (slightly oxidised zone) returned a high-grade magnetite concentrate of 70% iron with very low silica and no deleterious elements (SiO_2, Al_2O_3, P, S).

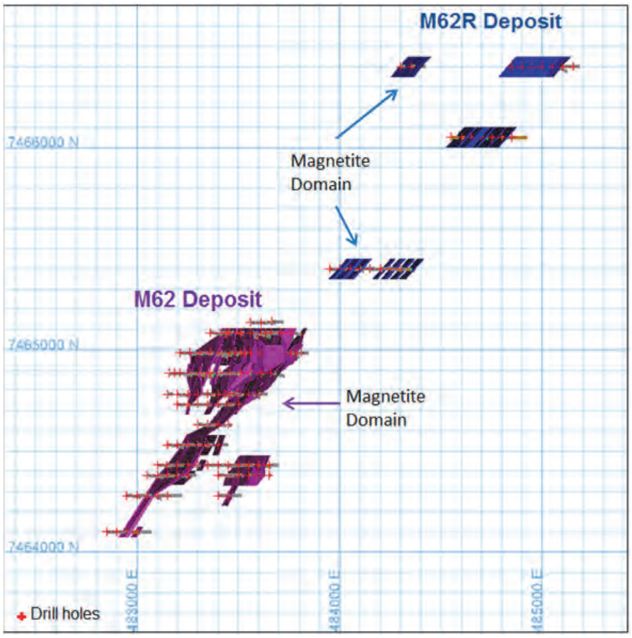

Figure 13: Magnetite Domains and Drill Hole Locations for M62 and M62R

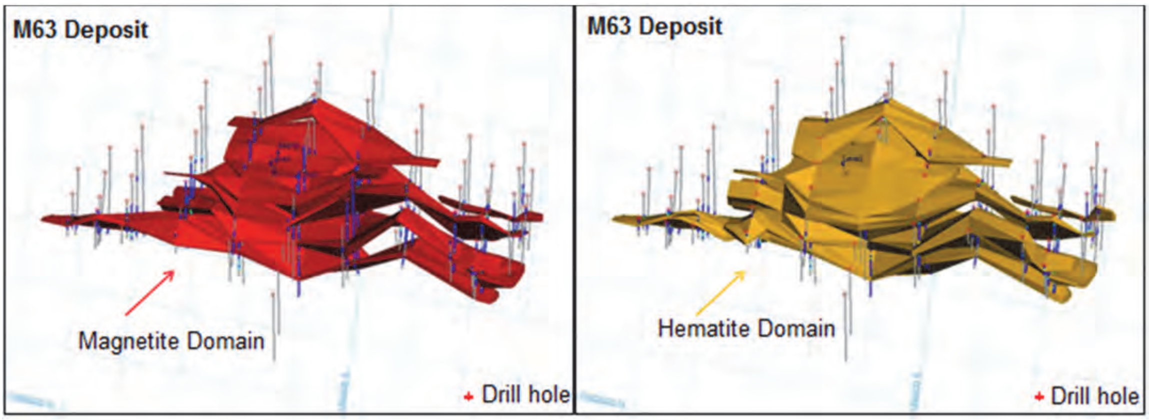

Figure 14: Magnetite and Hematite Domains with Drill Hole Locations for M63

Metallurgical Testwork

A large diameter diamond drilling programme (PQ – 85 mm – Figure 15) was completed early in 2012 to provide core for the next phase of metallurgical testwork, which was overseen by Mintrex Pty Ltd (Mintrex). The programme comprised approximately 1,000 metres of PQ core and generated some 16 tonnes of mineralised material from M62 and M63 (See Figures 13 and 14).

A series of metallurgical testwork programmes were conducted on the core, including testwork on the magnetite, recovery of hematite from magnetite tailings and recovery of hematite from a predominant hematite source. The additional testwork provided the information required for an improved flowsheet design (Figure 16) to allow the recovery of both magnetite and hematite. It is expected that up to 85% of the contained Fe will be recovered by the new plant design.

The process flow plant will initially recover iron by dry magnetic separation (at a 3 millimetre grind size) at two field strengths followed by a relatively coarse grind to 80% passing 250 micron followed by low intensity magnetic separation (LIMS) and low strength wet high intensity magnetic separation (WHIMS). The magnetite can be recovered to a concentrate grade of 68% Fe and the hematite to a grade of 61% Fe, demonstrated on a range of samples from 5% Fe in feed up to 40% Fe with varying proportions of magnetite and hematite.

Testwork demonstrated that grade could be adjusted by slight changes in grind size which was therefore designed into the capability of the plant. On this basis a 68% Fe product has been adopted as the nominal grade of the magnetite after grinding to 80% passing 250 micron.

The plant has a 1200 gauss collection of magnetite followed by a 7000 gauss dry magnetic separation and 3000 gauss WHIMS in a wet section – it has been assumed that all magnetite measured by the Davis Tube (3000 gauss) will be collected in the plant – i.e. 100% yield.

Hematite testwork looked at hematite recovery from magnetite tailings and hematite recovery from ores classed as hematite. A programme conducted to test the possible process route involved testing three sizes for dry magnetic separation (DMS) and medium intensity dry magnetic separation (MIMS) and testing the dry concentrate at four different sizes using heavy liquid and tabling at three different gauss levels.

As a result of these tests the final process selection was for a grind size of 80% passing 250 micron and a WHIMS gauss of 3000 gauss, which gave a concentrate grade of 63.8% (mixed magnetite and hematite) and a 92.9% Fe yield to concentrate. A conservative estimate was thus made of an 85% Fe yield and with 68% Fe from the magnetite and 61% Fe from the hematite. The hematite grade was 62.3% Fe at the target conditions and magnetite from the same sample was 68.6% Fe.

Figure 15: Shiyela PQ Core Showing Folded Magnetite Bands

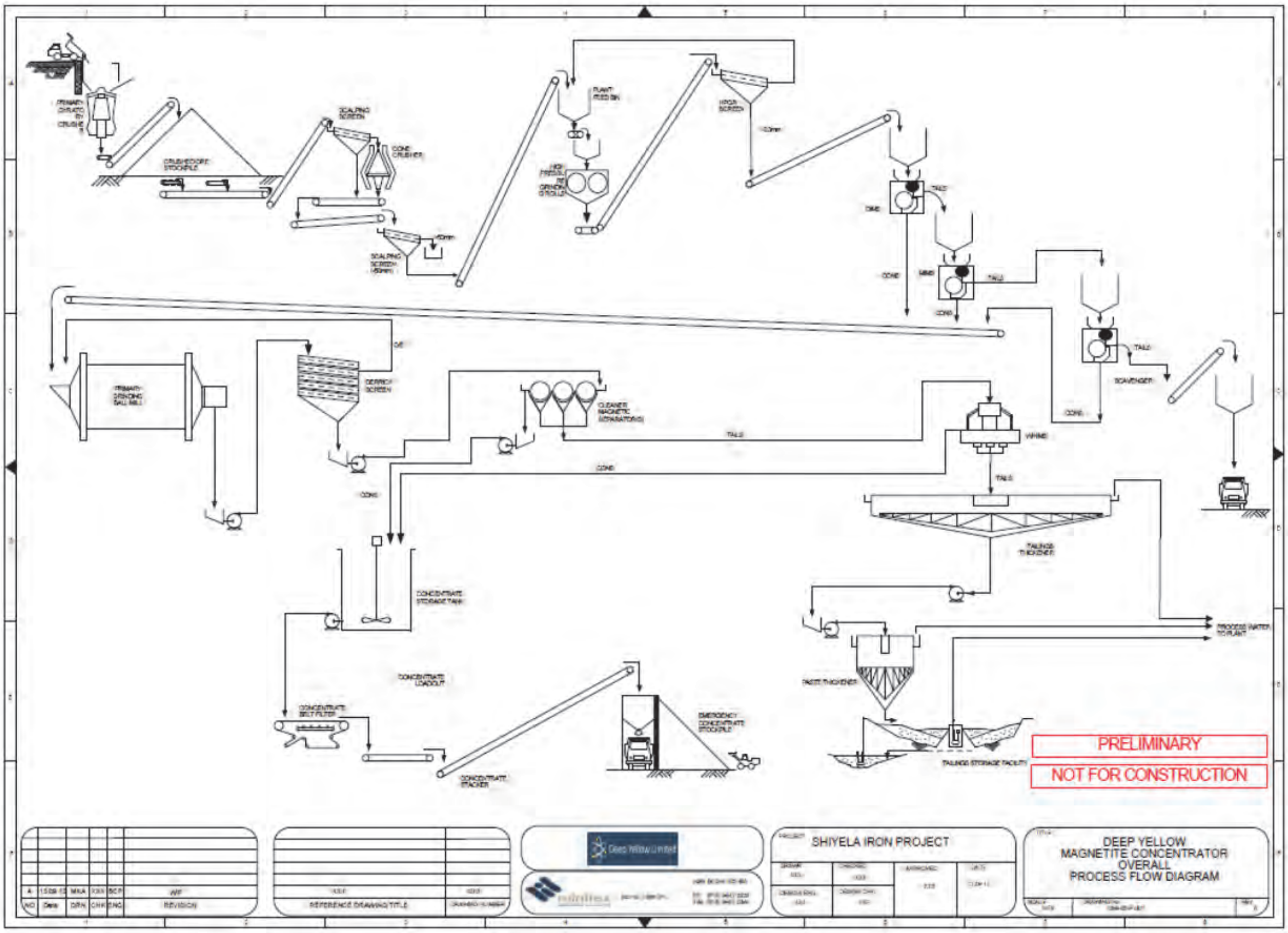

Figure 16: Shiyela Iron Project Schematic Plant Layout

Permitting

RUN obtained full Environmental Clearance for the Shiyela Project in March 2012 and a Mining Licence Application, submitted in December 2011, was approved in December 2012 and issued in January 2013. The Shiyela ML176, which covers an area of 54.02 km^2, is located entirely within RUN's 100% owned EPL3496 (see Figure1) and is for Base and Rare Metals, Precious Metals and Industrial Minerals.

Project Status

A value engineering exercise was completed by the Company and its consultant, Mintrex, in 2013 which identified a number of opportunities to potentially reduce the Project's estimated capital and operating costs. These opportunities included:

- Re-designing the front end of the HPGR circuit to incorporate a single larger unit;
- Obtaining updated pricing estimates for certain types of equipment (such as conveyers) and using current Asian steel prices for steel plate work and structural steel;
- Considering the use of a shared jetty and transhipment facility rather than exporting product via Walvis Bay port which has throughput and draft constraints; and
- Reassessing the installation costs of the power line and desalination plant.

Dry processing optimisation
Cala Aufbereitunstechnik completed a report on implementing an entirely dry concentration processing circuit for the Project, which included estimates of capital and operating costs incorporating two potential methods of grinding, HPGR and vertical roller mill ("VRM"). This identified significant potential cost savings for the processing plant but at the cost of lower recovery due to the high dust generation which in turn increased the required plant feed rate. Further testwork should be conducted to address this issue

Despite the lower recovery concerns this initial work was considered positive for the project and other potential solutions were suggested such as:
- Replacing the wet grinding with a dry grinding flow sheet but incorporating a wet final concentration;
- Applying wet magnetic separation for dust fraction only; and
- Applying a two stage grinding process to reduce circulating loads and plant size

Partner Process
The process to find a development partner for this promising project continued throughout the year.

Competent Person Statement

The information in this report that relates to the results and interpretation of the metallurgical testwork conducted on the Shiyela Iron Project and other technical details including the capital and operating cost estimates for processing and infrastructure development and the design of the Project's plant flowsheet, was compiled by Mr Brian Povey who is a full-time employee of Mintrex Pty Ltd and a Fellow of the Australasian Institute of Mining and Metallurgy. Mr Povey has sufficient experience to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking, to qualify as a Competent Person as defined in the JORC Code (2004). Mr Povey consents to the inclusion of this information in the form and context in which it appears.

AUSTRALIA - EXPLORATION

Overview

DYL is currently engaged in the process of divestment of its Australian assets in order to focus on its Namibian projects. Notwithstanding this fact, DYL will conduct strictly limited programmes of work through to December 2013 to retain its Northern Territory tenements in good standing until the conclusion of a divestment transaction.

Northern Territory

DYL's exposure to the highly prospective Tanami - Arunta uranium province (Figure 17) in the Northern Territory comprises:

* The Napperby calcrete-hosted uranium deposit with an Inferred JORC Mineral Resource of 9.34 Mt at 359 ppm U_3O_8 for 3,351 tonnes U_3O_8 (7.39 Mlbs) which is part of a larger mineralised system.
* Defined Projects covering 2,936 km^2.
* Radiometric anomalies associated with surface uranium mineralisation at the underexplored Officer Project.
* 100% rights to uranium within ABM Resources NL's (ABM) tenements covering an additional 16,518 km^2.
* Significant upside potential to increase total uranium resources in conjunction with the Napperby uranium deposit.
* An operational base in Alice Springs.

Near surface calcrete-hosted uranium mineralisation (similar to the Napperby deposit) is the exploration target within the majority of the tenement areas. Within the ABM tenements, Proterozoic basement hosted uranium mineralisation is also seen as a target.

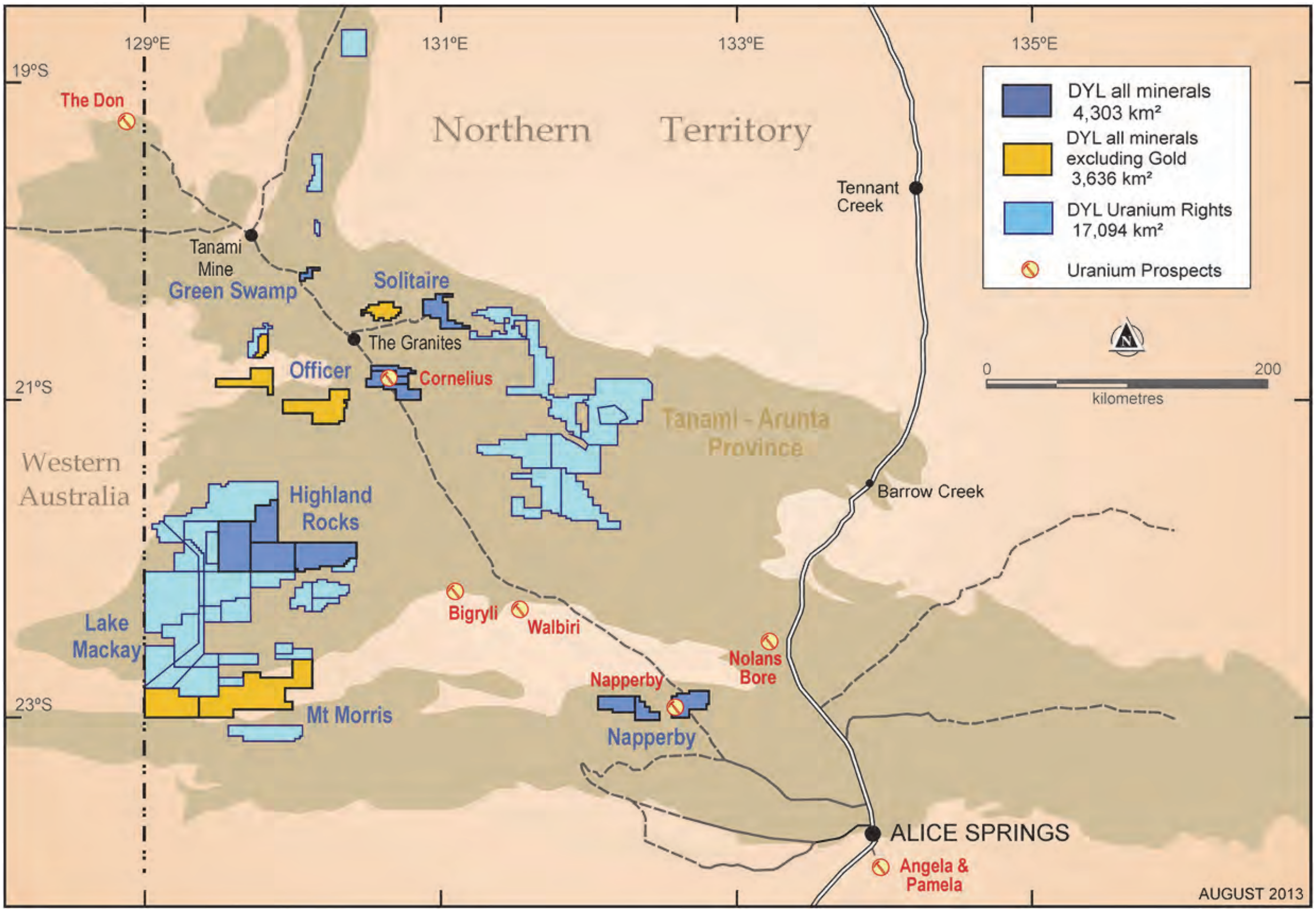

Figure 17: Northern Territory Tenements

Napperby Project

The Napperby Project includes a deposit originally discovered and explored by CRA Exploration and Uranerz in the late 1970's and early 1980's that defined a mineralised zone over some 20 kilometre in strike length. The extensive mineralised zone occurs within 3 to 8 metres from surface in semi-consolidated and unconsolidated sediments along a palaeochannel (Figure 18). The project is close to infrastructure, being 175 kilometres north-west of Alice Springs along the sealed section of the Tanami Highway, within 20 kilometres of the Alice Springs to Darwin gas pipeline and with access to the main north-south railway through Alice Springs.

Napperby was optioned to Toro Energy Ltd (Toro) in 2006 and it had until May 2010 to complete a JORC resource drill out and exercise the option to purchase the property from DYL. Toro chose not to exercise the option and the project is thus once again owned 100% by DYL.

Delineation work by Toro on the deposit resulted in an Inferred Resource under the (2004) JORC Code, totalling of 9.34 Mt at 359 ppm for 7.39 Mlbs U_3O_8 using a 200 ppm cut-off grade. There was no change during the 2013 financial year to the current resource. The resource drill out covered approximately half of the historic mineralised area and correlates well with the results of previous work carried out on this portion of the deposit. Additional drilling is required to complete the conversion of the balance of the historic mineralised area to JORC standard.

The tenement is granted under a Pastoral Lease and a reconnaissance programme including work over the original Uranerz resource and targets generated though AEM survey was submitted and accepted by the CLC with no additional exclusion zones/restricted areas.

Other Projects

Officer/Solitaire: Majority Granted - Deed Signed with CLC - Clearance certificate received for reconnaissance work over ELs 27140, 27141, 10223 and 25097. Work programmes submitted for air core drilling.

Highland Rocks: Application - EL 29385 – 29388 - Received grant of Consent to Negotiate. Exploration Proposal in respect of the applications was lodged with the CLC.

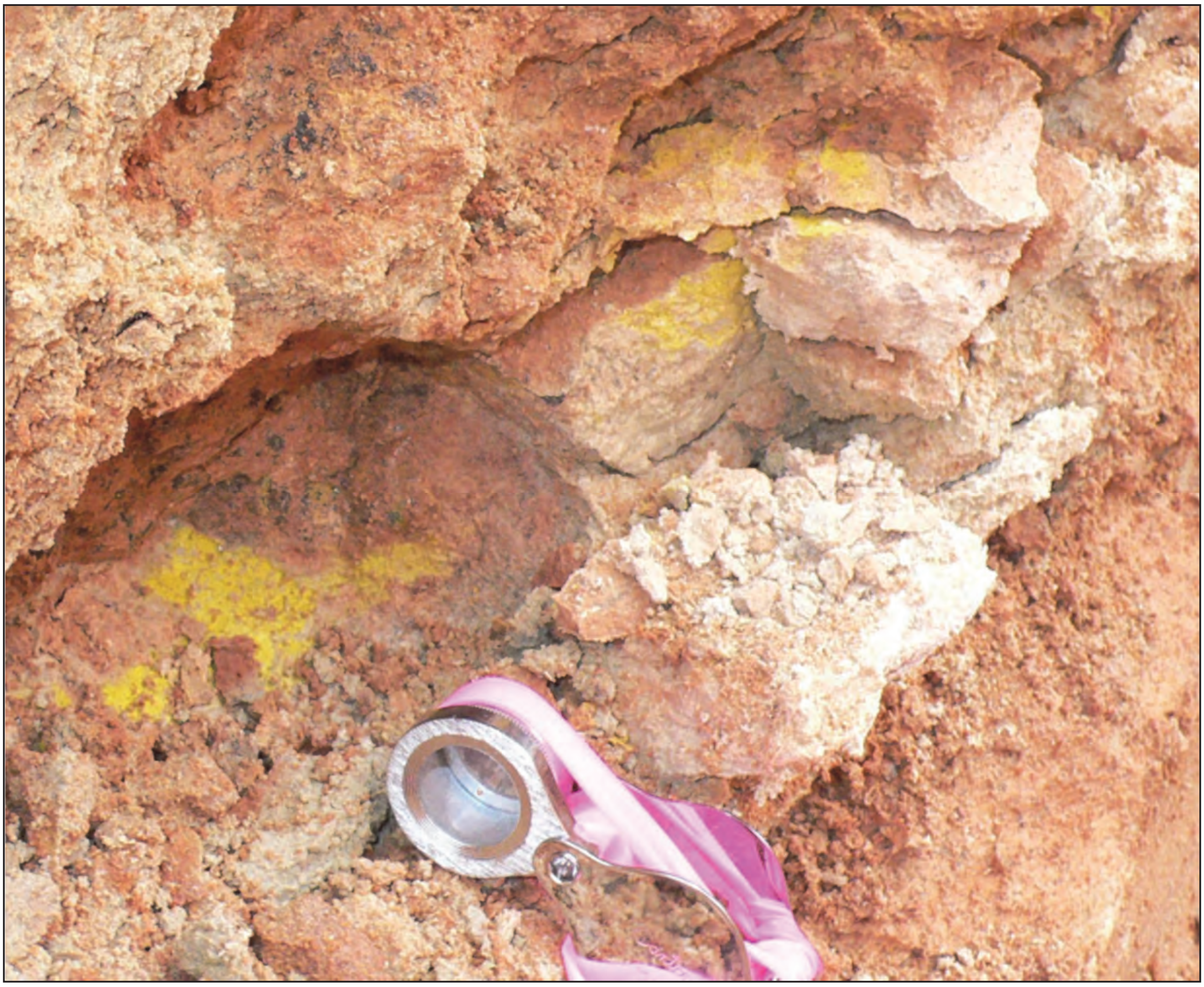

Figure 18: Napperby Project Mineralisation

Queensland

DYL has two joint ventures in Queensland (Figure 19).

Syndicated Metals Mt Isa Other Minerals Joint Venture

Three tenements are included in the Syndicated Metals (SMD) Other Minerals Joint Venture in which SMD has earned an 80% interest in Other Minerals. DYL is now free carried in the joint venture and retains the rights to uranium on the tenements. Uranium Projects on these tenements include:

* The **Prospector Project** (EPM 15070), an extensive project area covering a number of anomalies and including the Queens Gift Prospect with a JORC Resource of 1 Mlb at an average grade of 430 ppm U_3O_8.
* The **Ewen Project** (on EPM 14916) and **Yamamilla Project** (on EPM 14281), originally acquired from Matrix Metals. EPM14916 contains a number of uranium prospects including the Slance Prospect with a JORC Resource of 1 Mlb at an average grade of 600 ppm U_3O_8. EPM14281 contains a number of uranium occurrences including the Miranda Prospect, which is considered to be unique in its geological setting.

Pilgrim Joint Venture

Krucible Metals Ltd (Krucible) fulfilled its expenditure commitment during the financial year (spend of $400,000) to earn an 80% equity interest in base metals on EPM 15072 (known as Pilgrim Fault or Pilgrim). In April 2013 Krucible acquired the remaining 20% interest in the tenement from DYL for 1.2 million fully paid ordinary shares in Krucible.

JORC Resources

The current Indicated and Inferred JORC (2004) Compliant Mineral Resource estimate for the region totals 1.8 million tonnes at 500 ppm U_3O_8 for 2 Mlbs U_3O_8 at a 300 ppm cut-off with no changes during the 2013 financial year.

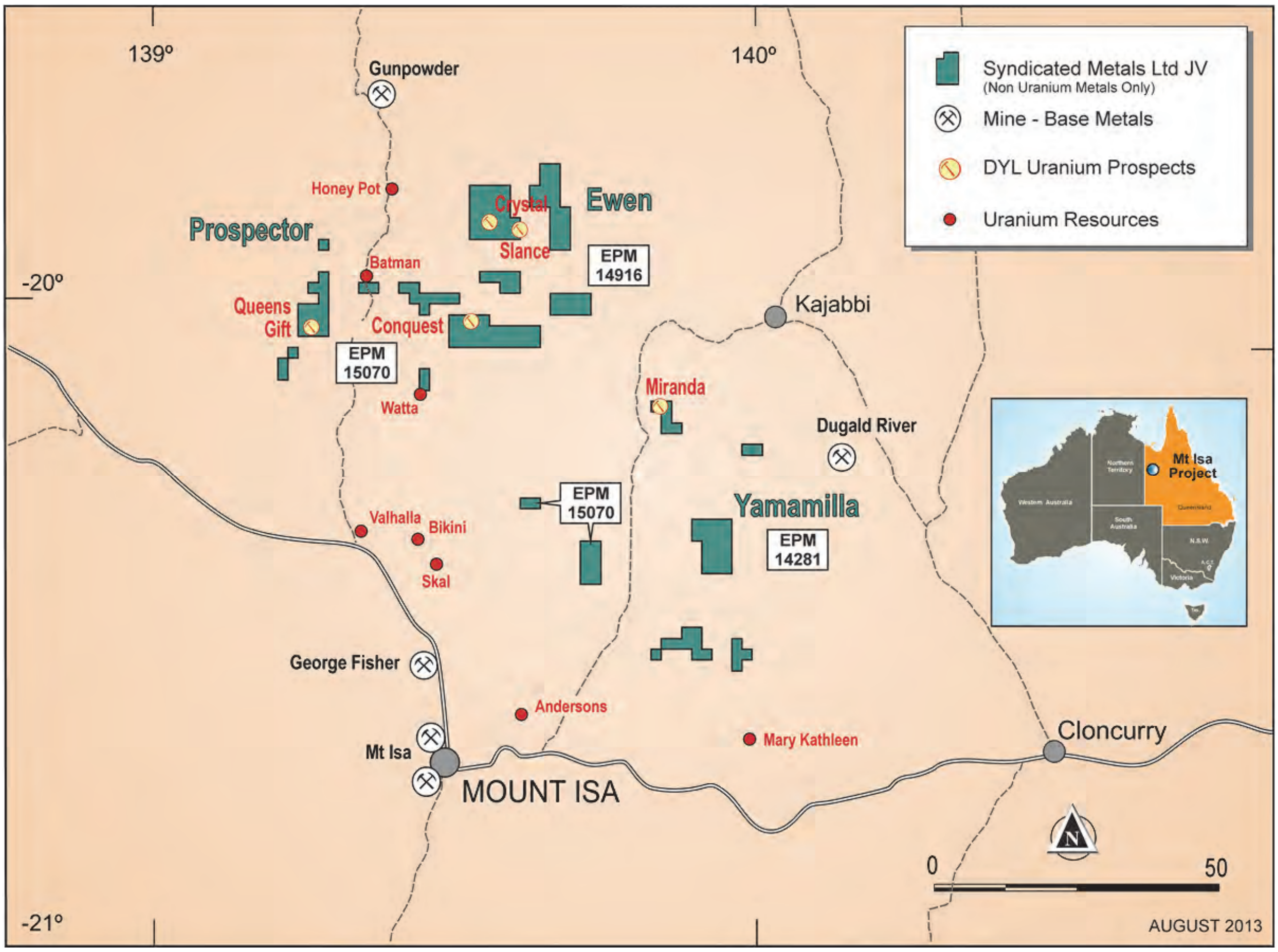

Figure 19: Mt Isa District Tenements

Australian Mineral Resource Estimate Summary

Deposit	Category	Cut-off (ppm U_3O_8)	Tonnes (M)	U_3O_8 (ppm)	U_3O_8 (t)	U_3O_8 (Mlb)
NAPPERBY PROJECT (NT)						
Napperby	Inferred	200	9.3	359	3,351	7.4
NAPPERBY TOTAL			**9.3**	**359**	**3,351**	**7.4**
ISA NORTH PROSPECT (QLD)						
Queens Gift Prospect	Indicated	300	0.7	**430**	280	0.6
Queens Gift Prospect	Inferred	300	0.4	**430**	180	0.4
Slance Prospect	Indicated	300	0.5	**620**	320	0.7
Slance Prospect	Inferred	300	0.2	**540**	120	0.3
ISA NORTH TOTAL			**1.8**	**500**	**900**	**2.0**
TOTAL - AUSTRALIA			**11.1**	**382**	**4,251**	**9.4**

Notes: Figures have been rounded and totals may reflect small rounding errors
XRF chemical analysis unless annotated otherwise
eU_3O_8 - equivalent uranium grade as determined by downhole gamma logging
Combined XRF Fusion Chemical Assays and eU_3O_8 values

Where eU_3O_8 values are reported it relates to values attained from radiometrically logging boreholes with Auslog equipment using an A675 slimline gamma ray tool. All probes are calibrated either at the Pelindaba Calibration facility in South Africa or at the Adelaide Calibration facility in South Australia.

Competent Person Statement

Northern Territory

The information in this report that relates to Mineral Resource estimation for the Napperby Project is based on information compiled by Mr Daniel Guibal who is a Fellow (CP) of the Australasian Institute of Mining and Metallurgy. Mr Guibal is a full time employee of SRK Consulting and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking, to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Guibal consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Queensland

The information in this report that relates to the Queens Gift and Slance Mineral Resource Estimates (U_3O_8) is based on information compiled by Neil Inwood who is a Fellow of the AUSIMM. Mr Inwood was employed by Coffey Mining as a consultant to the Company at the time of the resource estimates and public release of results. As Mr Inwood is no longer employed by Coffey Mining, Coffey Mining has reviewed this report and consent to the inclusion, form and context of the relevant information herein as derived from the original resource reports for which Mr Inwood's consents have previously been given. Mr Inwood has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which is being undertaken to qualify as a Competent Person as defined in the 2004 Edition of the JORC 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

CORPORATE GOVERNANCE STATEMENT

GOVERNANCE FRAMEWORK

The Board of Deep Yellow Limited (DYL) has responsibility for corporate governance for the Company and its subsidiaries (the Group) and has implemented policies, procedures and systems of control with the intent of providing a strong framework and practical means for ensuring good governance outcomes which meet the expectations of all stakeholders.

The framework for corporate governance follows the principles set out by the ASX Corporate Governance Council. The Directors have implemented policies and practices which they believe will focus their attention and that of their Executives on accountability, risk management and ethical conduct.

This Statement sets out corporate governance practices adopted by the Board and which are in place as at the date of this report. Where the Board considers the Group is not of sufficient size or complexity to warrant adoption of all the recommendations set out in the ASX Corporate Governance Council's published guidelines, these instances have been highlighted.

The Board will continue to review its policies to ensure they reflect any changes within the Group, or to accepted principals and good practice.

SHAREHOLDER COMMUNICATION

The Board is committed to ensuring that there is open and timely communication with shareholders.

Communications Policy

The Board supports practices that provide effective and clear communications with security holders and allow security holder participation at general meetings. A formal **Shareholder Communications Policy** has been adopted, complying with Recommendation 6.1 of the Corporate Governance Council.

In addition to electronic communication via the ASX website, all ASX announcements together with all quarterly reports are published. These documents are available on request and are posted on the Company website at www.deepyellow.com.au. In addition, the Company's full Annual Reports are available on the website.

The website provides shareholders and others the opportunity to receive additional information such as press releases and other materials electronically.

Shareholders are able to pose questions on the audit process directly to the independent auditor who attends the Annual General Meeting for that purpose.

Continuous Disclosure Policies

The Board is committed to the promotion of investor confidence by providing full and timely information to all security holders and market participants about the Group's activities and to comply with the continuous disclosure requirements contained in the Corporations Act 2001 and the Australian Securities Exchange Listing Rules. The Board has adopted a **Continuous Disclosure Policy**, complying with Recommendation 5.1 of the Corporate Governance Council and with the ASX Listing Rule Requirements.

Continuous disclosure is discussed at all regular board meetings and on an ongoing basis the Board ensures that all activities are reviewed to assess the need for disclosure to the market.

In accordance with ASX Listing Rules, the Company Secretary has been appointed as the Group's disclosure officer.

Directors' Disclosure Obligations

The Board is committed to complying with ASX Listing Rules and best practices particularly with respect to the level and nature of information provided by Directors.

The Directors' Disclosure Policy requires each of the Directors to provide continuous and timely disclosure of all dealings in Company securities in which the Director has a relevant interest.

BOARD OF DIRECTORS

Role of the Board of Directors

The Board guides and monitors the business and management of the Group on behalf of shareholders by whom they are elected and to whom they are accountable.

In order to fulfil this role, the Board is responsible for the overall corporate governance of the Group including formulating its strategic direction, setting remuneration and monitoring the performance of Directors and Executives. The Board relies on Executives to assist it in approving and monitoring expenditure, ensuring the integrity of internal controls and management information systems and monitoring financial and other reporting.

The Board has adopted a **Board Charter**, complying with Recommendation 1.1 of the Corporate Governance Council, which clarifies the respective roles of the Board and Executives and assists in decision making processes.

Board processes

The Board agrees in advance a schedule of regular meetings for each calendar year, together with such other meetings as may be necessary. For the 2013 financial year, there were seven scheduled Board meetings and eight in total.

A standardised agenda for the meetings has been adopted to ensure certain information is addressed consistently and other items which are relevant to reporting deadlines and or regular review are scheduled when and as appropriate. The agenda is reviewed and approved by the Chairman with the involvement of the Managing Director.

Evaluation of Senior Executive Performance

The Executive Directors have undertaken a review of the performance of the Group's executives during the year, complying with Recommendation 1.2 of the Corporate Governance Council.

Board Composition

The Constitution of the Company requires a minimum number of three Directors. There is no requirement for any shareholding qualification.

The membership of the Board, its activities and composition is subject to periodic review. The criteria for determining the identification and appointment of a suitable candidate for the Board includes the quality of the individual, background of experience and achievement, compatibility with other Board members, credibility within the scope of activities of the Group, intellectual ability to contribute to Board duties and responsibilities and consideration of the objectives of the recently adopted Diversity Policy. In complying with Principles 2 and 3 of the Corporate Governance Council, the Board is mindful to ensure that it is comprised of individuals with skills to provide appropriate stewardship to the Group as it moves from an advanced stage explorer to a developer. The background of each Director is set out on pages 29 to 30 of the Directors Report.

The Board is presently comprised of six members, five Non-executive and one Executive:

*	Mr Tim Netscher	-	Chairman Non-executive Independent	*	Ms Gillian Swaby	-	Non-executive
*	Mr Greg Cochran	-	Managing Director	*	Mr Mervyn Greene	-	Non-executive
*	Mr Rudolf Brunovs	-	Non-executive Independent	*	Mr Christophe Urtel	-	Non-executive

Independence of Directors

In considering whether or not a Director is independent, the Board has regard to the independence criteria set out in the ASX Corporate Governance Council's Principles and Recommendations.

Directors are expected to bring independent views and judgement to the Board's deliberations. Only two of the six Directors are considered by the Board to be independent, and as such the Company does not comply with Recommendation 2.1 of the Corporate Governance Council, which recommends that a majority of Board members should be independent. However, the Board considers that both its structure and composition are appropriate given the size of the Group and that the interests of shareholders are well met.

As at the date of this report the Chairman is considered to be independent, and therefore the Group has complied with Recommendation 2.2 of the Corporate Governance Council.

Roles of Chairman and Chief Executive Officer

The roles of Chairman and Chief Executive Officer are exercised by separate individuals, and accordingly the Group complies with Recommendation 2.3 of the Corporate Governance Council.

Nomination Committee

The full Board carries out the functions of a Nomination Committee in respect of the selection and appointment process for Directors. While this does not comply with Recommendation 2.4 of the Corporate Governance Council which recommends having a separate Nomination Committee, the Board considers that given the size and maturity of the Group and the importance of Board composition it is appropriate that all members of the Board participate in such decision making.

In carrying out this role, the Board is cognisant of the requirement to ensure that Board composition is appropriate for the Group's stage of development. At this stage of the Groups development the Board believes that there is an appropriate mix of skills, experience, expertise and diversity on the Board. In the coming years as the Group assesses its development options for its various projects the Board believes that additional expertise is likely to be required and at that time proper consideration will be given to ensuring the Board has an appropriate mix of skills and diversity.

Retirement, re-election and appointment of new Directors

The constitution of the Company notes that Directors cannot hold office for a period longer than three years without submitting themselves for re-election at the next AGM, one third of the Directors (other than the Managing Director) must retire by rotation at each AGM together with any new Directors appointed by the Board during the period since the last general meeting. Retiring Directors are eligible to stand for re-election.

If the Board decides to appoint a new member either to complement the existing members or fill a vacancy, it goes through the process of identifying a wide base of potential candidates with appropriate skills and with a view to meeting the objectives of its Diversity Policy. This process would likely involve the appointment of an independent and experienced recruitment firm and would involve a rigorous process including Director interviews and discussions; site visits; and if necessary discussions with senior management.

Evaluation of Board Performance

The Group has a formal process for the evaluation of the effectiveness, processes and structure of the Board, and as such complies with Recommendation 2.5 of the Corporate Governance Council.

The Board undertakes an annual formal review of its performance.

The process includes the completion of individual questionnaires focused on Board process, effectiveness and structure as well as the effectiveness and contribution made by each Director. The responses are collated and discussed with a view to considering recommendations for improvement and/or appropriate changes.

Education

All Executives and Directors are encouraged to attend professional education courses relevant to their roles.

Independent professional advice and access to information

Each Director has the right to access all relevant information in respect to the Group and to make appropriate enquiries of Executives.

Structure of Non-executive and Executive Directors Remuneration

The objective of Group remuneration policies, processes and practices is to:

* attract and retain appropriately qualified and experienced Directors who will add value;
* result in competitive remuneration bench marked against peer groups; and
* adopt reward programmes which are fair and responsible, in accordance with the principles of good corporate governance and which align Director entitlements with shareholder objectives.

The Remuneration Committee makes recommendations to the Board on the basis of individual performance, trends in comparative companies and the need for a balance between fixed remuneration and non-cash incentive remuneration.

Remuneration packages for Executive Directors comprise fixed remuneration and may include short term incentives in the form of cash bonuses or long term incentives in the form of share rights as per individual contractual agreements. Remuneration packages are reviewed by the Remuneration Committee. The process consists of a review of Group, individual performance and relevant comparative remuneration externally and internally.

Non-executive Director remuneration is a fixed annual amount of Director fees, the total of which is within the amount approved by shareholders. Performance based cash bonuses or equity based remuneration is not considered appropriate for Non-executive Directors and accordingly does not form part of their remuneration.

In distinguishing between the remuneration practices for its Non-executive Directors and the remuneration practices applicable to Executive Directors, the Company complies with Recommendation 8.3 of the Corporate Governance Council. A full outline of the remuneration policy is set out in the Remuneration Report of the Group's Annual Report.

BOARD COMMITTEES

The Board has established several Committees with separate charters which it relies on to assist with the proper discharge of its duties. The Chairman of the Board has included the Committees in his evaluation of Board performance through the circulation and completion of specific questionnaires seeking comment on the effectiveness and structure of the Committees.

Audit Committee

The Audit Committee is comprised of three Non-executive Directors and complies with Recommendation 4.1 of the Corporate Governance Council.

The Audit Committee consists of Non-executive Directors and is chaired by an Independent Director who is not the Chairman of the Board. However, the majority of members of the Audit Committee are not independent and the Group therefore does not comply with Recommendation 4.2 of the Corporate Governance Council.

The members of the Audit Committee are Rudolf Brunovs (Chairman), Mervyn Greene and Gillian Swaby. The relevant qualifications and details of attendance at Audit Committee meetings are set out in the Directors' Report. This complies with Recommendation 4.4 of the Corporate Governance Council.

The Audit Committee operates under an Audit Committee Charter which complies with Recommendation 4.3 of the Corporate Governance Council. The responsibilities of the Audit Committee include the appointment, compensation and oversight of the independent auditor and the review of the published financial reports.

Remuneration Committee

The Remuneration Committee has been established to assist the Board by making recommendations on remuneration packages for Executive and Non-executive Directors, and where appropriate, senior managers. In addition, the Remuneration Committee reviews proposed long and short term incentive plans including the appropriate use of performance based hurdles.

The Remuneration Committee consists of four Non-Executive Directors being Mervyn Greene (Chairman), Rudolf Brunovs, Gillian Swaby and Christophe Urtel. The Remuneration Committee is not chaired by an Independent Director, nor does it have a majority of Independent Directors and accordingly does not comply with Recommendation 8.2 of the Corporate Governance Council.

The Remuneration Committee operates under a Remuneration Committee Charter which complies with Recommendation 8.1 of the Corporate Governance Council. The Charter clearly sets out the role and responsibilities of the Remuneration Committee and the charter terms provide the Remuneration Committee with the ability to access internal and external resources as appropriate.

ETHICAL STANDARDS

The Board actively promotes ethical and responsible decision making aiming to maintain the highest standard of ethical behaviour in business and in all its dealings with customers, clients, shareholders, governments, suppliers, employees and the community. As a minimum the Board and employees will:

* act within applicable laws;
* act with fairness and respect;
* encourage co-operation and rational debate with a view to achieving shared goals;
* act with courtesy;
* foster an environment which encourages diversity in all its forms across the Group.

Codes of Conduct

To assist with these aims the Board has adopted a Code of Conduct that applies to Directors and key Executives of the Group and complies with Recommendation 3.1 of the Corporate Governance Council. This Code sets expectations for conduct in accordance with legal requirements and agreed ethical standards.

In addition, the Board has adopted an Ethics and Conduct Policy which applies to all employees, consultants and Directors.

The Ethics and Conduct Policy addresses the following:

* Responsibility to shareholders and the financial community
* Responsibility to third parties
* Employment practices
* Environment
* Community activities
* Privacy
* Confidential information
* Conflicts of interest

In addition to the legal requirements and accepted practices which are addressed in each of the policies adopted by the Company and across the Group, the Board is mindful of its broader stakeholders including the community at large in all the geographical regions in which it operates.

Diversity Policy

The Board has implemented a Diversity Policy in line with Corporate Governance guidelines. The Group believes that the promotion of diversity on its Boards, in senior management and within the organisation generally is good practice and adds to the strength of the Group.

The Diversity Policy affirms existing employment arrangements which seek to attract and retain people by promoting an environment where employees are treated with fairness and respect and have equal access to opportunities as they arise. Diversity within the workforce includes such factors as religion, race, ethnicity, language, gender, disability and age.

Gender Diversity

The Corporate Governance recommendation 3.2 was effective from 1 July 2011 and required the Board to set 'measureable objectives' for achieving gender diversity and to report against them on an annual basis. A number of objectives were put in place and the Board is continuing to review its practices with a focus on ensuring the selection process at all levels within the organisation is formal and transparent and that the workplace environment is open, fair and tolerant. Some of the measures to assess the success of the policy are set out below.

The following table is a summary of the workforce within DYL and across the Group and provides a high level snap shot of the level of gender diversity as at 30 June 2013.

Workforce Summary

	Male	Female	Total	Proportion female
DYL Board	5	1	6	16%
Senior Management	3	3	6	50%
Balance of Employees	23	7	30	23%
	31	**11**	**42**	**26%**
Australia	6	3	9	33%
Namibia	25	8	33	24%
	31	**11**	**42**	**26%**

At 30 June 2013, DYL had a diverse workforce with operations in Australia and Africa, the majority (33 persons) are based in Namibia and are Namibian nationals, except for one female being a non-national.

Measurable Objectives

Objective	Outcome
Adopt, publish and promote a Diversity Policy that encompasses the principals and recommendations of the Corporate Governance Council.	The Board has adopted a Diversity Policy and has posted it on the Company's website.
Review and amend where appropriate other Company policies to align with the Diversity policy.	The Board is in the process of reviewing Board, and Board Committee Charters to ensure they reflect the objectives of the Diversity Policy.
Undertake a gender audit and in addition a general assessment of the current diversity levels within the Company and across the Group.	The Group has undertaken an audit of its human resources to establish the gender mix and cultural backgrounds.
Establish procedures to track the gender mix of the Company and of the Group over time.	The Group has compiled a summary of staff including gender and cultural diversity for the past and will continue to do so.
Structure recruitment and selection processes to recognise value of diversity.	The Group is reviewing its practices.
Have clear and transparent governance process around reward and recognition.	The Group has a good remuneration charter which encourages rewards to be transparent. It is however in a process of reviewing its charter in this area.
Develop succession plan for the Board with aim to increase representation of women on the Board, subject to identifying candidates with appropriate skills.	The Group has reviewed its current composition and is developing a succession plan.

FINANCIAL REPORTING

Financial Reporting

The Board relies on Executives to monitor the internal controls. Financial performance is monitored on a regular basis by the Managing Director who reports to the Board at the scheduled Board Meetings.

Chief Executive Officer and Financial Controller Confirmations

In accordance with Recommendation 7.3 of the Corporate Governance Council, Australian Accounting Standards and the Corporations Act the Board requires that the Managing Director and Financial Controller provide a written statement in respect to the annual financial statements of the Group. In addition, the Board requires assurance from the Managing Director and Financial Controller that the declaration is founded upon a sound system of risk management and internal controls, and that the system operates effectively in all material aspects.

SECURITIES DEALINGS

There is no requirement for Directors to hold Company securities. In addition the Board and Remuneration Committee have formed the view that it is not appropriate for Non-executive Directors to be issued options or performance rights in respect of the Company's securities.

Securities Trading Policy

The Board is committed to ensuring that all Directors and employees comply with their legal obligations as well as conducting their business in a transparent and ethical manner. All Directors and employees (including their immediate family or any entity for which they control investment decisions), must ensure that any trading in securities issued by the Company is undertaken within the framework set out in the Securities Trading Policy.

The Securities Trading Policy does not prevent Directors or employees (including their immediate family or any entity for which they control investment decisions) from participating in any share plan or share offers established or made by the Company. However, Directors or employees are prevented from trading in the securities once acquired if the individual is in possession of price sensitive information not generally available to all security holders.

Additional restrictions are placed on trading by Directors, Executives and other key management personnel as determined by the Chairman and Company Secretary from time to time ('Restricted Employees').

In addition to the overriding prohibition against dealing in the Company's securities when a person is in possession of inside information, Restricted Employees and their associated parties are at all times prohibited from dealing in the Company's securities during prescribed 'closed' periods. The Company has nominated closed periods to run from the end of the financial quarter up to the day after the release date of the quarterly report. Restricted Employees must also obtain written consent from the Chairman or Managing Director prior to trading in the Company's securities.

The Securities Trading Policy also includes a clause prohibiting Directors and Executives from entering into transactions in associated products which operate to limit the economic risk of security holdings in the Company over unvested entitlements.

RISK MANAGEMENT

Adoption of Risk Management Policies

The Board has implemented a Risk Management Policy including a number of specific policies to oversee and manage potential and actual material business risks, complying with Recommendation 7.1 of the Corporate Governance Council. The Board is responsible for supervising management's framework of control and accountability systems to enable risk to be assessed and managed. The Board has delegated day-to-day management of risk to the Managing Director.

Risk Management and Internal Control System

The Managing Director, with the assistance of senior management as required, has responsibility for identifying, assessing, treating and monitoring risks and reporting to the Board on risk management.

In order to implement the Risk Management Policy, it was considered important to establish a Risk Management Strategy and an internal control regime in order to:

* Assist the Group to achieve its strategic objectives;
* Ensure the accuracy and integrity of external reporting; and
* Safeguard the assets and interests of the Group and its stakeholders

Risk Management Strategy

The Risk Management Strategy is designed to identify and assess possible sources of harm and to take steps to decrease or prevent that harm from occurring.

The Risk Management Strategy incorporates procedures and processes which provide evidence of a commitment to the management of risk by avoiding, sharing, transferring, reducing (mitigation) or accepting/retaining the risk.

To manage and assess risk, the Group has adopted and 'tailored to fit' a Risk Management Plan and a Risk Management Framework as outlined in the Australia/New Zealand Standard AS/NZS 4360:2004.

Key risk traits are identified and managed using the flowing tools:

* *Business Risk Management*
  The Group manages its activities through financial budgets and operational and strategic plans.
* *Internal Controls*
  The Board has documented internal control processes appropriate for the Group's size and stage of development. It requires Executives to ensure the proper functioning of internal controls.
* *Financial Reporting*
  Directors approve an annual financial budget and regularly review performance against budget.
* *Operational Review*
  Executive Directors regularly visit exploration project areas to review the geological practices including the environmental and safety aspects of the operations.
* *Environment and Safety*
  The Board has adopted an Occupational Health and Safety Policy, Environmental Policy and Ethics and Conduct Policy, through which all employees and contractors are inducted.

The Group is committed to ensuring that sound environmental management and safety practices are carried out in its exploration activities. Significant resources have been focussed on establishing and maintaining a culture of best practice through the implementation of an Occupational Health and Safety Plan and an Environmental Management Plan. As a uranium explorer, additional responsibilities require the implementation of a Radiation Management Plan as part of the management of Occupational Health and Safety policies. The Group uses external consultants to review its activities and to assist in maintaining a best practice approach to the issues surrounding Radiation Management.

In accordance with Recommendation 7.2 of the Corporate Governance Council, the Risk Management Policy requires that senior management report to the Managing Director as to the effectiveness of the risk management and internal control systems and that regular reports thereon be provided to the Board.

Continuous Improvement

The Risk Management Plan continues to evolve and will develop with the growth of the Group's activities in the following risk areas:

* Financial
* Corporate
* Legal
* Management
* Human Resources
* Political
* Environmental/Social

DIRECTORS' REPORT

The Directors present their report on Deep Yellow Limited (Company) and the entities it controlled at the end of, and during the year ended 30 June 2013 (the Group).

DIRECTORS

The names and details of the Directors of Deep Yellow Limited during the financial year and until the date of this report are as follows.

Directors were in office for the entire period unless otherwise stated.

Names, qualifications, experience and special responsibilities

Tim Netscher BSc (Eng) (Chemical), B.Com., MBA, CEng, FIChemE, MAICD
Chairman
(joined 2 January 2013 as Non-executive Director and appointed as Chairman with effect from 1 September 2013)

Mr Netscher has considerable broad-based experience working as a senior executive in the international mining industry for more than 40 years in roles spanning marketing, operations management, project management and business development.

Mr Netscher joined Gindalbie Metals Limited, an ASX listed iron ore producer in 2010 as a Non-Executive Director and subsequently took on his current role as Managing Director/CEO on 30 April 2011. His previous experience includes a period as Senior Vice-President for Newmont Asia Pacific; Managing Director of Vale Australia; Senior Vice President, Director and COO of PT Inco; President and COO at QNI Pty Ltd (part of the BHP Billiton group); Executive Director of Impala Platinum Limited and Project Director, Business Development and Exploration at Billiton Plc.

During the past three years Mr Netscher has also served as a Director of the following listed companies: Bullabulling Gold Limited – appointed 20 August 2012 and resigned 31 May 2013; and Industrea Limited – appointed 19 February 2009 and resigned 30 November 2012.

Mervyn Greene *MA (Maths) BAI (Engineering) MBA*
Non-executive Director

Mr Greene is an investment banker and entrepreneur who has worked in the US, Europe and Africa for more than 25 years. Between 1997 and 2005 Mr Greene was the London based partner of Irwin Jacobs Greene (IJG), one of Namibia's premier stockbroking, private equity and corporate finance advisory firms. In the early stages of his career, before doing an MBA in the London Business School in 1992, Mr Greene worked for Morgan Stanley in New York and London. His focus more recently has been at the helm of a number of businesses by way of Private Equity Investment. Mr Greene became a visiting Lecturer at the University College Cork school of Engineering focusing on Engineering and Business.

Mr Greene will step down as Chairman of DYL in September 2013 having served in that role since 2007 and will remain a Non-executive director. He serves on the Audit Committee and is the Chair of the Remuneration Committee of the Group.

Greg Cochran M*Sc Eng (Mining and Mineral Economics), MBA, FAusIMM, MAICD, MSAIMM*
Managing Director

Mr Cochran has over 25 years' experience in international mining in commodities including gold, coal, base metals and uranium. He has held senior positions in various functions including projects, operations, finance and business development. Most recently he was CEO of Terramin Australia Limited and prior to that he was Executive Vice President: Australia & Asia for TSX listed Uranium One. Mr Cochran also worked for Mitsubishi Development whilst the earlier part of his career was spent with BHP Billiton and its predecessor companies in the Billiton group.

Mr Cochran is a professional engineer and holds a MSc. in Mining Engineering and Mineral Economics from the University of the Witwatersrand in Johannesburg and an MBA from Cranfield University in the UK. He also holds South African mine manager's certificates of competency for metalliferous and coal mines. He is a Graduate Member of the Australian Institute of Company Directors and a Fellow of the Australian Institute of Mining and Metallurgy.

Gillian Swaby *BBus FCIS FAICD*
Non-executive Director

Ms Swaby has been involved in financial and corporate administration, as both Director and Company Secretary covering a broad range of industry sectors, for more than 30 years. Ms Swaby has extensive experience in the area of secretarial practice, corporate governance, management accounting and corporate and financial management. Ms Swaby is the principal of a corporate consulting company and past Chair of the Western Australian Council of Chartered Secretaries of Australia and a former Director on their National Board. She is currently the Company Secretary of Paladin Energy Limited and was a Director of that company for almost 10 years. She is also a director of the Australia-Africa Mining Industry Group (AAMIG).

Ms Swaby serves on the Audit and Remuneration Committees of the Group. During the past three years Ms Swaby has also served as a Director of the following listed company: Comet Ridge Limited* - appointed 9 January 2004.

*Denotes current directorship

Rudolf Brunovs *FCA FAICD MBA*
Non-executive Director

Mr Brunovs is a former Partner of Ernst & Young, an international accounting firm. He practiced in a number of offices in Australia and overseas and for a period of 12 years he held the position of Managing Partner of the Parramatta NSW and subsequently the Perth office of the firm. He was a member of the Minerals and Energy Industry Group with Ernst & Young. He had no involvement with the audit of Deep Yellow Limited whilst a partner of the firm.

Mr Brunovs serves on the Remuneration Committee and is the Chair of the Audit Committee of the Group.

Christophe Urtel
Non-executive Director (joined 26 October 2012)

Mr Urtel has more than 13 years' industry experience and prior to joining Liberum Capital in 2011 he was an Executive Director in J.P.Morgan's Principal Investment franchise in London responsible for natural resources investments. Previously he worked in J.P.Morgan and its predecessor organisations from 1999 to 2008, specialising in the mining and metals sector, providing M&A advice and raising capital on the equity and debt markets.

Mr Urtel graduated with a MSc (Mining and Finance) and BSc (First Class Honours – Geology with Engineering Geology) from the Royal School of Mines, Imperial College, London.

Mr Urtel serves on the Remuneration Committee of the Group.

Martin Kavanagh *BSc (Hons) FAusIMM MAIG*
Executive Director (resigned 27 May 2013)

Mr Kavanagh is a geologist with more than 40 years' experience acquired through extensive fieldwork, research and management of Australia-wide and offshore programmes. Mr Kavanagh holds a BSc Honours Geology degree from the London University in the UK. He has held several senior positions and worked widely within the exploration and mining industry throughout Australia and offshore in Indonesia, New Zealand, North America, the Southwest Pacific region and southern Africa. The earlier part of his career was spent in nickel exploration and mining. He was Exploration Director for Tanami Gold NL and General Manager Exploration for Dominion Mining Ltd.

Mr Kavanagh has more than 15 years' corporate experience as a Director of public companies. As Executive Director of Deep Yellow Limited his principal role has been to head up Australian operations and to provide technical support for the Namibian operations as required.

Directors' Interests

As at the date of this report, the Directors' interests in securities of the Company are as follows:

Director	Ordinary Shares	Share Rights
Tim Netscher	-	-
Mervyn Greene	51,491,667	-
Greg Cochran	750,000	5,500,000
Gillian Swaby	50,000,000	-
Rudolf Brunovs	155,000	-
Christophe Urtel	-	-

Company Secretary

Mark Pitts *BBus FCA*

Mr Pitts is a Chartered Accountant with more than 25 years' experience in statutory reporting and business administration. He has been directly involved with, and consulted to a number of public companies holding senior financial management positions. He is a Partner in the corporate advisory firm Endeavour Corporate providing company secretarial support; corporate and compliance advice to a number of ASX listed public companies.

Dividends

No dividend has been paid since the end of the previous financial year and no dividend is recommended for the current year.

Review of Operations

A detailed review of the Group's operations in each of the key regions is set out in the 'Review of Operations' on pages 4 to 23 in this Annual Report.

Significant Changes in the State of Affairs

Significant changes in the state of affairs of the Group during the financial year were as follows:

* The Company has successfully raised $12,337,068 through a non-renounceable rights issue and private placement to Laurium L.P., a specialist mining fund.

* On 5 December 2012 the Company announced that the Ministry of Mines and Energy of the Republic of Namibia has provided the Company with a Notice of preparedness to grant a Mining Licence for the Shiyela Iron Ore Project. On 5 February 2013 the Company further announced that the Ministry has then issued the Mining Licence (ML176) for the Shiyela Iron Ore Project.

* On 22 January 2013 the Company announced the execution of a Heads of Agreement with Epangelo Mining Company (Pty) Ltd ("Epangelo") to progress the Aussinanis project ("Aussinanis") in Namibia. Epangelo, a private company owned by the Government of the Republic of Namibia has acquired 5% of a new entity holding Aussinanis by funding testwork. Epangelo can earn up to 50% of the project by funding the Project through to a bankable feasibility study.

* On 29 April 2013 Krucible Metals Ltd ("Krucible") announced that it has acquired the remaining 20% interest in tenement EPM15072 known as Pilgrim Fault ("Pilgrim") from Superior Uranium Pty Ltd (a fully owned subsidiary of the Company) in return for 1.2m fully paid ordinary shares in Krucible.

Principal Activities

The principal activities of the Group during the financial year were:

* Uranium mineral exploration and pre-development activities in Namibia and various States and Territories of Australia; and
* Activities associated with the divestment of its Iron ore project in Namibia

There were no significant changes in these activities during the financial year.

Performance indicators

Management and the Board monitor the Group's overall performance against strategic operating plans and financial forecasts. The Board, together with management, have identified key operational milestones that are used to monitor performance. Key management monitor the achievement of operational milestones on a regular basis and report back to the Board on a monthly basis during board meetings.

Dynamics of the business

Ongoing volatility in the world's financial markets and uncertainty in the uranium sector made it increasingly challenging to grow shareholders wealth, irrespective of the Group achieving many outstanding results during the past financial year. However, management remains confident and recognises that cost discipline is an essential component of optimising the company's cash position. Having already taken significant steps in the prior year to reduce corporate overheads, the Group continues to prioritise actions for the coming financial year to not only protect but also add value to its assets. In taking appropriate steps to cope with volatile financial markets, the Group is building a strong position and will seek to capture future opportunities on the back of an anticipated improvement in the financial markets.

Divestment of the Shiyela Iron Ore Project remains a key objective for the Group. The divestment will allow the Group to concentrate on its core activities, uranium mineral exploration and project development and presents a potential opportunity to source non-dilutionary funding for the Group.

Operating results for the year

The Group's net loss after income tax for the financial year is $8,667,777 (2012: loss $48,588,215). The net loss also includes the following significant items before income tax:

* Exploration expenditure written off of $6,448,277 (2012: $36,803,625) relates to the full impairment of Australian assets' total exploration expenditure to date. The Group has in the last two years restricted its exploration expenditure in Australia. It has not budgeted or planned significant expenditure for the future given its intention to divest all its Australian assets. The impairment is not seen as a reflection of the assets fundamental value but rather as a conservative view in line with AASB6's criteria for impairment.

Financial Position

At the end of the financial year the Group had $3,990,597 (2012: $2,211,948) in cash and at call deposits. Capitalised mineral exploration and evaluation expenditure carried forward was $87,934,508 (2012: $91,169,926).

The Group has net assets of $93,082,043 (2012: $92,930,800).

The consolidated financial statements have been prepared on a going concern basis which contemplates that the Group will continue to meet its commitments and therefore continue to realise its assets and settle its liabilities in the ordinary course of business. The ability of the Group to execute its currently planned exploration and project evaluation activities requires the Group to raise additional capital within the next 12 months. Accordingly, the Group is in the process of investigating various options for the raising of additional funds. At the date of this financial report the Directors are satisfied that there are reasonable grounds to believe that, having regard to the Group's position and its available funding options, the Group will be able to raise additional capital to enable it to continue to operate and meet its obligations as and when they fall due. However, due to the uncertainty in relation to the ability to fund its stated exploration and development strategies, an emphasis of matter in respect of going concern has been issued by the auditors.

Significant events after balance date

The Directors are not aware of any other matter or circumstance not otherwise dealt with in this report that has arisen since the end of the year that has significantly affected, or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in future financial years.

Likely Developments and Expected Results of Operations

Likely developments in the operations of the Group are set out in the 'Review of Operations' on pages 4 to 23 in this Annual Report. Details of the ability of the Group to execute its currently planned exploration and project evaluation activities are set out on page 46.

Disclosure of any further information has not been included in this report because, in the reasonable opinion of the Directors, to do so would be likely to prejudice the business activities of the Group and is dependent upon the results of the future exploration and evaluation.

Environmental Regulation and Performance

The Group holds various exploration licences that regulate its exploration activities in Australia and Namibia. These licences include conditions and regulations with respect to the rehabilitation of areas disturbed during the course of the Group's exploration activities.

There have been no significant known breaches of the Group's licence conditions and at the date of this report no agency has notified the Group of any environmental breaches during the financial year or is the Directors aware of any environmental breaches.

Directors' Meetings

The number of meetings of Directors (including meetings of committees of directors) held during the year ended 30 June 2013, whilst each Director was in office, and the numbers of meetings attended by each Director were:

	Director's meetings	Meetings of Committees	
		Audit	Remuneration
Number of meetings held:	8	2	2
Number of meetings attended:			
Mervyn Greene	7	2	2
Greg Cochran	8	-	-
Gillian Swaby	7	1	2
Rudolf Brunovs	8	2	2
Christophe Urtel	7	-	2
Tim Netscher	5	-	-
Martin Kavanagh	6	-	-

All Directors were eligible to attend all meetings held except for C Urtel, who was eligible to attend seven directors' meetings, T Netscher who was eligible to attend five directors' meetings and M Kavanagh who was eligible to attend six directors' meetings

Shares under Option

As at the date of this report, there were no unissued ordinary shares under options and no shares have been issued during the financial year as a result of the exercise of options.

The outstanding balance of Share Rights at the date of this report is:

Number of Rights	Vesting Performance Conditions	Date rights granted	Vesting Date
417,420	Time based	9-Dec-11	1-Jul-14
417,420	Market price	9-Dec-11	1-Jul-14
1,356,680	Time based	3-Oct-12	1-Jul-14
2,035,020	Time based	3-Oct-12	1-Jul-15
2,035,020	Market price	3-Oct-12	1-Jul-15
250,000	Time based	6-Dec-12	1-Dec-13
550,000	Market price	6-Dec-12	1-Dec-13
250,000	Time based	6-Dec-12	1-Dec-14
1,200,000	Market price	6-Dec-12	1-Dec-14
500,000	Performance Indicators	6-Dec-12	1-Dec-14
500,000	Time based	6-Dec-12	1-Dec-15
1,750,000	Market price	6-Dec-12	1-Dec-15
500,000	Performance Indicators	6-Dec-12	1-Dec-15
495,000	Time based	8-Jul-13	1-Feb-14
495,000	Time based	8-Jul-13	1-Feb-15
255,000	Time based	8-Jul-13	1-Feb-16
255,000	Market price	8-Jul-13	1-Feb-16
500,000	Time based	8-Jul-13	1-Feb-14
500,000	Time based	8-Jul-13	1-Feb-15
750,000	Time based	8-Jul-13	1-Feb-16
375,000	Market price	8-Jul-13	1-Feb-16
375,000	Market price	8-Jul-13	1-Feb-16
15,761,560			

Officers' Indemnities and Insurance

During the financial year the Company paid an insurance premium to insure certain officers of the Company. The officers of the Company covered by the insurance policy include the Directors and the Company Secretary named in this report.

The Directors and Officers Liability insurance provides cover against all costs and expenses that may be incurred in defending civil proceedings that fall within the scope of the indemnity and that may be brought against the officers in their capacity as officers of the Company. The insurance policy does not contain details of the premium paid in respect of individual officers of the Company. Disclosure of the nature of the liability cover and the amount of the premium is subject to a confidentiality clause under the insurance policy.

The Company has not entered into any agreement to indemnify any auditor of the Group.

Proceedings on Behalf of the Company

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

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

Corporate Governance

The Directors recognise the need for the highest standards of corporate behaviour and accountability, and the Group's corporate governance statement is contained in the annual report.

Non-audit Services and Auditor's Independence Declaration

During the 2013 financial year Ernst & Young, the Group's auditor, has provided non-audit services in addition to their statutory duties. The directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001.* The nature and scope of each type of non-audit service provided means that auditor independence was not compromised.

Ernst & Young received or are due to receive the following amounts for the provision of non-audit services:

	Consolidated	
	2013	2012
	$	$
Taxation and other services	**10,000**	**5,356**
	10,000	**5,356**

A copy of the Auditor's Independence Declaration as required under Section 307C of the Corporations Act is set out on page 41.

Remuneration Report (Audited)

This Remuneration Report for the year ended 30 June 2013 outlines the Director and Executive remuneration arrangements of the Group in accordance with the requirements of the *Corporations Act 2001* (the Act) and its regulations. This information has been audited as required by section 308(3C) of the Act.

The remuneration report is presented under the following sections:

1. Introduction
2. Remuneration governance
3. Executive remuneration arrangements
   (a) Remuneration principles and strategy
   (b) Approach to setting remuneration
   (c) Detail of incentive plans
4. Group performance and Executive remuneration outcomes for 2013
5. Executive contracts
6. Non-executive director remuneration (including statutory remuneration disclosures)
7. Additional statutory disclosures

1. Introduction

The remuneration report details the remuneration arrangements for key management personnel (KMP). For the purposes of this report, KMP of the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly.

For the purpose of this report, the term 'Executive' includes executive directors, senior executives, general managers and company secretaries of the Parent and the Group.

(a) Executive Directors

Greg Cochran	Managing Director
Martin Kavanagh	Executive Director (resigned 27 May 2013)

(b) Other Executives

Leon Pretorius	Managing Director: Reptile Uranium Namibia (Pty) Ltd (resigned 31 December 2012)
Peter Christians	Country Manager: Namibia (joined 7 January 2013)
Mark Pitts	Company Secretary

(c) Non-executive Directors (NEDs)

Mervyn Greene	Chairman
Gillian Swaby	Non-executive Director
Rudolf Brunovs	Non-executive Director
Christophe Urtel	Non-executive Director (joined 26 October 2012)
Tim Netscher	Non-executive Director (joined 2 January 2013)

There were no other persons having the authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, during the financial year.

2. Remuneration Governance

Remuneration committee

The Board has appointed a Remuneration Committee to assist it in its determination of levels and components of remuneration packages. The Remuneration Committee consists only of NEDs.

The Remuneration Committee is responsible for reviewing the overall remuneration philosophy, strategy, plans, policies and practices (including performance management methodology) to implement the remuneration objective. It reviews and makes recommendations as to the composition of the remuneration packages for the Executives (Directors and Other), ensuring that there is a clear link between performance and remuneration. This is achieved by a combination of fixed remuneration and short and long term incentives to reflect short and long term performance of the Executives and the Group. The Board approves the remuneration packages of the Executives following consideration of the recommendations by the Remuneration Committee. The Board also sets the aggregate remuneration for NEDs and individual NED fee levels based on recommendations made by the Remuneration Committee. Aggregate NED remuneration is subject to shareholder approval.

In making recommendations to the Board, the Remuneration Committee assesses the appropriateness of the nature and amount of remuneration on a periodic basis by reference to the status of the Group and the stage of development of its assets, the skill sets required, trends in comparative ASX listed companies and the need for a balance between fixed remuneration and short and long term cash and non-cash incentives. The process includes a review of Group and individual performances, broad market remuneration data and relevant comparative remuneration externally and internally.

The Remuneration Committee meets regularly through the year. The Managing Director attends certain Remuneration Committee meetings by invitation, where management input is required. The Managing Director is not present during any discussions related to his own remuneration arrangements.

Use of Remuneration Consultants

To ensure the Remuneration Committee is fully informed when making remuneration decisions, it from time to time obtains external advice from an independent consultant who provides no other services to the Group. During the financial year, the remuneration committee has not sought formal external advice due to its continued focus on cost reductions in ongoing volatile markets. The Managing Director and Non-executive directors implemented a 10% reduction in base salaries and fees with effect from 1 July 2012. A further 5% reduction in Executive base salaries and board fees were implemented with effect from 1 July 2013.

Remuneration Report approval at 2012 Financial Year AGM

The 2012 Financial Year Remuneration Report received positive shareholder support at the 2012 Financial Year AGM with a vote of 74% in favour.

3. Executive Remuneration Arrangements

a) Remuneration principles and strategy

The Group's remuneration objective is to adopt policies, processes and practices to adopt reward programs which are fair and responsible in accordance with principles of good corporate governance. The key objectives of the Group's award framework are to ensure that remuneration practices:

* Aim to align Executive entitlements with shareholder objectives;
* Attract, motivate and retain Executives who will add value to the Group;
* Result in competitive remuneration, benchmarked against peer groups; and
* Reward Executives for performance with a strong linkage to Group performance.

Align the interests of Executives with shareholders

* The award framework incorporates substantial "at-risk" components within the short and long term incentives.
* For Short term incentives, performance is assessed against non-financial measures linked to the strategic and operational plans and for Long term incentives, performance is primarily linked to the market value of Company shares.

Attract, motivate and retain high performing individuals

* The remuneration offered is competitive for companies of a similar size and complexity.
* Long term incentives encourage retention.

b) Approach to setting remuneration

The Group aims to reward Executives with a level and mix of remuneration commensurate with their position and responsibilities within the Group.

The Group's remuneration structure for Executives can include a mix of:

* Fixed remuneration
* Short term incentive
* Long term incentive

The **fixed remuneration** component is represented by total employment cost and comprises base salary, statutory superannuation contributions (where applicable) and other benefits. It is paid by the Group to compensate fully for all requirements of the Executives employment and is subject to annual review. Executive contracts of employment do not include any guaranteed base pay increases. Company and individual performance are considered during the annual remuneration review. The Group benchmarks the fixed component against appropriate market comparisons with the comparator group criteria being market capitalisation and sub-sector grouping. The Group also pays particular attention to protecting the Company's cash resources. This has led to reductions in Executive salaries for the 2013 and 2014 financial years despite the Executive's skills, job requirements and experience specific to the Group's needs.

The **short term incentive** (STI) component is in the form of a cash bonus to the Managing Director of up to 20% of base salary. Payment of the cash bonus is entirely discretionary and rewards the executive for their contribution to achievement of business goals. The business goals are determined annually by the Board and are linked to the strategic and operational plans of the Group, including budgets agreed for each financial year.

The **long term incentive** (LTI) component is in the form of Performance Rights. It rewards the Executives for their contribution to the creation of shareholder value over the longer term. Vesting of Performance Rights is dependent on certain time and market price conditions and/or business goals being met.

c) Detail of incentive plans

Short term incentive (STI)

Actual STI payments awarded to the Managing Director depend on the achievement of a number of business goals covering financial and non-financial, corporate and individual measures. A summary of these measures and weightings are set out below.

Performance measures	Proportion of STI award measure applies to
Financial measure: * Maximising value of strategic disposals * Appropriate funding arrangements	30%
Non-financial measures: * Strategic tenement retention and exploration * Resource and development progressing * Market and competitive positioning * Risk management * Leadership/Staff retention * Stakeholder communication	70%

These measures were chosen as they represent the key drivers for the short term success of the business and provide a framework for delivering long-term value.

On an annual basis, after consideration of performance against the various business goals the Remuneration Committee recommends the amount, if any, to be paid. This process usually occurs within three months of the financial year. Cash bonus payments are made in the following reporting period.

For the 2012 financial year, a maximum STI cash bonus of $93,000 (excluding statutory superannuation) was available to the Managing Director and nil was paid.

The maximum STI cash bonus available to the Managing Director for the 2013 financial year was $83,700 (excluding statutory superannuation) and the minimum nil. Due to current market conditions and in an effort to protect the Company's cash resources the managing Director has agreed to forego any entitlements to a STI cash bonus for the 2013 financial year.

Long term incentive (LTI)

LTI awards are made to Executives in order to align remuneration with shareholder wealth over the long-term and delivered in the form of share rights under The Deep Yellow Limited Awards Plan ("Awards Plan"). Each right upon vesting entitles the holder to one fully paid ordinary share in the Company. The rights vest over a period of up to 35 months so as to retain Executives and subject to meeting time, market price measures and/or business goals.

Rights were deliberately chosen because they provide an appropriate level of incentive in a competitive environment and are cost effective in that there is no cash outlay for the Group which is appropriate given the Group's exploration status. The agreement entered into with the Managing Director includes an obligation to provide performance based components. Agreements entered into with other Executives do not include an obligation to provide performance based components but do provide for consideration of them in accordance with the Group policies and practices.

Where a participant ceases employment prior to the vesting of their award, the rights are forfeited unless the Board exercises its discretion to allow vesting at or post cessation of employment.

In the event of a change of control of the Group, the Board may determine, in its absolute discretion, that some or all of the unvested rights will become vested rights (disregarding any Performance Hurdle).

Rights were granted under the Awards Plan to a number of Executives during October and December 2012. Details in respect of the awards are provided in Table 3(a).

As part of the Group's Securities Trading Policy, Directors and Employees are prohibited from engaging in hedging arrangements over unvested Securities to protect the value of their unvested LTI awards. This includes the use of put and call options or other derivative instruments to hedge their exposure to options or share rights granted as part of their remuneration package.

4. Group performance and Executive remuneration outcomes for 2013

Group Performance

The table below shows the performance of the Group as measured by its earnings per share and its share price over the past five years. The movement in share price shown in the table is a reflection of the volatility in the price of U_3O_8 and world capital markets whereby historical U_3O_8 prices have decreased significantly from 2009 as indicated below.

	30 June 2013 Cents	30 June 2012 Cents	30 June 2011 Cents	30 June 2010 Cents	30 June 2009 Cents
Share price	3.3	4.6	15.00	13.00	33.50
U_3O_8 spot price (US$/lb)	39.65	50.83	53.13	41.75	51.50
Earnings/(Loss) per share	(0.6)	(4.31)	(0.32)	(0.40)	(1.19)

LTI vesting outcomes

The table below outlines the remuneration actually received by Executives in the 2013 financial year. The table includes fixed remuneration, the cash component of the STI earned for the 2013 financial year and vesting of the 2011 LTI grant. The value attributed to the equity amount (LTI) is based on the number of share rights that vested multiplied by the share price at the date of vesting. Note that the value actually received by individuals differs from the remuneration outlined in Table 1 (which is based on accounting values).

Name	Fixed remuneration	STI (FY13 performance)	LTI award vested	Total remuneration received
Greg Cochran	504,446	-	-	504,446
Martin Kavanagh	334,526	-	45,750	380,276
Leon Pretorius	224,208	-	-	224,208
Peter Christians	131,932	-	-	131,932
Mark Pitts	84,000	-	3,064	87,064

Details of Remuneration for Directors and Executive Officers

The Company Secretary, Mr Mark Pitts has been included in remuneration disclosures in this report. Details of the remuneration of each Executive of the Group for the years ended 30 June 2013 and 30 June 2012 are detailed in Table 1 below:

Table 1: Remuneration for Directors and Executive Officers for the years ended 30 June 2013 and 30 June 2012

		Short Term			Post Employment	Sub-total	Share Based Payments	Long Term Benefits	Termination Payments	Total	Performance Related %
	Financial year	Base Emolument	Cash Bonus	Other Benefits	Superannuation Contributions		Share Rights (i)	Long Service Leave			
Executive Directors											
G Cochran	2013	466,781	-	-	37,665	504,446	315,604	6,975	-	**827,025**	**6.29**
	2012	500,764	-	-	41,850	542,614	145,054	7,750	-	**695,418**	**-**
M Kavanagh (ii)	2013	309,548	-	-	24,978	334,526	(53,810)	-	82,628	**363,344**	**-**
	2012	326,046	-	-	27,248	353,294	143,473	5,046	-	**501,813**	**-**
Other KMP											
L Pretorius (iii)	2013	-	-	224,208	-	224,208	-	-	-	**224,208**	**-**
	2012	-	-	463,248	-	463,248	130,681	-	-	**593,929**	**6.26**
P Christians (iv)	2013	131,932	-	-	-	131,932	-	-	-	**131,932**	**-**
	2012	-	-	-	-	-	-	-	-	**-**	
M Pitts	2013	-	-	84,000	-	84,000	18,268	-	-	**102,268**	**-**
	2012	-	-	75,750	-	75,750	31,465	-	-	**107,215**	**-**
Total Executive KMP	**2013**	**908,261**	**-**	**308,208**	**62,643**	**1,279,112**	**280,062**	**6,975**	**82,628**	**1,648,777**	
	2012	**826,810**	**-**	**538,998**	**69,098**	**1,434,906**	**450,673**	**12,796**	**-**	**1,898,375**	

(i) Value of share rights expensed during the year is detailed in Table 3(a)
(ii) Resigned 27 May 2013
(iii) Consultancy agreement concluded 31 December 2012
(iv) Joined 7 January 2013

5. Executive contracts

Remuneration arrangements for Key Management Personnel are formalised in service agreements. Details of these contracts are provided below:

Mr G Cochran

The terms of the employment contract are as follows:

* No fixed term
* Fixed remuneration for 2013 of $456,165 per annum (including statutory superannuation)
* Annual STI cash bonus of up to 20% of fixed base remuneration which was $418,500 in 2013 (Due to market conditions the entitlement to a STI cash bonus was voluntarily waived in 2012 and 2013.)
* LTI of 5,500,000 share rights (details provided in Table 3(a)).

The contract can at any time be terminated by either party providing the other party with 6 months' notice. Termination of the contract by either party will result in a payment equivalent to the notice period remuneration.

Dr L Pretorius

The agreement with Opaline Gold (Pty) Ltd for consultancy services from **Dr L Pretorius** has a fixed term of 5 (five) months from 1 August 2012 to 31 December 2012. Professional fees under the contract are $143,604 for the fixed term. The contract can at any time be terminated by either party providing the other party with 1 months' notice. Termination of the contract by either party will result in a payment equivalent to the notice period remuneration.

Mr M Kavanagh

The employment agreement with **Mr M Kavanagh** has no fixed term. Remuneration under the contract is $330,008 per annum (including statutory superannuation). The Group may terminate the agreement by the giving of 12 months' notice. Mr Kavanagh may terminate the agreement by the giving of 3 months' notice. Termination of the contract by either party will result in a payment equivalent to the notice period remuneration.

Mr P Christians

The employment agreement with **Mr P Christians** has no fixed term. Remuneration under the contract is $270,000 per annum (including statutory superannuation). The contract can at any time be terminated by either party providing the other party with 3 months' notice. Termination of the contract by either party will result in a payment equivalent to the notice period remuneration.

Payments applicable to outgoing executives:

The following arrangements applied to outgoing executives in office during the 2013 financial year:

* In keeping with the much reduced focus on the Company's Australian assets, Mr Kavanagh's employment agreement was terminated effective 27 May 2013. He received payment of the balance of the notice period required by his employment agreement to terminate his employment.
* Additionally, the Board permitted Mr Kavanagh to retain his time based performance rights. These rights vested on 27 May 2013 in line with his termination. Mr Kavanagh holds no unvested performance rights.

6. Non-executive Director Remuneration

Remuneration structure

In accordance with best practice corporate governance, the structural component of Non-executive Director remuneration is separate and distinct from Executive remuneration. The remuneration of Non-executive Directors of the Group consists of directors' fees only.

Remuneration Policy

The Board seeks to set aggregate remuneration at a level that provides the Company with the ability to attract and retain Directors of the highest calibre, whilst incurring a cost that is acceptable to shareholders.

The amount of aggregate remuneration sought to be approved by shareholders and the fee structure is reviewed on a periodic basis against fees paid to NEDs of comparable companies.

The Constitution and the ASX Listing Rules specify that the remuneration of Non-executive Directors shall be determined from time to time by a general meeting. The latest determination was at the Annual General Meeting held on 19 November 2009 when shareholders approved a maximum amount which could be paid as Non-executive Director fees of $450,000 per annum to be apportioned between the Non-executive Directors as determined by the Board. The Board will not seek any increase for the Non-executive Director pool at the 2013 AGM.

Structure

The remuneration of NEDs consists of directors' fees and committee fees. The payment of additional fees for serving on a committee recognises the additional time commitment required by NEDs who serve on sub-committees. The Chairman of the board attends all committee meetings but does not receive any additional fees in addition to his board fee.

The table below summarises the NED fee structure for the 2013 financial year

Board fees	
Chairman	$110,250
Directors	$ 63,000
Committee fees	
Committee Chair	$ 4,500
Committee Member	$ 4,500

Performance based cash bonuses or equity based remuneration is not considered appropriate for Non-executive Directors and accordingly does not form part of their remuneration.

Details of the remuneration of Non-executive Directors of the Group for the years ended 30 June 2013 and 30 June 2012 are detailed in Table 2 below:

Table 2: Remuneration for Non-executive Directors for the years ended 30 June 2013 and 30 June 2012

	Financial year	Fees	Other Benefits	Superannuation Contributions	Total
Non-executive Directors					
M Greene	2013	110,258	63,000	-	**173,258**
	2012	122,500	38,000	-	**160,500**
G Swaby	2013	61,927	-	5,573	**67,500**
	2012	68,807	-	6,193	**75,000**
R Brunovs	2013	66,055	-	5,945	**72,000**
	2012	73,394	-	6,606	**80,000**
T Netscher	2013	28,900	-	2,600	**31,500**
	2012	-	-	-	**-**
C Urtel	2013	45,000	-	-	**45,000**
	2012	-	-	-	**-**
Total NED	**2013**	**312,140**	**63,000**	**14,118**	**389,258**
	2012	**264,701**	**38,000**	**12,799**	**315,500**

7. Additional statutory disclosures

This section sets out the additional disclosures required under the *Corporations Act 2001*.

The tables below disclose the share options and performance rights granted to Executives during the 2013 and 2012 financial years. They do not carry any voting or dividend rights and will automatically be exercised once the vesting conditions have been met.

Table 3(a): Share rights: Value of rights expensed during the year ended 30 June 2013

	Terms and Conditions for each Grant during the year						Value of rights expensed during the year	
30 June 2013	Grant date	Number of rights	Fair Value per right at grant date (cents)	Total value of rights granted ($)	Vesting date	Vesting and performance conditions (i)	Value of expensed rights during the year	% of Total Remuneration consisting of rights
Executive Directors								
G Cochran	25-Feb-11	300,000	30.50	91,500	30-Jun-13	Time based	39,214	
G Cochran	25-Feb-11	1,200,000	20.58	246,960	30-Jun-13	Market price	105,840	
G Cochran	6-Dec-12	250,000	5.20	13,000	1-Dec-13	Time based	13,000	
G Cochran	6-Dec-12	250,000	1.90	4,750	1-Dec-13	Market price	4,750	
G Cochran	6-Dec-12	300,000	1.10	3,300	1-Dec-13	Market price	3,300	
G Cochran	6-Dec-12	250,000	5.20	13,000	1-Dec-14	Time based	13,000	
G Cochran	6-Dec-12	400,000	2.10	8,400	1-Dec-14	Market price	8,400	38.16
G Cochran	6-Dec-12	800,000	1.70	13,600	1-Dec-14	Market price	13,600	
G Cochran	6-Dec-12	500,000	5.20	26,000	1-Dec-14	Performance	26,000	
G Cochran	6-Dec-12	500,000	5.20	26,000	1-Dec-15	Time based	26,000	
G Cochran	6-Dec-12	500,000	2.30	11,500	1-Dec-15	Market price	11,500	
G Cochran	6-Dec-12	1,250,000	2.00	25,000	1-Dec-15	Market price	25,000	
G Cochran	6-Dec-12	500,000	5.20	26,000	1-Dec-15	Performance	26,000	
							315,604	
M Kavanagh (i)	16-Nov-11	320,000	8.20	26,240	30-Nov-12	Market price	10,537	
M Kavanagh (ii)	25-Feb-11	150,000	30.50	45,750	27-May-13	Time based	17,973	(17.46)
M Kavanagh (iii)	25-Feb-11	600,000	24.01	144,060	1-Jul-13	Market price	(82,320)	
							(53,810)	
Other KMP								
M Pitts	3-Feb-11	52,080	37.0	19,270	1-Aug-12	Time based	1,071	
M Pitts	3-Feb-11	44,640	36.0	16,060	1-Aug-12	Market price	893	
M Pitts (iv)	27-Aug-12	44,640	1.31	16,060	1-Aug-13	Market price	585	
M Pitts	9-Dec-11	16,000	15.5	2,480	1-Jul-13	Time based	1,588	
M Pitts	9-Dec-11	24,000	15.5	3,720	1-Jul-14	Time based	2,382	17.86
M Pitts	9-Dec-11	24,000	9.60	2,304	1-Jul-14	Market price	1,475	
M Pitts	3-Oct-12	52,420	4.40	2,306	1-Jul-13	Time based	2,306	
M Pitts	3-Oct-12	52,420	4.40	2,306	1-Jul-14	Time based	2,306	
M Pitts	3-Oct-12	78,630	4.40	3,460	1-Jul-15	Time based	3,460	
M Pitts	3-Oct-12	78,630	2.80	2,202	1-Jul-15	Market price	2,202	
							18,268	
							280,062	

(i) Performance Hurdles attaching to the Performance Rights with a 16 November 2011 grant date were varied for the market price to be retested on 30 November 2012.
(ii) 150,000 Share Rights with a 1 July 2013 vesting date were retained on termination and immediately vested on 27 May 2013.
(iii) 600,000 Share Rights with a 1 July 2013 vesting date were forfeited and previously recognised expenses of $82,320 were written back.
(iv) Performance Hurdles attaching to the Performance Rights with a 1 August 2012 vesting date were varied for the market price to be retested on 1 August 2013.

Vesting and Performance conditions

The Share rights issued in October and December 2012 are subject to a range of vesting and performance conditions:

G Cochran

800,000 rights vest subject to Mr Cochran being and remaining employed up to the 1 December 2013 test date of which:

- 250,000 will vest only by reason of Mr Cochran being and remaining employed by the Company as at the relevant Test Date;
- 250,000 will vest subject to the 10 day VWAP of trading in the Shares up to the relevant Test Date being at least 10 cents per Share; and
- 300,000 will vest subject to the 10 day VWAP of trading in the Shares up to the relevant Test Date being at least 15 cents per Share.

1,450,000 rights vest subject to Mr Cochran being and remaining employed up to the 1 December 2014 test date of which:

- 250,000 will vest only by reason of Mr Cochran being and remaining employed by the Company as at the relevant Test Date;
- 400,000 will vest subject to the 10 day VWAP of trading in the Shares up to the relevant Test Date being at least 15 cents per Share; and
- 800,000 will vest subject to the 10 day VWAP of trading in the Shares up to the relevant Test Date being at least 20 cents per Share.

2,250,000 rights vest subject to Mr Cochran being and remaining employed up to the 1 December 2015 test date of which:

- 500,000 will vest only by reason of Mr Cochran being and remaining employed by the Company as at the relevant Test Date;
- 500,000 will vest subject to the 10 day VWAP of trading in the Shares up to the relevant Test Date being at least 20 cents per Share; and
- 1,250,000 will vest subject to the 10 day VWAP of trading in the Shares up to the relevant Test Date being at least 25 cents per Share.

An additional 1,000,000 rights of which:

- 500,000 will vest only if agreed operational milestones are achieved by 1 December 2014; and
- 500,000 will vest only if agreed operational milestones are achieved by 1 December 2015.

M Pitts

52,420 rights vest on 1 July 2013 if Mr M Pitts remains employed by the Company up to the Vesting Date;

52,420 rights vest on 1 July 2014 if Mr M Pitts remains employed by the Company up to the Vesting Date;

157,260 rights vest on 1 July 2015 if Mr M Pitts remains employed by the Company up to the Vesting Date and 78,630 of the rights will be subject to an additional market based vesting condition, that the DYL share price equals or exceeds 8 cents.

Table 3(b): Share rights: Value of rights expensed during the year ended 30 June 2012

	Terms and Conditions for each Grant during the year						Value of rights expensed during the year	
30 June 2012	**Grant date**	**Number of rights**	**Fair Value per right at grant date (cents)**	**Total value of rights granted ($)**	**Vesting date**	**Vesting and performance conditions (i)**	**Value of expensed rights during the year**	**% of Total Remuneration consisting of rights**
Executive Directors								
G Cochran	25-Feb-11	300,000	30.50	91,500	30-Jun-13	Time based	39,214	22
G Cochran	25-Feb-11	1,200,000	20.58	246,960	30-Jun-13	Market price	105,840	
							145,054	
M Kavanagh (ii)	25-Feb-11	180,000	30.50	54,900	1-Jul-11	Time and performance based	(8,235)	
M Kavanagh	25-Feb-11	80,000	30.50	24,400	30-Nov-11	Time based	13,556	
M Kavanagh (i)	25-Feb-11	320,000	23.12	73,984	30-Nov-11	Market price	41,102	30
M Kavanagh	25-Feb-11	150,000	30.50	45,750	1-Jul-13	Time based	19,607	
M Kavanagh	25-Feb-11	600,000	24.01	144,060	1-Jul-13	Market price	61,740	
M Kavanagh(i)	16-Nov-11	320,000	8.20	26,240	30-Nov-12	Market price	15,703	
							143,473	
Other KMP								
L Pretorius	7-Jul-11	250,000	17.50	43,750	7-Jul-11	Time and performance based	37,188	
L Pretorius	7-Jul-11	150,000	17.50	26,250	30-Nov-11	Time based	26,250	22
L Pretorius (i)	7-Jul-11	600,000	6.30	37,800	30-Nov-11	Market price	37,800	
L Pretorius (i)	16-Nov-11	600,000	8.20	49,200	30-Nov-12	Market price	29,443	
							130,681	
M Pitts	3-Feb-11	52,080	37.00	19,270	1-Aug-11	Time based	3,212	
M Pitts	3-Feb-11	52,080	37.00	19,270	1-Aug-12	Time based	12,846	
M Pitts	3-Feb-11	44,640	36.00	16,060	1-Aug-12	Market price	10,714	
M Pitts	9-Dec-11	16,000	15.50	2,480	1-Jul-12	Time based	2,480	29
M Pitts	9-Dec-11	16,000	15.50	2,480	1-Jul-13	Time based	892	
M Pitts	9-Dec-11	24,000	15.50	3,720	1-Jul-14	Time based	816	
M Pitts	9-Dec-11	24,000	9.60	2,304	1-Jul-14	Market price	505	
							31,465	
							450,673	

Equity instruments

Unlisted Options
During the financial year no options were granted as equity compensation benefits to key management personnel and none vested.

Share Rights
Share rights granted and vested during the year are set out in Table 4 below.

Table 4: Share rights: Granted and vested during the year ended 30 June 2013

					Vested	
30 June 2013	Number granted	Grant Date	Fair Value per right at grant date (cents)	Vesting date	Number	%
Executive Directors						
G Cochran	300,000	25-Feb-11	30.50	30-Jun-13	300,000	100
G Cochran	1,200,000	25-Feb-11	20.58	30-Jun-13	-	-
G Cochran	250,000	6-Dec-12	5.20	1-Dec-13	-	-
G Cochran	250,000	6-Dec-12	1.90	1-Dec-13	-	-
G Cochran	300,000	6-Dec-12	1.10	1-Dec-13	-	-
G Cochran	250,000	6-Dec-12	5.20	1-Dec-14	-	-
G Cochran	400,000	6-Dec-12	2.10	1-Dec-14	-	-
G Cochran	800,000	6-Dec-12	1.70	1-Dec-14	-	-
G Cochran	500,000	6-Dec-12	5.20	1-Dec-14	-	-
G Cochran	500,000	6-Dec-12	5.20	1-Dec-15	-	-
G Cochran	500,000	6-Dec-12	2.30	1-Dec-15	-	-
G Cochran	1,250,000	6-Dec-12	2.00	1-Dec-15	-	-
G Cochran	500,000	6-Dec-12	5.20	1-Dec-15	-	-
M Kavanagh (i)	320,000	16-Nov-11	8.20	30-Nov-12	-	-
M Kavanagh (ii)	150,000	25-Feb-11	30.50	27-May-13	150,000	100
M Kavanagh	600,000	25-Feb-11	24.01	1-Jul-13	-	-
Other KMP						
L Pretorius (i)	600,000	16-Nov-11	8.20	30-Nov-12	-	-
M Pitts	52,080	3-Feb-11	37.00	1-Aug-12	52,080	100
M Pitts	44,640	3-Feb-11	36.00	1-Aug-12	-	-
M Pitts (iii)	44,640	27-Aug-12	1.31	1-Aug-13	-	-
M Pitts	16,000	9-Dec-11	15.50	1-Jul-12	16,000	100
M Pitts	16,000	9-Dec-11	15.50	1-Jul-13	-	-
M Pitts	24,000	9-Dec-11	15.50	1-Jul-14	-	-
M Pitts	24,000	9-Dec-11	9.60	1-Jul-14	-	-
M Pitts	52,420	3-Oct-12	4.40	1-Jul-13	-	-
M Pitts	52,420	3-Oct-12	4.40	1-Jul-14	-	-
M Pitts	78,630	3-Oct-12	4.40	1-Jul-15	-	-
M Pitts	78,630	3-Oct-12	2.80	1-Jul-15	-	-

(i) Performance Hurdles attaching to the Performance Rights with a 16 November 2011 grant date were varied for the market price to be retested on 30 November 2012.
(ii) 150,000 Share Rights with a 1 July 2013 vesting date were retained on termination and immediately vested on 27 May 2013.
(iii) Performance Hurdles attaching to the Performance Rights with a 1 August 2012 vesting date were varied for the market price to be retested on 1 August 2013.

No share rights lapsed during the year.

For details on the valuation of the rights, including models and assumptions used, please refer to note 18.

The rights were provided at no cost to the recipients.

The terms and conditions for rights granted to M Kavanagh and L Pretorius with a 30 November 2011 vesting date have been altered for the market price to be retested on 30 November 2012.

The terms and conditions for rights granted to M Pitts with a 1 August 2012 vesting date have been altered for the market price to be retested on 1 August 2013.

The rights were provided at no cost to the recipients.

End of Remuneration Report (Audited)

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

DATED at Perth this 23rd day of September 2013

Greg Cochran
Managing Director

Ernst & Young
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Perth WA 6000 Australia
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Auditor's Independence Declaration to the Directors of Deep Yellow Limited

In relation to our audit of the financial report of Deep Yellow Limited for the financial year ended 30 June 2013, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.

Ernst & Young

G H Meyerowitz
Partner
23 September 2013

GHM:MM:DEEPYELLOW:009

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CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2013

	Note	Consolidated 2013 $	Consolidated 2012 $
Interest revenue	5(a)	**199,789**	381,512
Other income	5(b)	**521,323**	115,608
Revenue and Other Income		**721,112**	497,120
Depreciation and amortisation expenses	6	**(69,438)**	(298,747)
Marketing expenses		**(68,360)**	(208,447)
Occupancy expenses		**(182,949)**	(243,672)
Administrative expenses		**(1,542,768)**	(1,766,016)
Employee expenses	6	**(935,617)**	(2,141,495)
Exploration expenditure written off	12	**(6,448,277)**	(36,803,625)
Settlement of Raptor earn-out agreement	16	**-**	(7,407,333)
Net fair value gain/(loss) on held for trading financial assets	6	**(42,000)**	(125,000)
Impairment on available for sale financial assets	6	**(61,900)**	(91,000)
Operating Loss		**(8,630,197)**	(48,588,215)
Finance costs	15	**(37,580)**	-
Loss before income tax		**(8,667,777)**	(48,588,215)
Income tax benefit	7(b)	**-**	-
Loss for the period	31	**(8,667,777)**	(48,588,215)
Other comprehensive income			
Items that may be reclassified subsequently to profit and loss			
Foreign currency translation loss		**(3,490,454)**	(5,734,391)
Net fair value gains/(losses) on available for sale financial assets		**54,400**	(24,133)
Total other comprehensive loss for the period, net of tax		**(3,436,054)**	(5,758,524)
Total comprehensive loss for the period, net of tax		**(12,103,831)**	(54,346,739)
Earnings per share for loss attributable to the ordinary equity holders of the Company.		**Cents**	Cents
Basic loss per share	32	**(0.6)**	(4.31)
Diluted loss per share	32	**(0.6)**	(4.31)

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2013

	Note	Consolidated 2013 $	Consolidated 2012 $
ASSETS			
Current assets			
Cash and cash equivalents	8	**2,990,597**	2,211,948
Trade and other receivables	9(a)	**1,170,259**	610,565
Other assets	9(b)	**174,439**	292,596
Held for trading financial assets	10	**-**	57,000
Total current assets		**4,335,295**	3,172,109
Non- current assets			
Available-for-sale investments	11	**433,833**	358,533
Capitalised mineral exploration and evaluation expenditure	12	**87,934,508**	91,169,926
Property, plant and equipment	13	**925,560**	1,398,904
Total non-current assets		**89,293,901**	92,927,363
Total assets		**93,629,196**	96,099,472
LIABILITIES			
Current liabilities			
Trade and other payables	14	**547,153**	1,068,672
Convertible loan	15	**-**	2,000,000
Financial liability	16	**-**	100,000
Total current liabilities		**547,153**	3,168,672
Non-Current liabilities			
Deferred tax liabilities	7(c)	**-**	-
Total non-current liabilities		**-**	-
Total liabilities		**547,153**	3,168,672
Net assets		**93,082,043**	92,930,800
EQUITY			
Issued equity	17	**215,551,617**	195,948,041
Accumulated losses	19	**(119,714,112)**	(111,046,335)
Other reserves	19	**-**	7,307,333
Employee equity benefits reserve	19	**10,321,638**	10,362,807
Asset fair value adjustment reserve	19	**70,400**	16,000
Foreign currency translation reserve	19	**(13,147,500)**	(9,657,046)
Total equity		**93,082,043**	92,930,800

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

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

	Issued Equity	Asset fair value adjustment reserve	Foreign currency translation reserve	Employee equity benefits reserve	Other reserves	Accumulated losses	Total Equity
	$	$	$	$	$		$
At 1 July 2012	195,948,041	16,000	(9,657,046)	10,362,807	7,307,333	(111,046,335)	92,930,800
Loss for the period	-	-	-	-	-	(8,667,777)	(8,667,777)
Other comprehensive profit/(loss)	-	54,400	(3,490,454)	-	-	-	(3,436,054)
Total comprehensive loss for the period	-	54,400	(3,490,454)	-	-	(8,667,777)	(12,103,831)
Issue of share capital	19,946,885	-	-	-	(7,307,333)	-	12,639,552
Transaction costs	(777,815)	-	-	-	-	-	(777,815)
Vesting of share rights	434,506	-	-	(434,506)	-	-	-
Share based payments	-	-	-	393,337	-	-	393,337
At 30 June 2013	215,551,617	70,400	(13,147,500)	10,321,638	-	(119,714,112)	93,082,043

	Issued Equity	Asset fair value adjustment reserve	Foreign currency translation reserve	Employee equity benefits reserve	Other reserves	Accumulated losses	Total Equity
	$	$	$	$	$	$	$
At 1 July 2011	195,589,154	40,133	(3,922,655)	9,872,461	-	(62,458,120)	139,120,973
Loss for the period			-	-	-	(48,588,215)	(48,588,215)
Other comprehensive loss	-	(24,133)	(5,734,391)	-	-	-	(5,758,524)
Total comprehensive loss for the period	-	(24,133)	(5,734,391)	-	-	(48,588,215)	(54,346,739)
Settlement of Raptor earn-out agreement	-	-	-	-	7,307,333	-	7,307,333
Exercise of options or vesting of share rights	358,887	-	-	(358,887)	-	-	-
Share based payments	-	-	-	849,233	-	-	849,233
At 30 June 2012	**195,948,041**	**16,000**	**(9,657,046)**	**10,362,807**	**7,307,333**	**(111,046,335)**	**92,930,800**

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

CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

	Note	Consolidated 2013 $	2012 $
Cash flows from operating activities			
Interest received		**182,176**	517,444
Payments to suppliers and employees		**(2,446,752)**	(3,480,539)
Tax refund		**-**	2,125,378
Other receipts/(payments)		**(100,000)**	2,356
Net cash used in operating activities	31	**(2,364,576)**	(835,361)
Cash flows from investing activities			
Exploration expenditure		**(5,573,708)**	(11,434,839)
Proceeds from sale of investments		**95,000**	-
Payments for property, plant and equipment		**(27,847)**	(27,608)
Payments for purchase of equity investment		**-**	(125,000)
Proceeds on sale of property, plant and equipment		**594,562**	45,682
Refund of security deposits		**20,500**	244,731
Net cash used in investing activities		**(4,891,493)**	(11,297,034)
Cash flows from financing activities			
Proceeds from the issue of shares		**9,824,157**	-
Proceeds from convertible loan		**-**	2,000,000
Net cash from financing activities		**9,824,157**	2,000,000
Net increase/(decrease) in cash and cash equivalents		**2,568,088**	(10,132,395)
Effects on cash of foreign exchange		**(789,439)**	(708,755)
Cash and cash equivalents at the beginning of the financial year		**2,211,948**	13,053,098
Cash and cash equivalents at the end of the financial year	8(a)	**3,990,597**	2,211,948

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

Note 1 Corporation information and summary of significant accounting policies

The consolidated financial statements of Deep Yellow Limited and its subsidiaries ('the Group') for the year ended 30 June 2013 were authorised for issue in accordance with a resolution of Directors on 23 September 2013.

Deep Yellow Limited is a company limited by shares incorporated and domiciled in Australia whose shares are publicly traded on the Australian Securities Exchange.

The nature of the operations and principal activities of the Group are described in the Directors' Report.

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

This general purpose financial report has been prepared in accordance with the requirements of the *Corporations Act 2001,* Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board and.

The financial report is presented in Australian dollars and all values are rounded to the nearest dollar.

Statement of Compliance
The financial report also complies with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

Going concern

As at 30 June 2013, the Group had cash reserves of $3,990,597 and net current assets of $3,778,142. For the year then ended, the Group expended net cash from operations of $2,364,576 and exploration expenditure of $5,573,708.

The consolidated financial statements have been prepared on a going concern basis which contemplates that the Group will continue to meet its commitments and therefore continue to realise its assets and settle its liabilities in the ordinary course of business.

The ability of the Group to execute its currently planned exploration and project evaluation activities requires the Group to raise additional capital within the next 12 months. Accordingly, the Group is in the process of investigating various options for the raising of additional funds. The Group has further implemented cost saving measures, including corporate and executive cost reductions. In addition to these reductions, further restructuring is being undertaken to maximise cash resources.

At the date of this financial report the Directors are satisfied that there are reasonable grounds to believe that, having regard to the Group's position and its available funding options, the Group will be able to raise additional capital to enable it to continue to operate and meet its obligations as and when they fall due.

Should the Group not achieve the matters set out above, there is uncertainty whether the Group would continue as a going concern and therefore whether it would realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report. The financial report does not include any adjustments relating to the recoverability or classification of recorded assets' amounts nor to the amounts or classification of liabilities that might be necessary should the Group not be able to continue as a going concern.

New accounting standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year except as follows:

From 1 July 2012, Deep Yellow Limited has adopted all Australian Accounting Standards and Interpretations mandatory for annual periods beginning on or after 1 July 2012. Adoption of these standards and interpretations did not have an effect on the financial statements of the Group.

Reference	Title	Summary	Application date of standard	Impact on Group financial report	Application date for Group
AASB 2011-9	Amendments to Australian Accounting Standards - Presentation of Other Comprehensive Income [AASB 1, 5, 7, 101, 112, 120, 121, 132, 133, 134, 1039 & 1049]	This standard requires entities to group items presented in other comprehensive income on the basis of whether they might be reclassified subsequently to profit or loss and those that will not.	1 July 2012	The amendments are expected to have no or minimal effect on the Group's accounting.	1 July 2012

New accounting standards and interpretations issued but not yet effective

The following standards, amendments to standards and interpretations have been identified as those which may impact the consolidated entity in the period of initial application. They have recently been issued or amended but are not yet effective and have not been applied in preparing this financial report.

Reference	Title	Summary	Application date of standard	Impact on Group financial report	Application date for Group
AASB 10	*Consolidated Financial Statements*	AASB 10 establishes a new control model that applies to all entities. It replaces parts of AASB 127 *Consolidated and Separate Financial Statements* dealing with the accounting for consolidated financial statements and UIG-112 *Consolidation - Special Purpose Entities.* The new control model broadens the situations when an entity is considered to be controlled by another entity and includes new guidance for applying the model to specific situations, including when acting as a manager may give control, the impact of potential voting rights and when holding less than a majority voting rights may give control. Consequential amendments were also made to this and other standards via AASB 2011-7 and AASB 2012-10.	1 Jan 2013	The amendments are expected to have no or minimal effect on the Group's accounting.	1 July 2013
AASB 11	*Joint Arrangements*	AASB 11 replaces AASB 131 *Interests in Joint Ventures* and UIG-113 *Jointly- controlled Entities - Non-monetary Contributions by Ventures*. AASB 11 uses the principle of control in AASB 10 to define joint control, and therefore the determination of whether joint control exists may change. In addition it removes the option to account for jointly controlled entities (JCEs) using proportionate consolidation. Instead, accounting for a joint arrangement is dependent on the nature of the rights and obligations arising from the arrangement. Joint operations that give the venturers a right to the underlying assets and obligations themselves is accounted for by recognising the share of those assets and obligations. Joint ventures that give the venturers a right to the net assets is accounted for using the equity method. Consequential amendments were also made to this and other standards via AASB 2011-7, AASB 2010-10 and amendments to AASB 128.	1 January 2013	The amendments are expected to have no or minimal effect on the Group's accounting.	1 July 2013
AASB 12	*Disclosure of Interests in Other Entities*	AASB 12 includes all disclosures relating to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. New disclosures have been introduced about the judgments made by management to determine whether control exists, and to require summarised information about joint arrangements, associates, structured entities and subsidiaries with non-controlling interests.	1 January 2013	The amendments are expected to have no or minimal effect on the Group's accounting.	1 July 2013
AASB 13	*Fair Value Measurement*	AASB 13 establishes a single source of guidance for determining the fair value of assets and liabilities. AASB 13 does not change when an entity is required to use fair value, but rather, provides guidance on how to determine fair value when fair value is required or permitted. Application of this definition may result in different fair values being determined for the relevant assets. AASB 13 also expands the disclosure requirements for all assets or liabilities carried at fair value. This includes information about the assumptions made and the qualitative impact of those assumptions on the fair value determined. Consequential amendments were also made to other standards via AASB 2011-8.	1 January 2013	The amendments are expected to have no or minimal effect on the Group's accounting.	1 July 2013
AASB 119	*Employee Benefits*	The main change introduced by this standard is to revise the accounting for defined benefit plans. The amendment removes the options for accounting for the liability, and requires that the liabilities arising from such plans is recognised in full with actuarial gains and losses being recognised in other comprehensive income. It also revised the method of calculating the return on plan assets. The revised standard changes the definition of short-term employee benefits. The distinction between short-term and other long-term employee benefits is now based on whether the benefits are expected to be settled wholly within 12 months after the reporting date. Consequential amendments were also made to other standards via AASB 2011-10.	1 January 2013	The amendments are expected to have no or minimal effect on the Group's accounting.	1 July 2013
Interpretation 20	*Stripping Costs in the Production Phase of a Surface Mine*	This interpretation applies to stripping costs incurred during the production phase of a surface mine. Production stripping costs are to be capitalised as part of an asset, if an entity can demonstrate that it is probable future economic benefits will be realised, the costs can be reliably measured and the entity can identify the component of an ore body for which access has been improved. This asset is to be called the "stripping activity asset". The stripping activity asset shall be depreciated or amortised on a systematic basis, over the expected useful life of the identified component of the ore body that becomes more accessible as a result of the stripping activity. The units of production method shall be applied unless another method is more appropriate. Consequential amendments were also made to other standards via AASB 2011-12.	1 January 2013	The amendments are expected to have no or minimal effect on the Group's accounting.	1 July 2013
AASB 2012-2	Amendments to Australian Accounting Standards - *Disclosures - Offsetting Financial Assets and Financial Liabilities*	AASB 2012-2 principally amends AASB 7 *Financial Instruments: Disclosures* to require disclosure of the effect or potential effect of netting arrangements, including rights of set-off associated with the entity's recognised financial assets and recognised financial liabilities, on the entity's financial position, when all the offsetting criteria of AASB 132 are not met.	1 January 2013	The amendments are expected to have no or minimal effect on the Group's accounting.	1 July 2013
AASB 2012-5	Amendments to Australian Accounting Standards arising from Annual Improvements 2009-2011 Cycle	AASB 2012-5 makes amendments resulting from the 2009-2011 Annual Improvements Cycle. The standard addresses a range of improvements, including the following: ► Repeat application of AASB 1 is permitted (AASB 1) ► Clarification of the comparative information requirements when an entity provides a third balance sheet (AASB 101 *Presentation of Financial Statements*).	1 January 2013	The amendments are expected to have no or minimal effect on the Group's accounting.	1 July 2013

Reference	Title	Summary	Application date of standard	Impact on Group financial report	Application date for Group
AASB 2012-9	Amendment to AASB 1048 arising from the withdrawal of Australian Interpretation 1039	AASB 2012-9 amends AASB 1048 *Interpretation of Standards* to evidence the withdrawal of Australian Interpretation 1039 *Substantive Enactment of Major Tax Bills in Australia.*	1 January 2013	The amendments are expected to have no or minimal effect on the Group's accounting.	1 July 2013
AASB 2011-4	Amendments to Australian Accounting Standards to *Remove Individual Key Management Personnel Disclosure Requirements* [AASB 124]	This amendment deletes from AASB 124 individual key management personnel disclosure requirements for disclosing entities that are not companies. It also removes the individual KMP disclosure requirements for all disclosing entities in relation to equity holdings, loans and other related party transactions.	1 July 2013	The amendments are expected to have no or minimal effect on the Group's accounting.	1 July 2013
AASB 1053	*Application of Tiers of Australian Accounting Standards*	This standard establishes a differential financial reporting framework consisting of two tiers of reporting requirements for preparing general purpose financial statements: (a) Tier 1: Australian Accounting Standards (b) Tier 2: Australian Accounting Standards - Reduced Disclosure Requirements Tier 2 comprises the recognition, measurement and presentation requirements of Tier 1 and substantially reduced disclosures corresponding to those requirements. The following entities apply Tier 1 requirements in preparing general purpose financial statements: (a) For-profit entities in the private sector that have public accountability (as defined in this standard) (b) The Australian Government and State, Territory and Local governments The following entities apply either Tier 2 or Tier 1 requirements in preparing general purpose financial statements: (a) For-profit private sector entities that do not have public accountability (b) All not-for-profit private sector entities (c) Public sector entities other than the Australian Government and State, Territory and Local governments. Consequential amendments to other standards to implement the regime were introduced by AASB 2010-2, 2011-2, 2011-6, 2011-11, 2012-1, 2012-7 and 2012-11.	1 July 2013	The amendments are expected to have no or minimal effect on the Group's accounting.	1 July 2013
AASB 2012-3	Amendments to Australian Accounting Standards - *Offsetting Financial Assets and Financial Liabilities*	AASB 2012-3 adds application guidance to AASB 132 *Financial Instruments: Presentation* to address inconsistencies identified in applying some of the offsetting criteria of AASB 132, including clarifying the meaning of "currently has a legally enforceable right of set-off" and that some gross settlement systems may be considered equivalent to net settlement.	1 January 2014	The Group has not yet determined the impact of the amendments, if any.	1 July 2014
Interpretation 21	*Levies^*	This Interpretation confirms that a liability to pay a levy is only recognised when the activity that triggers the payment occurs. Applying the going concern assumption does not create a constructive obligation.	1 January 2014	The Group has not yet determined the impact of the amendments, if any.	1 July 2014
AASB 9	*Financial Instruments*	AASB 9 includes requirements for the classification and measurement of financial assets. It was further amended by AASB 2010-7 to reflect amendments to the accounting for financial liabilities. These requirements improve and simplify the approach for classification and measurement of financial assets compared with the requirements of AASB 139. The main changes are described below. (a) Financial assets that are debt instruments will be classified based on (1) the objective of the entity's business model for managing the financial assets; (2) the characteristics of the contractual cash flows. (b) Allows an irrevocable election on initial recognition to present gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. Dividends in respect of these investments that are a return on investment can be recognised in profit or loss and there is no impairment or recycling on disposal of the instrument. (c) Financial assets can be designated and measured at fair value through profit or loss at initial recognition if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities, or recognising the gains and losses on them, on different bases. (d) Where the fair value option is used for financial liabilities the change in fair value is to be accounted for as follows: ► The change attributable to changes in credit risk are presented in other comprehensive income (OCI) ► The remaining change is presented in profit or loss If this approach creates or enlarges an accounting mismatch in the profit or loss, the effect of the changes in credit risk are also presented in profit or loss. Further amendments were made by AASB 2012-6 which amends the mandatory effective date to annual reporting periods beginning on or after 1 January 2015. AASB 2012-6 also modifies the relief from restating prior periods by amending AASB 7 to require additional disclosures on transition to AASB 9 in some circumstances. Consequential amendments were also made to other standards as a result of AASB 9, introduced by AASB 2009-11 and superseded by AASB 2010-7 and 2010-10.	1 Jan 2015	The Group has not yet determined the impact of the amendments, if any.	1 July 2015

Historical cost convention
These financial statements have been prepared on a historical cost basis, except for the fair valuation of available for sale financial assets and of financial assets and liabilities (including derivative instruments) which have been measured at fair value.

Critical accounting estimates
The preparation of financial statements in conformity with Australian Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

(b) Principles of consolidation

The consolidated financial statements comprise the financial statements of Deep Yellow Limited and its subsidiaries as at and for the period ended 30 June each year (the Group). Subsidiaries are all those entities over which the Group has the power to govern the financial and operating policies so as to obtain benefits from their activities.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. Inter-entity balances resulting from transactions with or between subsidiaries are eliminated in full on consolidation.

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

(c) Operating segment

An operating segment is a distinguishable component of an entity that engages in business activities from which it may earn revenue and incur expenses, whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about how resources should be allocated to the segment and assess its performance and for which discrete financial information is available.

Operating segments have been identified based on the information provided to the chief operating decision maker – being the Group Managing Director and Executive management team.

(d) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The specific recognition criteria below must also be met before revenue is recognised.

Interest income
Interest income is recognised as it accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

(e) Income tax

The current income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the notional income tax rate enacted or substantially enacted at balance date for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to the temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantially enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to those timing differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss. In addition, no deferred tax is recognised in respect of goodwill.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

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

Unrecognised deferred tax assets are reassessed at each balance date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax amounts attributable to amounts recognised directly in equity are also recognised directly in equity.

Tax consolidation
(i) Members of the tax consolidated group and the tax sharing arrangement
Deep Yellow Limited and its 100% owned Australian resident subsidiaries formed a tax consolidated group with effect from 2 February 2007. Deep Yellow Limited is the head entity of the tax consolidated group.

Members of the group have entered into a tax sharing agreement that provides for the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations. No amounts have been recognised in the financial statements in respect of this agreement on the basis that the possibility of default is remote.

The amounts receivable or payable under the tax funding agreement are due upon receipt of the funding advice from the head entity, which is issued as soon as practicable after the end of each financial year. The head entity may also require payment of interim funding amounts to assist with its obligations to pay tax instalments.

(ii) Tax effect accounting by members of the tax consolidated group
Measurement method adopted under UIG 1052 Tax Consolidated Accounting
The head entity and the controlled entities in the tax consolidated group continue to account for their own current and deferred tax amounts. The Group has applied the group allocation approach in determining the appropriate amount of current taxes and deferred taxes to allocate to members of the tax consolidated group. The current and deferred tax amounts are measured in a systematic manner that is consistent with the broad principles in AASB 112 *Income Taxes*.

(f) Leases

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement at inception date, whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

Leases are classified as operating leases where substantially all the risks and benefits remain with the lessor. Payments in relation to operating leases are recognised as expenses in the income statement on a straight line basis over the lease term.

Lease incentives under operating leases are recognised in the statement of comprehensive income as an integral part of the total lease expense.

(g) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds.

(h) Impairment of non-financial assets

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

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in the expense categories consistent with the function of the impaired asset unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease).

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

(i) Cash and cash equivalents

For cash flow statement presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

(j) Fair value estimation

The fair value of investments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business on balance date. For investments with no active market, fair value is determined using a binomial option valuation methodology.

(k) Property, plant and equipment

Property, plant and equipment is stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the assets.

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

Depreciation of property, plant and equipment is calculated using the written down value method or straight line method to allocate their cost, net of residual values, over their estimated useful lives, as follows:

Office equipment and fittings	12.5% – 33% of cost	Site equipment	25% of cost
Motor vehicles	25% of cost	Leasehold property and buildings	5% of cost

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 1(h)).

An item of property, plant and equipment is derecognised on disposal or when no further future economic benefits are expected from its use. Any gain or loss arising on derecognition of an asset (calculated as the difference between net disposal proceeds and the carrying amount of the asset) is included in profit and loss in the year the asset is derecognised.

(l) Mineral exploration and evaluation expenditure

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable Area of Interest. An Area of Interest is generally defined by the Group as a number of geographically proximate exploration permits which could form the basis of a project. These costs are only carried forward to the extent that the Group's rights of tenure to that Area of Interest are current and that the costs are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area of interest are written off in full in the Statement of Comprehensive Income in the year in which the decision to abandon the area is made.

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

(m) Restoration and rehabilitation policy

Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal, and rehabilitation of the site in accordance with clauses of the mining permits and environmental legislation.

Site rehabilitation is required to decommission and rehabilitate exploration sites to a condition acceptable to the relevant authority. Costs are included in mineral exploration and evaluation expenditure as and when incurred. No provision is made for cost that might be incurred in the future.

(n) Joint ventures

The Group's joint venture interests are classified as joint venture operations in accordance with AASB 31 Interest in Joint Ventures.

Interests in joint venture operations have been brought to account by including the appropriate share of the relevant assets, liabilities and costs of the joint ventures in their relevant categories in the financial statements. Details of these interests are shown in note 29.

(o) Trade and other payables

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

The amounts are unsecured and usually paid within 30 days of recognition.

(p) Employee benefits

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

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

Share based payments
Share based compensation payments are made available to Executive Directors and employees of the Group, whereby Executive Directors and employees render services in exchange for rights over shares.

The fair value of these equity settled transactions is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the award.

At each subsequent reporting date until vesting, the cumulative charge to the statement of comprehensive income is the product of:

i. the grant date fair value of the award;
ii. the current best estimate of the number of options or rights that will vest, taking into account such factors as the likelihood of employee turnover during the vesting period and the likelihood of non-market performance conditions being met; and
iii. the expired portion of the vesting period.

The charge to the statement of comprehensive income for the period is the cumulative amount as calculated above less the amounts already charged in previous periods. There is a corresponding entry to equity.

Share based compensation payments are granted by the parent company to employees of the Group. The expense recognised by the Group is the total expense associated with all such awards.

The fair value at grant date is independently determined using a binomial option pricing model or the Monte-Carlo simulation model, as appropriate, that takes into account the exercise price, the term of the option or right, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield, the risk free rate for the term of the option and the probability of market based vesting conditions being realised.

The fair value of the award granted is adjusted to reflect market vesting conditions. Non-market vesting conditions are included in assumptions about the number of awards that are expected to become exercisable. At each balance date, the entity revises its estimate of the number of awards that are expected to become exercisable. The employee benefit expense recognised each period, takes into account the most recent estimate.

Upon the exercise of awards, the balance of the share based payments reserve relating to those awards is transferred to share capital and the proceeds received, net of any directly attributable transaction costs, are credited to share capital.

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

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

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

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

(q) Issued equity

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

(r) Earnings per share

(i) Basic earnings per share
Basic earnings per share is calculated by dividing the net profit attributable to equity holders of the Company, excluding any costs of servicing equity other than dividends, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

(ii) Diluted earnings per share
Diluted earnings per share is calculated as net profit attributable to equity holders of the Company, adjusted for:

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

(s) Goods and service tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as a part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the taxation authority, are presented as operating cash flows. Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

(t) Trade and other receivables

Trade and other receivables are recognised and carried at original invoice amount less any allowance for any uncollectible amounts, and generally have 30 day terms. An allowance for a doubtful debt is made when there is objective evidence that the Group will not be able to collect the debt. Bad debts are written off when identified.

(u) Investments and other financial assets

Financial assets in the scope of AASB139 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. When financial assets are recognised initially, they are measured at fair value, plus in the case of investments not at fair value through profit or loss, directly attributable transaction costs. The Group determines the classification of its financial assets at initial recognition and, when allowed and appropriate, re-evaluates this designation at each financial year-end.

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

(i) Financial assets at fair value through profit or loss
Financial assets classified as held for trading are included in the category 'financial assets at fair value through profit or loss'. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Derivatives are also classified as held for trading. Gains or losses on investments held for trading are recognised in profit or loss.

(ii) Held-to-maturity investments
Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity when the Group has the positive intention and ability to hold to maturity. Investments intended to be held for an undefined period are not included in this classification.

Investments that are included as held-to-maturity, such as bonds, are subsequently measured at amortised cost. This cost is computed as the amount initially recognised minus principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initially recognised amount and the maturity amount. This calculation includes all fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums and discounts. For investments carried at amortised cost, gains and losses are recognised in profit or loss when the investments are derecognised or impaired, as well as through the amortisation process.

(iii) Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

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

(v) Financial liabilities

Financial liabilities within the scope of AASB 139 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value plus, in the case of loans and borrowings, directly attributable transaction costs. The Group's financial liabilities include trade and other payables, bank overdrafts, loans and borrowings, financial guarantee contracts, and derivative financial instruments. The subsequent measurement of financial liabilities depends on their classification, described as follows:

(i) Loans and borrowings
After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of comprehensive income.

Financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if:

* There is a currently enforceable legal right to offset the recognised amounts
* There is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously

(a) Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of comprehensive income.

(b) Convertible Loan
The component of the convertible loan that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On draw down of the convertible loan, the fair value of the liability component is determined using an estimated market rate for an equivalent non-convertible loan and this amount is carried as a long-term liability on an amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. Interest on the liability component of the instrument is recognised as an expense in the statement of comprehensive income. The fair value of any derivative features embedded in the convertible loan other than the equity component is included in the liability component. Subsequent to initial recognition, these derivative features are measured at fair value with gains and losses recognised in the statement of comprehensive income. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bond based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

(w) Foreign currency translation

The functional currencies of Deep Yellow Limited and its overseas controlled entities are Australian dollars, Namibian dollars and US dollars. These consolidated financial statements are presented in Australian dollars.

Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange prevailing at balance date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction.

The results of subsidiaries are translated as at the date of each transaction. Assets and liabilities are translated at exchange rates prevailing at balance date. All realised exchange differences are taken to profit and loss and foreign exchange differences arising on consolidation are recognised in reserves.

(x) Provisions

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

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability.

When discounting is used, the increase in the provision due to the passage of time is recognised as an interest expense.

(y) Impairment of financial assets

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

(ii) Available-for-sale investments
If there is objective evidence that an available-for-sale investment is impaired, an amount comprising the difference between its cost (net of any principal repayment and amortisation) and its current fair-value, less any impairment loss previously recognised in profit or loss, is transferred from equity to the income statement. The prolonged or significant decline in the market value of the investments is taken as an impairment indicator. Reversals of impairment losses for equity instruments classified as available-for-sale are not recognised in profit. Reversals of impairment losses for debt instruments are reversed through profit or loss if the increase in an instrument's fair value can be objectively related to an event occurring after the impairment loss was recognised in profit or loss.

(z) Business combinations

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination shall be measured at fair value, which shall be calculated as the sum of the acquisition date fair values of the assets transferred by the acquirer, the liabilities incurred by the acquirer to former owners of the acquiree and the equity issued by the acquirer, and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured at fair value as at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognised in accordance with AASB 139 either in profit or loss or in other comprehensive income. If the contingent consideration is classified as equity, it shall not be remeasured.

Note 2 Financial risk management

The Group has exposure to a variety of risks arising from its use of financial instruments. This note presents information about the Group's exposure to the specific risks, and the policies and processes for measuring and managing those risks. The Board has the overall responsibility for the risk management framework.

(a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from transactions with customers and investments.

Trade and other receivables
The receivables that the Group does experience through its normal course of business are short term in nature and the risk of non-recovery of receivables is considered to be negligible. The Board does not consider there to be a significant exposure to credit risk in relation to trade and other receivables.

Cash at bank
The Group's primary banker is Westpac Banking Corporation. At reporting date all operating accounts are with this bank, other than funds transferred to Namibia to meet the working capital needs of the controlled entity, Reptile Uranium Namibia (Pty) Ltd. The cash needs of the controlled entity's operations are monitored by the parent company and funds are advanced to the Namibian operations as required.

The Directors believe this is the most efficient method of combining the monitoring and mitigation of potential credit risks arising out of holding cash assets in overseas jurisdictions, and the funding mechanisms required by the Group.

Deposits at call
In addition the Group has cash assets on deposit with Westpac Banking Corporation Limited. The Board considers these financial institutions, which have ratings of at least A1 from Standard & Poor's, to be appropriate for the management of credit risk with regards to funds on deposit.

Except for the matters above, the Group currently has no significant concentrations of credit risk.

(b) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's only liabilities are short term trade and other payables.

The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Management manages its liquidity risk by monitoring its cash reserves and forecast spending, and is cognisant of the future demands for liquid financial resources to finance the Group's current and future operations, and consideration is given to the liquid assets available to the Group before commitment is made to future expenditure or investment.

The Group's expenditure commitments are taken into account before entering into fixed term investments and short and medium term exploration programmes are tailored within current cash resources.

The Group's trade payables are settled on 30 day trading terms.

(c) Market risk

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

Interest rate risk
The Group has cash assets which may be susceptible to fluctuations in changes in interest rates. Whilst the Group requires the cash assets to be sufficiently liquid to cover any planned or unforeseen future expenditure, which prevents the cash assets being committed to long term fixed interest arrangements; the Group does mitigate potential interest rate risk by entering into short to medium term fixed interest deposits. The Group does not employ interest rate swaps or enter into any other hedging activity with regards to its interest bearing investments.

Currency risk
The Group is exposed to currency risk on financial assets and liabilities held by Group companies in Namibia. Financial assets in overseas Group companies are not generally material in the context of financial instruments entered into by the Group as a whole, as they generally relate to funds advanced to fund short term exploration and administration activities of the overseas operations. Once the funds are expended they are no longer classified as financial assets. Advancing of funds to overseas operations on a needs basis, is an effective method for the management of currency risk. The Group's investments in overseas subsidiary companies are not hedged as they are considered to be long term in nature.

Equity price risk
The Group is exposed to equity price risk through its holding of investments in the ordinary share capital of a number of entities listed on the Australian Securities Exchange, and through the holding of options to acquire ordinary shares in the same entities. The holdings have generally arisen from the divestment of exploration interests given as consideration and as such have not been acquired under a formal investment strategy. Refer to sensitivity analysis in note 20.

Where the equity investments are liquid financial assets, their market values and potential future value to the Group are considered by management when considering whether to divest or retain the assets.

(d) Capital management

The Board's policy is to maintain an adequate capital base so as to maintain investor and creditor confidence, and to sustain future development of the business. The Group does not actively issue dividends; repurchase its own shares or any other form of capital return to shareholders at the current exploration stage of the Group's activities. The Group does not monitor returns on capital or any other financial performance measure as the indicators of success are quantifiable by physical results from operations. The Group manages its funding by way of issue of shares.

The Group does not have capital requirements imposed on it by any external party. It is however exposed to Namibian tax law which has an influence on debt to equity ratios at the Namibian subsidiary level, which are monitored by management and the treatment of investments or other advances for the funding of operations are executed within these guidelines.

The Group's approach to capital management has not changed during the financial year. Capital is comprised of shareholders' equity as disclosed in the statement of financial position.

Note 3 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

Accounting for capitalised mineral exploration and evaluation expenditure
The Group's accounting policy is stated at note 1(l). A regular review is undertaken of each Area of Interest to determine the reasonableness of the continuing carrying forward of costs in relation to that Area of Interest.

Share based payments
The Group's accounting policy is stated at note 1(p). The Group uses independent advisors to assist in valuing share based payments. Refer note 18 for details of estimates and assumptions used.

Note 4 Operating segments

The Group has identified its operating segments based on internal reports that are used by the executive management team in assessing performance and in determining the allocation of resources. The operating segments are identified based on country of operation as this is the area that has the most effect on allocation of resources. The Group conducts uranium exploration and pre-development activities in Australia and Namibia.

The following items and associated assets and liabilities are not allocated to operating segments as the underlying instruments are managed on a Group basis and are not considered as part of the core operations of both segments:

* Interest Income
* Foreign currency gains and losses
* Fair value gains/losses on available for sale assets
* Fair value gains/losses on held for trading assets
* Settlement expenses
* Liabilities are not allocated to the segments as they are not monitored by the executive management team on a segment by segment basis

	Australia $	Namibia $	Total $
Year Ended 30 June 2013			
Revenue			
Other income	**441,275**	**48**	**441,323**
Unallocated			
Interest income			**199,789**
Gain on sale of investment			**80,000**
Total revenue			**721,112**
Profit and Loss			
Pre-tax segment profit and loss	**(8,506,694)**	**(336,972)**	**(8,843,666)**
Unallocated			
Interest income			**199,789**
Gain on sale of investment			**80,000**
Fair value loss on held for trading assets			**(42,000)**
Impairment on available for sale financial assets			**(61,900)**
Income tax benefit			**-**
Loss after income tax			**(8,667,777)**
Year Ended 30 June 2013			
Segment Assets			
Segment operating assets	**163,101**	**88,871,405**	**89,034,506**
Unallocated assets			
Cash			**2,990,597**
Receivables			**1,170,260**
Held for trading financial assets			**-**
Available for sale financial assets			**433,833**
Total assets			**93,629,196**

Note 4 Operating segments (Cont'd)

	Australia $	Namibia $	Total $
Year Ended 30 June 2012			
Revenue			
Other income	85,003	30,605	115,608
Unallocated			
Interest income			381,512
Total revenue			497,120
Profit and Loss			
Pre-tax segment profit and loss	(40,705,760)	(640,634)	(41,346,394)
Unallocated			
Interest income			381,512
Settlement of Raptor earn-out agreement			(7,407,333)
Fair value gain on held for trading assets			(125,000)
Impairment on available for sale financial assets			(91,000)
Income tax benefit			-
Loss after income tax			(48,588,215)
Year Ended 30 June 2012			
Segment Assets			
Segment operating assets	6,749,813	86,111,613	92,861,426
Unallocated assets			
Cash			2,211,948
Receivables			610,565
Held for trading financial assets			57,000
Available for sale financial assets			358,533
Total assets			96,099,472

Note 5 Revenue and other income

	Consolidated	
	2013 $	2012 $
a) Revenue		
Interest received and receivable	**199,789**	381,512
	199,789	381,512
b) Other income		
Gain on sale of investment	**80,000**	-
Gain on sale of exploration assets	**17,292**	-
Gain on sale of non-current assets	**277,428**	40,507
Loan forgiveness	**-**	30,605
Other	**146,603**	44,496
	521,323	115,608

Note 6 Expenses

	Consolidated	
	2013 $	2012 $
Loss before income tax includes the following specific expenses:		
Impairment expense and fair value movements:		
Impairment on available for sale financial assets (note 11)	**61,900**	91,000
Fair value changes in held for trading financial assets (note 10)	**42,000**	125,000
Total Impairment Expense and Fair Value Movements	**103,900**	216,000
Depreciation expense:		
Office equipment and fittings	**22,758**	39,768
Motor vehicles	**-**	81,149
Site equipment	**8,406**	126,523
Buildings	**38,274**	51,307
Total Depreciation and Amortisation Expenses	**69,438**	298,747
Employee expenses:		
Wages, salaries and fees	**673,244**	1,481,346
Superannuation	**49,775**	96,849
Share based payments	**212,598**	563,300
Total Employee Expenses	**935,617**	2,141,495
Rental expenses on operating leases	**135,036**	124,625

Note 7 Income tax

	Consolidated 2013 $	Consolidated 2012 $
a) Income tax expense		
Current income tax:		
Current income tax charge (benefit)	**(633,804)**	(980,065)
Utilised against future income tax charge	**633,804**	980,065
Under / (over) provision in prior year	**-**	-
Deferred income tax:		
Relating to origination and reversal of timing differences	**(2,579,483)**	(8,633,409)
Under / (over) provision in prior year	**-**	(9,236)
Carry forward tax losses not brought to account	**2,579,483**	8,642,645
Income tax expense / (benefit) reported in the statement of comprehensive income	**-**	-
b) Reconciliation of income tax expense to prima facie tax payable		
Profit / (Loss) before income tax expense	**(8,667,777)**	(48,588,215)
Tax at the Australian rate of 30% (2012– 30%)	**(2,600,333)**	(14,576,465)
Effect of tax rates in foreign jurisdictions*	**69,898**	194,062
Tax effect:		
Non-deductible share based payment	**118,002**	168,990
Raptor earn-out settlement expense not deductible	**-**	2,222,200
Other expenditure not deductible	**6,541**	69,536
Tax (benefit) / expense on fair value of trading financial assets	**31,170**	37,500
Tax benefit on Impairment of financial assets	**-**	27,300
Under / (over) provision in prior year	**-**	(9,236)
Rights issue costs	**(204,760)**	-
Carry forward tax losses not brought to account	**2,579,482**	11,866,113
Tax expense / (benefit)	**-**	-
c) Deferred tax – Statement of financial position		
Liabilities		
Prepayments	**1,946**	1,155
Accrued Income	**4,076**	7
Capitalised exploration and evaluation expenditure	**-**	1,835,413
	6,022	1,836,575
Assets		
Revenue losses available to offset against future taxable income	**11,112,537**	10,478,733
Income recognised in advance for tax	**75,000**	75,000
Accrued expenses	**67,558**	109,859
Deductible equity raising costs	**182,553**	25,126
Carry forward tax losses not brought to account	**(11,431,626)**	(8,852,143)
	6,022	1,836,575
Net deferred tax asset (liability)	**-**	-
d) Deferred tax – Statement of Comprehensive Income		
Liabilities		
Prepayments	**791**	(1,567)
Accrued Income	**4,069**	(40,780)
Capitalised exploration expenses	**(1,835,413)**	(7,602,797)
Assets		
Accruals	**42,301**	(20,789)
Deductible equity raising costs	**(157,427)**	(12,334)
Decrease/(Increase) in tax losses carried forward	**1,945,679**	7,678,267
Deferred tax expense / (benefit)	**-**	-

e) Unrecognised temporary differences

At 30 June 2013, there are no unrecognised temporary differences associated with the Group's investments in subsidiaries, associate or joint venture, as the Group has no liability for additional taxation should unremitted earnings be remitted (2012: Nil).

* The Namibian subsidiaries operate in a tax jurisdiction with higher corporate tax rates.

Note 8 Current assets - Cash and cash equivalents

	Consolidated 2013 $	Consolidated 2012 $
Cash at bank and in hand	**2,990,597**	2,211,948
	2,990,597	2,211,948

The carrying amounts of cash and cash equivalents represent fair value. See note 20 for the Group's fair value disclosures. Cash at bank and in hand and deposits at call earn interest at fixed and floating rates based on variable bank deposit rates.

(a) For the purpose of the cashflow statement, cash and cash equivalents at the end of the year comprise:

	2013	2012
Cash and cash equivalents	**2,990,597**	2,211,948
Other short term bank deposits (Note 9)	**1,000,000**	-
Balance per cash flow statement	**3,990,597**	2,211,948

Note 9 Current assets – Trade, other receivables and other assets

	Consolidated 2013 $	Consolidated 2012 $
a) Receivables		
GST recoverable	**141,617**	594,636
Other receivables	**28,642**	15,929
Other short term bank deposits	**1,000,000**	-
	1,170,259	610,565
b) Other assets		
Environmental, tenement and vehicle bonds	**50,419**	71,094
Prepayments	**124,020**	221,502
	174,439	292,596

GST recoverable relates to Australia and Namibia. Interest is not normally charged and collateral is not normally obtained.

Note 10 Current assets – Held for trading financial assets

	Consolidated 2013 $	Consolidated 2012 $
Financial assets at fair value through profit and loss:		
Rum Jungle Uranium Limited Options	**-**	57,000
	-	57,000

The unlisted options have been valued using the Black Scholes option pricing model. The fair value was partly determined in reference to published price quotation. The options have been brought to account at the valuation on receipt and subsequently revalued at balance date using the binomial option valuation method. Details of the Group's exposure to price risk in respect of its Financial Assets are set out in Note 20.

Basis and assumptions used in the valuation of options at 30 June 2012:

Group	Date granted	Number of options	Exercise price (cents)	Underlying share price (cents)	Expiry date	Risk free interest rate used	Volatility applied	Option valuation (cents)
Rum Jungle Uranium Limited	14-Nov-07	1,500,000	25.0	22.0	02-Nov-12	2.46%	95%	3.8

A reconciliation of movements in held for trading financial assets is as follows:

	Consolidated 2013 $	Consolidated 2012 $
Value of investments at the start of the reporting period	**57,000**	**258,000**
Disposal of options during the reporting period	**(15,000)**	**-**
Options exercised during the reporting period	**-**	**(76,000)**
Fair value gain / (loss) recognised during the reporting period (note 6)	**(42,000)**	**(125,000)**
	-	**57,000**

Note 11 Non-current assets – Available for sale investments

	Consolidated 2013 $	Consolidated 2012 $
Available for sale investments at market value:		
Toro Energy Limited	**226,933**	208,533
Rum Jungle Uranium Limited	**62,500**	110,000
Krucible Metals Limited	**68,400**	-
Rox Resources Limited	**76,000**	40,000
	433,833	358,533

The above investments are stated at the closing market price at balance date. A reconciliation of movements in available for sale investments, is as follows:

	Consolidated 2013 $	Consolidated 2012 $
Value of investments at the start of the reporting period	**358,533**	272,667
Investments acquired during the reporting period		
Krucible Metals Limited	**82,800**	-
Fair value of shares received during the reporting period		
Rum Jungle Uranium Limited – Options exercised	**-**	200,999
Net impairment expense recognised during the reporting period (Note 6)	**(61,900)**	(91,000)
Net fair value movement from equity during the reporting period (Note 19)	**54,400**	(24,133)
	433,833	358,533

Note 12 Non-current assets – Capitalised mineral exploration and evaluation expenditure

	Consolidated 2013 $	Consolidated 2012 $
In the exploration and evaluation phase		
Cost brought forward	**91,169,926**	122,024,322
Exploration expenditure incurred during the year at cost	**6,343,991**	10,563,206
Exchange adjustment	**(3,065,624)**	(4,613,977)
Exploration expenditure on tenements disposed of during the year	**(65,508)**	-
Exploration expenditure written off	**(6,448,277)**	(36,803,625)
Cost carried forward	**87,934,508**	91,169,926

Exploration expenditure written off during the year was as a result of tenements surrendered, applications withdrawn or refused and under recovery of exploration expenditure within Areas of Interest and is the total accumulated expenditure to date of surrender, withdrawal, refusal and evaluation.

The recoverability of capitalised mineral exploration and evaluation expenditure is dependent on the successful development and commercial exploitation, or alternatively the sale, of the respective Area of Interest.

A summary of capitalised mineral exploration and evaluation expenditure by country of operation and State is as follows:

	Consolidated 2013 $	Consolidated 2012 $
Australia		
Northern Territory	**-**	2,650,964
Queensland	**-**	3,467,078
Namibia	87,934,508	85,051,884
Cost carried forward	**87,934,508**	91,169,926

Note 13 Non-current assets – Property, plant and equipment

	Consolidated	
	2013	2012
	$	$
Buildings		
At cost	**799,784**	1,289,231
Accumulated depreciation	**(163,855)**	(264,335)
	635,929	1,024,896
Office equipment and fittings		
At cost	**385,850**	410,311
Accumulated depreciation	**(357,622)**	(361,652)
	28,228	48,659
Motor vehicles		
At cost	**561,041**	719,646
Accumulated depreciation	**(490,962)**	(618,967)
	70,079	100,679
Site equipment		
At cost	**735,748**	935,082
Accumulated depreciation	**(544,424)**	(710,413)
	191,324	224,669
	925,560	1,398,904
Reconciliation		
Buildings		
Net book value at start of the year	**1,024,896**	1,192,772
Exchange adjustment	**(57,494)**	(116,569)
Additions	**-**	-
Disposals	**(293,199)**	-
Depreciation	**(38,274)**	(51,307)
Net book value at end of the year	**635,929**	1,024,896
Office equipment and fittings		
Net book value at start of the year	**48,659**	88,917
Exchange adjustment	**(1,605)**	(3,169)
Additions	**7,254**	4,899
Disposals	**(3,322)**	(2,220)
Depreciation	**(22,758)**	(39,768)
Net book value at end of the year	**28,228**	48,659
Motor vehicles		
Net book value at start of the year	**100,679**	207,676
Exchange adjustment	**(8,564)**	(20,815)
Additions	**-**	-
Disposals	**(3,266)**	(5,033)
Depreciation	**(18,770)**	(81,149)
Net book value at end of the year	**70,079**	100,679
Site equipment		
Net book value at start of the year	**224,669**	363,781
Exchange adjustment	**(16,215)**	(34,788)
Additions	**21,479**	22,710
Disposals	**(17,542)**	(511)
Depreciation	**(21,067)**	(126,523)
Net book value at end of the year	**191,324**	224,669

No items of property, plant and equipment have been pledged as security by the Group.

Note 14 Current liabilities – Trade and other payables

	Consolidated	
	2013	2012
	$	$
Trade payables and accruals	**271,728**	637,207
Other payables	**62,028**	111,731
Employee leave liabilities	**213,397**	319,734
	547,153	1,068,672

Trade payables and accruals are non-interest bearing and normally settled on 30 day terms.

Details of the Group's exposure to interest rate risk and fair value in respect of its liabilities are set out in note 20. There are no secured liabilities as at 30 June 2013.

Note 15 Convertible loan

	Consolidated 2013 $	Consolidated 2012 $
Loan from major shareholder	-	2,000,000
	-	2,000,000

(a) Finance charges
On 19 June 2012, the Company and Paladin Energy Ltd ("Paladin") entered into a loan agreement pursuant to which Paladin agreed to provide an unsecured loan of $2,000,000 to the Company. The loan with all accrued but unpaid interest and any other moneys due under the terms of the loan is payable no later than 31 March 2013. Interest on the loan is recognised at the aggregate rate of 10% per annum until the amount outstanding has been paid in full and without any deduction. Interest for the year amounted to $37,580.

(b) Fair values
The carrying amount of the loan approximates its fair value.

(c) Interest rate and liquidity risk
Details regarding interest rate and liquidity risk are disclosed in note 20.

(d) Set-offs
Under the loan agreement, Paladin may at any time prior to repayment in full, convert all or any part of the amount outstanding into new fully paid shares in the Company at 4.2cents per share. Paladin may set-off such portion of the loan outstanding against any amount owing by Paladin in respect of an application for securities under a capital raising conducted by the Company. On 27 July 2012 Paladin has set-off a portion of the loan outstanding by converting $1,735,096 into 41,311,821 new fully paid shares in the Company at 4.2 cents per share in satisfaction of an underwriting commitment. On 14 March 2013 Paladin has set-off the remainder of the loan outstanding, inclusive of interest, by converting $302,484 into 7,201,993 new fully paid shares in the Company at 4.2 cents per share.

(e) Defaults and breaches
There were no defaults or breaches on the loan during the current financial year.

Note 16 Financial liability

	Consolidated 2013 $	Consolidated 2012 $
Settlement of Raptor earn-out agreement	-	**100,000**
	-	**100,000**

The Group has 100% ownership of four Exclusive Prospecting Licences (EPL's) through its controlled Namibian entity Reptile Uranium Namibia (Pty) Ltd (RUN). As part of the acquisition agreement and in consideration for acquiring all the rights, title and interests in the EPL's in the 2007 financial year, the Group agreed to provide the vendors with an earn out right, as part of the purchase consideration, in certain circumstances. The 'Earn out Agreement' provides the vendors with the right to receive earn-out payments in accordance with a set formula equal to 1.5% of the in-ground value of any uranium within the area of the EPL's upon completion of a definitive feasibility study and the making of a decision to mine. The Group has, at its election, the option of satisfying the 'earn out payment' either through payment of cash, the issue of shares or a combination of both.

The Company and Raptor have entered into a binding heads of agreement (Termination Agreement) dated 12 June 2012 under which the Company and Raptor agreed to terminate the Earn-out Agreement. In consideration for the termination of the Earn-out Agreement, the Company has issued 129,333,333 shares (Consideration shares), each with a deemed issue price of $0.1152 per share and paid a cash amount of $100,000.

The consideration shares have previously been recognised under "Other reserves" (Refer Note 19) and have been measured at the fair value of the equity instrument on the date of exchange (12 June 2012). The market price of Company shares on the Australian Securities Exchange on 12 June 2012 was $0.0565 per share, resulting in a valuation of $7,307,333. On 24 December 2012 and upon receiving shareholder approval, the Company has issued the Consideration shares, subject to voluntary escrow as follows:

a) 50,000,000 shares until 12 June 2013;
b) 50,000,000 shares until 12 June 2014; and
c) 29,333,333 shares until 12 June 2015.

Note 17 Issued equity

		Consolidated 2013 No.	Consolidated 2012 No.	Consolidated 2013 $	Consolidated 2012 $
a) Share capital					
Issued and fully paid share capital		**1,560,859,287**	1,128,736,403	**215,551,617**	195,948,041
b) Share movements during the year	*Issue price (cents)*				
At the beginning of the year		**1,128,736,403**	1,127,534,458	**195,948,041**	195,589,154
Issued on vesting of share rights		**1,847,715**	1,201,945	**434,506**	358,887
Issued under capital raising	4.20	**300,941,836**	-	**12,639,552**	
Issued to Raptor Limited as Consideration shares	5.65	**129,333,333**	-	**7,307,333**	
Less: costs related to shares issued	-	**-**	-	**(777,815)**	-
At the end of the year		**1,560,859,287**	1,128,736,403	**215,551,617**	195,948,041

Note 17 Issued equity (Cont'd)

c) Ordinary shares
The Holding Company, Deep Yellow Limited is incorporated in Perth, Western Australia.

The Holding Company's shares are limited whereby the liability of its members is limited to the amount (if any) unpaid on the shares respectively held by them. Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

d) Share based payment plans
The previous option plan was replaced by an awards plan which allows the offer of either options or share rights. Options over unissued shares are issued and share rights are granted at the discretion of the Board. Information relating to options issued and share rights granted are set out in note 18.

Note 18 Share based payment plans

a) Recognised share based payment expenses
The expense recognised for employee services, arising from equity-settled share based payment transactions during the year is shown in the table below:

	Consolidated	
	2013	2012
	$	$
Amount recognised as employee expenses in the consolidated statement of comprehensive income	**212,598**	563,300
Amount recognised as capitalised mineral exploration and evaluation expenditure	**180,739**	285,933
	393,337	849,233

The Company's long-term incentive plan, the Awards Plan has the ability to offer options or share rights to an Eligible Person. There have been no cancellations or modifications to the Awards Plan during the 2013 financial year.

b) Types of share based payments

Share rights
Awards are made in order to align remuneration with shareholder wealth over the long-term and assist in attracting and retaining talented employees. Share Rights are granted under the Awards Plan for no consideration. Each right upon vesting entitles the holder to one fully paid ordinary share in the capital of the Company if certain time, market price and/or performance measures are met in the measurement period.

The Share Rights issued to employees in 2013 are subject to a combination of conditions:

* **Time-based** conditions which prescribe a period of time that the employee must stay employed by the Company prior to automatic vesting.
* **Market price** condition measures the increase in share price of the Company. Share Rights subject to the Market Price Condition will vest if, at the end of the measurement period, the share price of the Company has reached a pre-determined market price.
* **Performance** conditions applicable to the vesting of the Managing Director's share rights and in the form of operational milestones set and agreed by the Board.

The Share Rights issued to Key Management Personnel in 2013 are subject to a combination of conditions as outlined in the Remuneration Report.

If at any time prior to the Vesting Date an employee voluntarily resigns from employment with the Group or is terminated the Share Rights automatically lapse and are forfeited, subject to the discretion of the Board.

c) Summaries of share rights granted under the Awards Plan
The following table illustrates the number (No.) and movements in, share rights issued during the year:

	2013	2012
	No.	No.
Outstanding at the start of the year	**6,840,470**	4,515,260
Granted during the year	**12,817,300**	3,664,400
Forfeited during the year	**(2,051,525)**	(137,245)
Vested during the year	**(1,847,715)**	(1,201,945)
Outstanding at the end of the year	**15,758,530**	6,840,470

Subsequent to the reporting date and prior to signing this report, 2,062,010 rights were forfeited, 1,934,960 vested and 4,000,000 were issued.

Note 18 Share based payment plans (Cont'd)

i) Outstanding share rights balance at 30 June 2013

Number	Date rights granted	Vesting date	Vesting Condition
275,310	3-Feb-11	1-Aug-13	Market price
300,000	25-Feb-11	30-Jun-13	Time based
1,200,000	25-Feb-11	30-Jun-13	Market price
291,480	9-Dec-11	1-Jul-13	Time based
437,220	9-Dec-11	1-Jul-14	Time based
437,220	9-Dec-11	1-Jul-14	Market price
1,463,460	3-Oct-12	1-Jul-13	Time based
1,463,460	3-Oct-12	1-Jul-14	Time based
2,195,190	3-Oct-12	1-Jul-15	Time based
2,195,190	3-Oct-12	1-Jul-15	Market price
250,000	6-Dec-12	1-Dec-13	Time based
550,000	6-Dec-12	1-Dec-13	Market price
250,000	6-Dec-12	1-Dec-14	Time based
1,200,000	6-Dec-12	1-Dec-14	Market price
500,000	6-Dec-12	1-Dec-14	Performance
500,000	6-Dec-12	1-Dec-15	Time based
1,750,000	6-Dec-12	1-Dec-15	Market price
500,000	6-Dec-12	1-Dec-15	Performance
15,758,530			

j) Outstanding share rights balance at 30 June 2012

Number	Date rights granted	Vesting date	Vesting Condition
532,880	9-Dec-11	1-Jul-12	Time based
541,730	3-Feb-11	1-Aug-12	Time based
464,340	3-Feb-11	1-Aug-12	Market price
320,000	25-Feb-11	30-Nov-12	Market price
600,000	7-Jul-11	30-Nov-12	Market price
300,000	25-Feb-11	30-Jun-13	Time based
1,200,000	25-Feb-11	30-Jun-13	Market price
150,000	25-Feb-11	1-Jul-13	Time based
600,000	25-Feb-11	1-Jul-13	Market price
532,880	9-Dec-11	1-Jul-13	Time based
799,320	9-Dec-11	1-Jul-14	Time based
799,320	9-Dec-11	1-Jul-14	Market price
6,840,470			

k) Weighted average remaining contractual life
The weighted average remaining contractual life for the share rights outstanding as at 30 June 2013 is 27.1 months (2012:15.63 months).

l) Weighted average fair value
Weighted average fair value of share rights granted during the year was 3.57 cents (2012:22.16 cents).

m) Rights pricing model
The fair value of the share rights granted under the plan is estimated as at the grant date.

The following table lists the inputs to the model used for the years ended 30 June 2013 and 30 June 2012

	Grants			
	6 December 2012	3 October 2012	9 December 2011	7 July 2011
Rights pricing model	Monte-Carlo simulation using hybrid pricing model	Monte-Carlo simulation using hybrid pricing model	Monte-Carlo simulation under Black Scholes framework	Monte-Carlo simulation under Black Scholes framework
Dividend yield (%)	Zero	Zero	Zero	Zero
Expected volatility (%)	85	85	85	85
Risk-free interest rate (%)	2.73	2.46	3.06	4.69
Expected life of rights (years)	7	7	7	7
Closing share price at grant date (cents)	5.2	4.4	15.5	17.5
Fair value per right at grant date (cents)				
* Time based vesting conditions	5.2	4.4	15.5	17.5
* Time and market price vesting conditions	1.1-2.3	2.8	9.6	6.3
* Time and performance vesting conditions	5.2	-	-	-

Note 19 Reserves and accumulated losses

2013	Consolidated				
	Accumulated losses $	Employee equity benefits reserve (i) $	Asset fair value adjustment reserve (ii) $	Foreign Currency Translation Reserve (iii) $	Other reserve (iv)
Balance at 1 July 2012	(111,046,335)	10,362,807	16,000	(9,657,046)	7,307,333
Loss for year	(8,667,777)	-	-	-	-
Transfer to issued capital in respect of share rights vested (i)	-	(434,506)	-	-	-
Recognition of share rights issued	-	393,337	-	-	-
Adjustment to fair value of available for sale assets	-	-	-	-	-
Movement for the year	-	-	54,400	(3,490,454)	-
Settlement of Raptor earn-out agreement (iv)	-	-	-	-	(7,307,333)
Balance at 1 July 2013	(119,714,112)	10,321,638	70,400	(13,147,500)	-

2012	Consolidated				
	Accumulated losses $	Employee equity benefits reserve (i) $	Asset fair value adjustment reserve (ii) $	Foreign Currency Translation Reserve (iii) $	Other reserve (iv)
Balance at 1 July 2011	(62,458,120)	9,872,461	40,133	(3,922,655)	-
Loss for year	(48,588,215)	-	-	-	-
Transfer to issued capital in respect of share rights vested (i)	-	(358,887)	-	-	-
Recognition of share rights issued	-	849,233	-	-	-
Adjustment to fair value of available for sale assets	-	-	(24,133)	-	-
Movement for the year	-	-	-	(5,734,391)	-
Settlement of Raptor earn-out agreement (iv)	-	-	-	-	7,307,333
Balance at 1 July 2012	(111,046,335)	10,362,807	16,000	(9,657,046)	7,307,333

(i) Employee equity benefits reserve
The employee equity benefits reserve is used to recognise the fair value of options and share rights issued as remuneration. Share rights vested during the year have been previously recognised as an expense and included in the reserve. A transfer is now required from the Employee equity benefits reserve to issued equity (note 17).

(ii) Asset fair value adjustment reserve
The asset fair value adjustment reserve is used to recognise adjustments to the fair values of available for sale investment assets until the asset is sold or impaired. See note 1(u) for detail of the accounting policy.

(iii) Foreign currency translation reserve
The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries. The majority of the movement arises from the translation of assets recorded in Namibian dollars.

(iv) Other reserves
Other reserves are used to record the arrangement to deliver a fixed number of equity instruments in settling a contractual obligation. See note 16 for detail on the contractual obligation with Raptor to settle an earn-out agreement.

Note 20 Financial instruments

Details of the financial risks that the Group is exposed to and the Board's assessment and management of those risks are disclosed in note 2.

Credit risk

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

	Consolidated	
	2013 $	2012 $
Cash and cash equivalents	**3,990,597**	2,211,948
Other receivables	**170,259**	610,565
	4,160,856	2,822,513

The Group has no trade receivables at the reporting date.

Liquidity risk

Liquidity risk arises from the financial liabilities of the Group and the Group's subsequent ability to meet their obligations to repay their financial liabilities as and when they fall due. The Group's only liabilities are short term trade and other payables. The Group manages its liquidity risk by monitoring the total cash inflows and outflows on a monthly basis.

Currency risk

As a result of significant investment in Namibia, the Group's statement of financial position can be affected significantly by movements in the Namibian dollar / Australian dollar / US dollar exchange rates. The Group does not consider there to be a significant exposure to the Namibian dollar or US dollar as they represent the functional currencies of controlled entities.

Note 20 Financial instruments (cont'd)

Interest rate risk

At the reporting date the interest rate profile of the Group's interest bearing financial instruments was:

	Consolidated 2013 $	Consolidated 2012 $
Cash and cash equivalents	**3,990,597**	2,211,948
	3,990,597	2,211,948

Cash flow sensitivity analysis for variable rate instruments
A change of 1% in interest rates at the reporting date as per management's best estimate would have increased/(decreased) other comprehensive income and profit and loss by the amounts shown below. This analysis assumes all other variables remain constant. The same sensitivity analysis has been performed for the comparative reporting date.

	Profit and Loss		Other Comprehensive Income	
	1% Increase	1% Decrease	1% increase	1% Decrease
30 June 2013				
Cash and cash equivalents	**399,060**	**(399,060)**	**-**	**-**
30 June 2012				
Cash and cash equivalents	221,195	(221,195)	-	-

Price risk

Price risk is the risk that the Group's financial position will be adversely affected by movements in the market value of its financial assets.

The financial instruments exposed to movements in market value are as follows:

	Consolidated 2013 $	Consolidated 2012 $
Available-for-sale investments	**433,833**	358,533
Financial assets held for trading	**-**	57,000
	433,833	415,533

The following tables summarises the sensitivity of financial instruments held at balance date to movements in the market price, with all other variables held constant, based on a 10% sensitivity. This has been determined based on management's best estimate.

	Impact on Other Comprehensive Income Consolidated 2013 $	Impact on Other Comprehensive Income Consolidated 2012 $
Available-for-sale investments		
Market price +10%	**43,383**	35,853
Market price -10%	**(43,383)**	(35,853)

Equity represents the fair value adjustment reserve.

	Impact on Profit and Loss Consolidated 2013 $	Impact on Profit and Loss Consolidated 2012 $
Financial assets held for trading		
Market price +10%	**-**	5,700
Market price -10%	**-**	(5,700)

Fair values

Fair values versus carrying amounts
The fair values of financial assets and liabilities, together with the carrying amounts shown in the statement of financial position are as follows:

Consolidated	2013 Carrying amount $	2013 Fair value $	2012 Carrying amount $	2012 Fair value $
Cash and cash equivalents	**3,990,597**	**3,990,597**	2,211,948	2,211,948
Trade and other receivables	**170,259**	**170,259**	610,565	610,565
Held for trading financial assets	**-**	**-**	57,000	57,000
Available for sale investments	**433,833**	**433,833**	358,533	358,533
Trade and other payables	**(547,153)**	**(547,153)**	(1,068,672)	(1,068,672)
Convertible loan	**-**	**-**	(2,000,000)	(2,000,000)
Financial liability	**-**	**-**	(100,000)	(100,000)
	4,047,536	**4,047,536**	69,374	69,374

Note 20 Financial instruments (cont'd)

Determination of fair values

The determination of fair values for the above financial assets and liabilities have been performed on the following basis:

Cash and cash equivalents, trade and other receivables and trade and other payables approximate their carrying amounts largely due to the short term maturities of these instruments.

Investments in equity and debt securities
The fair value of financial assets at fair value through profit and loss, available for sale investments and held for trading financial assets is determined by reference to their quoted bid price at the reporting date.

AASB 7 Financial Instruments require disclosure of fair value measurements by level of the following fair value measurement hierarchy:

(a) Quoted prices in active markets (Level 1);
(b) Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly (Level 2); and
(c) Inputs that are not based on observable market data (Level 3).

The following table presents the Group's assets measured and recognised at fair value.

Consolidated

30 June 2013	Quoted market price (Level 1)	Valuation technique – non-market observable inputs (Level 3)	Total
Financial Assets			
Available for sale	**433,833**	**-**	**433,833**
Total	**433,833**	**-**	**433,833**

30 June 2012	Quoted market price (Level 1)	Valuation technique – non-market observable inputs (Level 3)	Total
Financial Assets			
Held for trading	-	57,000	57,000
Available for sale	358,533	-	358,533
Total	358,533	57,000	415,533

The held for trading financial assets (options) held by the Group are not traded on a recognised exchange and therefore their fair value has been determined using valuation techniques which are based on observable inputs such as the share price of the entity to which the options relate to calculate price volatility. The fair values of the held for trading financial assets have been calculated using a Black Scholes option pricing model.

Note 21 Dividends

No dividends were paid or proposed during the financial year (2012: Nil).

The Company has no franking credits available as at 30 June 2013 (2012: Nil).

Note 22 Key Management Personnel disclosures

(a) Compensation of key management personnel

	Consolidated	
	2013	2012
	$	$
Short-term employee benefits	1,605,727	1,668,509
Post employment benefits	145,271	81,897
Long-term employee benefits	6,975	12,796
Share based payment	280,062	450,673
Total compensation	**2,038,035**	**2,213,875**

Note 22 Key Management Personnel disclosures (Cont'd)

(b) Interest in Securities

Option holdings
There were no options over ordinary shares in the Company held during the current financial year. The numbers of options over ordinary shares in the Company held during the prior financial year by each Director of the Company and other Key Management Personnel of the Group, are set out below:

2012 Name	Balance at start of the year	Granted as remuneration during the year	Exercised during the year	Net other changes during the year (i)	Balance at the end of the year	Vested and exercisable at the end of the year
Directors						
Mervyn Greene	-	-	-	-	-	-
Greg Cochran	-	-	-	-	-	-
Martin Kavanagh	-	-	-	-	-	-
Gillian Swaby	-	-	-	-	-	-
Rudolf Brunovs	-	-	-	-	-	-
Other Key Management Personnel						
Leon Pretorius	-	-	-	-	-	-
Mark Pitts	125,000	-	-	(125,000)	-	-

(i) Includes expired options during the year.

There were no options granted during the years ended 30 June 2013 and 30 June 2012.

Share Rights
The numbers of share rights held during the financial year by Directors and other Key Management Personnel of the Group, are set out below:

2013 Name	Balance at start of the year	Granted as remuneration during the year	Vested as shares during the year	Net other changes during the year	Balance at the end of the year
Directors					
Greg Cochran	1,500,000	5,500,000	-	-	7,000,000
Martin Kavanagh	1,070,000	-	(150,000)	(920,000)	-
Other Key Management Personnel					
Leon Pretorius	600,000	-	-	(600,000)	-
Peter Christians (i)	-	-	-	-	-
Mark Pitts	176,720	262,100	(68,080)	-	370,740

(i) Joined 7 January 2013

2012 Name	Balance at start of the year	Granted as remuneration during the year	Vested as shares during the year	Net other changes during the year	Balance at the end of the year
Directors					
Greg Cochran	1,500,000	-	-	-	1,500,000
Martin Kavanagh	1,330,000	-	(233,000)	(27,000)	1,070,000
Other Key Management Personnel					
Leon Pretorius	-	1,000,000	(362,500)	(37,500)	600,000
Mark Pitts	148,800	80,000	(52,080)	-	176,720

Share holdings
The number of shares in the Company held during the financial year by Directors and other Key Management Personnel of the Group, including their personally related parties are set out below.

2013 Name	Balance at start of the year	Received during the year on share rights vesting	Other changes during the year (iii)	Balance at the end of the year
Directors				
Mervyn Greene	51,491,667	-	-	51,491,667
Greg Cochran	100,000	-	350,000	450,000
Martin Kavanagh (i)	720,500	150,000	(870,500)	-
Gillian Swaby	50,000,000	-	-	50,000,000
Rudolf Brunovs	125,000		30,000	155,000
Tim Netscher	-	-	-	-
Christophe Urtel	-	-	-	-
Other Key Management Personnel				
Leon Pretorius (ii)	70,750,681	-	(70,750,681)	-
Mark Pitts	52,080	68,080	119,048	239,208
Peter Christians	-	-	-	-

(i) Ceased employment at conclusion of his Employment Agreement on 27 May 2013
(ii) Ceased employment at conclusion of his Consultancy Agreement on 31 December 2012
(iii) Shares issued whilst participating in a pro-rata non-renounceable entitlement issue of the Company,

Note 22 Key Management Personnel disclosures (Cont'd)

2012 Name	Balance at start of the year	Received during the year on vesting of share rights	Other changes during the year	Balance at the end of the year
Directors				
Mervyn Greene	51,491,667	-	-	51,491,667
Greg Cochran	100,000	-	-	100,000
Martin Kavanagh	487,500	233,000	-	720,500
Gillian Swaby	50,000,000	-	-	50,000,000
Rudolf Brunovs	125,000	-	-	125,000
Other Key Management Personnel				
Leon Pretorius	73,981,124	362,500	(3,592,943)	70,750,681
Mark Pitts	-	52,080	-	52,080

c) Loans made to Key Management Personnel

No loans were made to any Director or Key Management Personnel or any of their related entities during the reporting period.

d) Other transactions with Key Management Personnel

During the year the Company continued to lease a property in Perth on commercial terms from Dr L Pretorius for $5,000 (2012: $60,000). The lease expired on 31 July 2012.

Note 23 Remuneration of auditors

The auditor of the Deep Yellow Limited Group is Ernst & Young

	Consolidated	
	2013 $	2012 $
Amounts received or due and receivable by Ernst & Young for:		
Audit or review of the financial report of the entity and any other entity in the Consolidated Group	**98,323**	84,972
Taxation and other services in relation to the entity and any other entity in the Consolidated Group	**10,000**	5,356
	108,323	90,328

Note 24 Contingencies

(i) Contingent liabilities
There were no material contingent liabilities as at 30 June 2013 other than:

Native Title and Aboriginal Heritage
Native title claims have been made with respect to areas within Australia which include tenements in which the Group has an interest. The Group is unable to determine the prospects for success or otherwise of the claims and, in any event, whether or not and to what extent the claims may significantly affect the Group or its projects. Agreement is being or has been reached with various native title claimants in relation to Aboriginal Heritage issues regarding certain areas in which the Group has an interest.

(ii) Contingent assets
There were no material contingent assets as at 30 June 2013.

Note 25 Commitments

(a) Exploration

The Group has certain obligations to perform minimum exploration work on mineral leases held. These obligations may vary over time, depending on the Group's exploration programmes and priorities and may be reduced by the surrendering of tenements. As at balance date, total exploration expenditure commitments on tenements held by the Group have not been provided for in the financial statements and which cover the following twelve month period amount to $1,027,050 (2012: $1,595,725). These obligations are also subject to variations by farm-out arrangements or sale of the relevant tenements. This commitment does not include the expenditure commitments which are the responsibility of the joint venture partners. Refer note 29 for details.

The Group acquired tenements EL24246 and EL9890 and in consideration for the transfer of the tenements, the Group has agreed to pay the Vendor a royalty. The Vendor is entitled to the royalty from the commencement of commercial production on the tenements in accordance with a set formula equal to 2% of the Total Sales Return generated from the sale of any product. The Royalty shall be calculated by the Group each calendar year and paid within 30 days of the end of the Royalty Period. Since the date of acquisition and up to the date of this report, there has been no commercial production on EL24246 which would give rise to a liability and EL9890 has been surrendered.

(b) Operating lease commitments

Commitments for minimum lease payments in relation to non-cancellable operating leases are as follows:

	Consolidated	
	2013 $	2012 $
Within one year	**90,515**	132,383
Later than one year but not later than five years	**163,903**	171,631
	254,418	304,014

Note 25 Commitments (Cont'd)

(c) Remuneration commitments

	Consolidated 2013 $	Consolidated 2012 $
Commitments for the payment of salaries and other remuneration under long-term employment contracts in existence at the reporting date but not recognised as liabilities, payable:		
Within one year	**284,178**	765,641

Amounts disclosed as remuneration commitments include commitments arising from the service contracts of Key Management Personnel referred to in the Remuneration Report of the Director's Report that are not recognised as liabilities and are not included in the compensation of Key Management Personnel.

(d) Contractual commitments

There are no contracted commitments other than those disclosed above.

Note 26 Related party transactions

There were no related party transactions during the year other than those disclosed in Note 22 on Key Management Personnel. A transaction with the major shareholder has been disclosed in Note 15.

Note 27 Controlled entities

Controlled Entity	Country of Incorporation	2013 Proportion of share capital owned %	2013 Carrying value of investment $	2012 Proportion of share capital owned %	2012 Carrying value of investment $
Deep Yellow Namibia (Pty) Ltd	Mauritius	100	**60,575,587**	100	58,575,587
Superior Uranium Pty Ltd	Australia	100	**102,595**	100	102,595
Reptile Mineral Resources and Exploration(Pty) Ltd	Namibia	100	**-**	100	-
Reptile Uranium Namibia (Pty) Ltd	Namibia	100	**-**	100	-
Nova Energy Namibia (Namibia)(Pty) Ltd	Namibia	65	**-**	65	-
Omahola Uranium (Pty) Ltd	Namibia	100	**-**	100	-
Shiyela Iron (Pty) Ltd	Namibia	95	**-**	95	-
Sand and Sea Property Number Twenty Four (Pty) Ltd	Namibia	100	**-**	100	-
Tarquin Investments (Pty) Ltd	Namibia	100	**-**	100	-
QE Investments (Pty) Ltd	Namibia	100	**-**	100	-
Inca Mining (Pty) Ltd	Namibia	95	**-**	95	-
TRS Mining Namibia (Pty) Ltd	Namibia	95	**-**	95	-
Yellow Dune Uranium (Pty) Ltd	Namibia	85	**-**	100	-
			60,678,182		58,678,182

Note 28 Parent Entity Information

Information relating to Deep Yellow Limited:	2013 $	2012 $
Current assets	**3,620,528**	1,392,624
Total assets	**117,783,132**	115,032,666
Current liabilities	**366,507**	2,688,485
Total liabilities	**366,507**	2,688,485
Issued capital	**215,551,617**	195,948,041
Accumulated losses	**(108,527,031)**	(101,290,000)
Equity compensation reserve	**10,321,639**	10,362,807
Asset fair value adjustment reserve	**70,400**	16,000
Total shareholders' equity	**117,416,625**	112,344,181
Profit/(loss) of the parent entity	**(7,237,031)**	**(37,798,811)**
Total comprehensive loss of the parent entity	**(7,182,631)**	**(37,822,944)**

Contingent liabilities of the parent entity

Native title claims have been made with respect to areas which include tenements in which the parent entity has an interest. The parent entity is unable to determine the prospects for success or otherwise of the claims and, in any event, whether or not and to what extent the claims may significantly affect the parent entity or its projects. Agreement is being or has been reached with various native title claimants in relation to Aboriginal Heritage issues regarding certain areas in which the parent entity has an interest.

Note 29 Interests in joint ventures

Joint venture agreements have been entered into with third parties, whereby the Group or the third parties can earn an interest in exploration areas by expending specified amounts in the exploration areas.

There are no assets employed by these joint ventures and the Group's expenditure in respect of them is brought to account initially as capitalised exploration and evaluation expenditure. The Group is currently in the earn-in phase of its joint venture agreements.

The Group's interest in joint ventures is as follows:

* On 13 July 2011 the Company announced that it has signed a joint venture agreement with Syndicated Metals Limited over four tenements in the Mount Isa District in Northwest Queensland. Syndicated Metals Limited has the rights to earn 100% of all minerals, excluding uranium on EPM 14281 (Yamamilla), EPM 14916 (Ewen) and EPM 15070 (Prospector). Syndicated Metals Limited can earn up to 80% equity in the non-uranium mineral rights through expenditure of $800,000 over four years. They then have the option to purchase the remaining 20% at fair market value after sole funding the joint venture until delivery of a Mining Study.

* On 22 January 2013 the Company announced the execution of a Heads of Agreement with Epangelo Mining Company (Pty) Ltd ("Epangelo") to progress the Aussinanis project ("Aussinanis") in Namibia. Epangelo, a private company owned by the Government of the Republic of Namibia has acquired 5% of a new entity holding Aussinanis by funding testwork. Epangelo can earn up to 50% of the project by funding the Project through to a bankable feasibility study.

Note 30 Events occurring after balance date

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company to affect substantially the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial years.

Note 31 Reconciliation of loss after tax to net cash outflow from operating activities

	Consolidated	
	2013 $	2012 $
Loss after income tax	**(8,667,777)**	(48,588,215)
Depreciation and amortisation	**69,438**	298,747
Profit on disposal of fixed assets	**(294,721)**	(37,835)
Exploration costs written off	**6,448,277**	36,803,625
Profit on sale of investment	**(80,000)**	-
Equity component – Settlement of Raptor earn-out agreement	**-**	7,307,333
Impairment expense	**61,900**	91,000
Net fair value (gain)/loss on held for trading financial assets	**42,000**	125,000
Share based payments expense	**212,598**	563,300
Change in operating assets and liabilities:		
(Increase)/ Decrease in receivables	**27,393**	2,609,654
(Decrease)/Increase in payables	**(183,684)**	(7,970)
Net cash used in operating activities	**(2,364,576)**	(835,361)

Non cash financing and investing activities

The Group has not entered into any transaction during the current or prior financial year which had material non cash components.

Note 32 Earnings per share

	Consolidated	
	2013	2012
a) Basic earnings per share		
Loss attributable to ordinary equity holders of the Company	**(0.60) cents**	(4.31) cents
b) Diluted earnings per share		
Loss attributable to ordinary equity holders of the Company	**(0.60) cents**	(4.31) cents
c) Loss used in calculation of basic and diluted loss per share		
Loss from continuing operations after income tax	**(8,667,777)**	(48,588,215)
d) Weighted average number of shares used as the denominator		
Weighted average number of shares used as the denominator in calculating basic and diluted earnings per share	**1,434,800,211**	1,128,521,117

e) Information concerning the classification of securities

Share Rights

Share rights granted by the Company and not vested at the reporting date are considered to be contingently issuable shares. There are 8,607,720 instruments excluded from the calculation of diluted earnings per share that could potentially dilute basic earnings per share in the future because they are anti-dilutive for either of the periods presented. These shares have not been included in the determination of basic earnings per share.

1,934,960 shares were issued on 5 July 2013 following the vesting of Share Rights. This would not have a significant impact on the number of ordinary shares outstanding between the reporting date and the date of completion of these financial statements.

Diluted earnings per share is the same as basic earnings per share in 2013 and 2012 as the Group is in a loss position.

DIRECTOR'S DECLARATION

In accordance with a resolution of the Directors of Deep Yellow Limited ('the Company'), I state that:

In the opinion of the Directors:

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

 (i) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*; and

 (ii) giving a true and fair view of the consolidated entity's financial position as at 30 June 2013 and of its performance for the year ended on that date;

(b) the financial statements and notes also comply with International Financial Reporting Standards as disclosed in note 1; and

(c) subject to the matters outlined in Note 1(a) 'Going Concern', there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

(d) this declaration has been made after receiving the declarations to be made to the Directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2013.

On behalf of the Board

Greg Cochran
Managing Director
23rd day of September 2013

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Independent auditor's report to the members of Deep Yellow Limited

Report on the financial report

We have audited the accompanying financial report of Deep Yellow Limited, which comprises the consolidated statement of financial position as at 30 June 2013, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the financial report

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

Auditor's responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

Independence

In conducting our audit we have complied with the independence requirements of the *Corporations Act 2001*. We have given to the directors of the company a written Auditor's Independence Declaration, a copy of which is included in the directors' report.

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Opinion

In our opinion:

a. the financial report of Deep Yellow 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 2013 and of its performance for the year ended on that date; and

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

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

Emphasis of Matter – Going Concern

Without qualifying our audit opinion, we draw attention to Note 1 in the financial report. As a result of the matters described in Note 1, there is material uncertainty whether the consolidated entity will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report. The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the consolidated entity not continue as a going concern.

Report on the remuneration report

We have audited the Remuneration Report included in pages 34 to 40 of the directors' report for the year ended 30 June 2013. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

In our opinion, the Remuneration Report of Deep Yellow Limited for the year ended 30 June 2013, complies with section 300A of the *Corporations Act 2001*.

Ernst & Young

G H Meyerowitz
Partner
Perth
23 September 2013

GHM:MM:DEEPYELLOW:008

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ASX ADDITIONAL INFORMATION

Pursuant to the Listing Requirements of the Australian Securities Exchange Limited, the shareholder information set out below was applicable as at 19 September 2013.

A. Distribution of Equity Securities

Analysis of numbers of shareholders by size of holding:

Distribution	Number of Shareholders	Number of Shares	Percent of Issued Capital
1 – 1,000	267	80,812	0.01
1,001 – 5,000	1,375	4,794,715	0.31
5,001 – 10,000	1,416	11,341,243	0.72
10,001- 100,000	3,651	127,974,103	8.19
More than 100,000	886	1,418,603,374	90.77
Totals	**7,595**	**1,562,794,247**	**100.00**

There were 4,271 shareholders holding less than a marketable parcel of ordinary shares.

B. Substantial Shareholders

An extract of the Company's Register of Substantial Shareholders (who hold 5% or more of the issued capital) is set out below:

Shareholder Name	Issued Ordinary Shares	
	Number	Percentage Quoted
Paladin Energy Ltd	304,400,275	19.48
HSBC Custody Nominees (Australia) Limited	265,499,716	16.99
National Nominees Limited	159,966,933	10.24

C. Twenty Largest Shareholders

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

Shareholder Name	Listed Ordinary Shares	
	Number	Percentage Quoted
Paladin Energy Ltd	304,400,275	19.48
HSBC Custody Nominees (Australia) Limited	265,499,716	16.99
National Nominees Limited	159,966,933	10.24
Gillian Swaby	46,318,476	2.96
Robert Anthony Healy	40,910,000	2.62
Dr Leon Eugene Pretorius	38,857,041	2.49
Mr Zac Rossi + Mrs Thelma Rossi	35,760,000	2.29
Mr Robert Anthony Healy	32,010,312	2.05
Robert Anthony Healy + Mrs Helen Maree Healy	25,437,500	1.63
Mr Mervyn Patrick Greene	21,945,000	1.40
JP Morgan Nominees Australia Limited	18,137,308	1.16
IJG Securities Pty Ltd	17,544,644	1.12
Citicorp Nominees Pty Limited	15,896,195	1.02
Walkabout Superannuation Fund Pty Limited <Walkabout Super Fund A/C>	13,444,445	0.86
JP Morgan Nominees Australia Limited	11,447,892	0.73
Mrs Heather Joy Buchanan	9,766,750	0.62
Elegant World Pty Ltd <M I T Partners A/C>	9,450,000	0.60
Superior Resources Ltd	7,000,000	0.45
Ms Mei-Ling Fu	5,870,000	0.38
Motte & Bailey Pty Ltd <Bailey Super Fund A/C>	5,500,000	0.35
Totals	**1,085,162,487**	**69.44**

D. Voting Rights

In accordance with the Company's Constitution, voting rights in respect of ordinary shares are on a show of hands whereby each member present in person or by proxy shall have one vote and upon a poll, each share will have one vote.

E. Restricted Securities

As at 30 June 2013 there were no restricted securities.

SCHEDULE OF MINERAL TENURE – JULY 2013

NAMIBIA

Number	Name	Interest	Expiry Date	JV Parties	Approx. Area (km^2)
EPL 3496	Tubas	100%	05.06.2015	-	709
EPL 3497	Tumas	100%	05.06.2015	-	637
EPL 3498	Aussinanis	85%	07.05.2014	5% Epangelo [#2]	253
EPL 3499	Ripnes	85%	05.06.2015	10% Oponona[#3]	522
EPL 3668	Gawib West	65%	20.11.2013	25% Nova (Africa) [#4]	247
EPL 3669	Tumas North	65%	20.11.2013	10% Sixzone [#5]	198
EPL 3670	Chungochoab	65%	20.11.2013		858
ML 173 [#1]	Tubas Sand	95%	Application		-
ML 174 [#1]	Inca	95%	Application	5% Oponona [#3]	-
ML 176 [#1]	Shiyela	95%	05.12.2027		-
			Sub-Total		**3,424**

[#1] Located entirely within EPL3496
[#2] Epangelo Mining (Pty) Ltd
[#3] Oponona Investments (Pty) Ltd
[#4] Nova (Africa) (Pty) Ltd
[#5] Sixzone Investments (Pty) Ltd

NORTHERN TERRITORY

Number.	Name	Interest	Expiry Date	JV Parties	Approx. Area (km^2)
EL 10223	Cornelius	100%	21.05.14	-	193
EL 24246	Napperby	100%	10.10.14	-	535
EL 24606	Lake Lewis	100%	27.12.13	-	266
EL 25097	Billabong North	100%	18.03.18	-	230
EL 25146	Mt Morris West	100%	Vetoed Application	-	-
EL 25147	Mt Morris	100%	Vetoed Application	-	-
EL 25155	Muriel Range	100%	18.03.18	-	355
EL 25156	Abbotts Bore	100%	Vetoed Application	-	-
EL 25177	Fiddlers Lake	100%	18.03.18	-	669
EL 25212	Mt Davidson	100%	18.03.18	-	307
EL 27140	Cornelius North	100%	18.03.18	-	128
EL 27141	Cornelius South	100%	18.03.18	-	192
EL 27734	Green Swamp Hill	100%	18.03.18	-	61
EL 29385	Highland Rocks 1	100%	Application	-	-
EL 29386	Highland Rocks 2	100%	Application	-	-
EL 29387	Highland Rocks 3	100%	Application	-	-
EL 29388	Highland Rocks 4	100%	Application	-	-
			Sub-Total		**2,936**

QUEENSLAND

Number	Name	Interest	Expiry Date	JV Parties	Approx. Area (km^2)
EPM 14281	Yamamilla	100%	06.07.15	SML[#1]	118
EPM 14916	Ewen	100%	14.04.16	SML[#1]	243
EPM 15070	Prospector	100%	27.03.16	SML[#1]	125
			Sub-Total		**486**
			DYL Total		**6,846**

[#1] SML – Syndicated Metals Ltd has an 80% interest in the Other Mineral Rights

AGREEMENTS

	Approx. Area (km^2)
ABM Resources NL - Northern Territory (100% uranium rights stay with DYL)	16,518
Sub-Total	**16,518**
Total Area	**23,364**

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