THE CARAJAS COPPER COMPANY LIMITED

ABN 88 076 390 451

(formerly known as Voyager Resources Limited)

ANNUAL REPORT

30 JUNE 2015

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CORPORATE DIRECTORY

Directors
Mr. Matthew Wood (Executive Chairman)
Mr. Nick von Schirnding (Executive Director/CEO)
Mr. Brian McMaster (Executive Director)

Company Secretary
Ms. Paula Cowan (Company Secretary)

Registered Office
Level 1
330 Churchill Avenue
SUBIACO, WA 6008
Telephone: +61 8 9200 6264
Facsimile: +61 8 9200 4469
Website: www.carajascopper.com

Share Registry
Automic Registry Services Pty Ltd
Level 1
7 Ventnor Ave
WEST PERTH, WA 6005
Telephone: + 61 8 9324 2099
Facsimile: + 61 8 9321 2337

Auditors
BDO Audit (WA) Pty Ltd
38 Station Street
SUBIACO, WA 6008

Stock Exchange
Australian Securities Exchange Limited
(Home Exchange: Perth, WA)
ASX Code: CJC

The Directors present their report for The Carajas Copper Company Limited and its subsidiaries ("Carajas" or "the Group"), (formerly Voyager Resources Limited), for the year ended 30 June 2015.

DIRECTORS
The names, qualifications and experience of the Group's Directors in office during the year and until the date of this report are as follows. Directors were in office for this entire year unless otherwise stated.

Mr. Matthew Wood
Executive Chairman
Mr. Wood has over 24 years' experience in the resource sector with both major and junior resource companies and has extensive experience in the technical and economic evaluation of resource projects throughout the world. Mr. Wood's expertise is in project identification, negotiation, acquisition and corporate development. Mr. Wood has an honours degree in geology from the University of New South Wales in Australia and a graduate certificate in mineral economics from the Western Australian School of Mines and is a member of the AusIMM. Mr. Wood is a founding Director in venture capital and advisory firm Garrison Capital Pty Ltd.

Mr. Wood is currently a director of Haranga Resources Limited (appointed 2 February 2010), Wolf Petroleum Limited (appointed 24 April 2012), Black Star Petroleum (appointed 28 February 2013) and Harvest Minerals Limited (appointed 1 April 2014). Mr Wood was a director of Avanco Resources Limited (appointed 4 July 2007, resigned 22 September 2014), Lindian Resources Limited (appointed 5 May 2011, resigned 3 October 2014), Antares Mining Limited (appointed 29 May 2009, resigned 12 August 2015) and Castillo Copper Limited (appointed 1 April 2014, resigned 13 August 2015). He has not held any other listed directorships over the past three years.

Mr. Nick von Schirnding
Executive Director (appointed 4 November 2014) / Chief Executive Officer (appointed 9 December 2014)
Mr. von Schirnding is a qualified lawyer with a wealth of mining industry experience, having worked in the industry for over 25 years. During his highly regarded career, Mr. von Schirnding has held various senior management roles at Anglo Amercian Plc, De Beers and Minorco. Most recently Mr. von Schirnding served as chief executive officer of Asia Resource Minerals Plc and deputy chairman of PT Berau Coal Energy Tbk.

Mr. von Schirnding is not currently a director of any other ASX listed companies and he has not held any other ASX listed directorships over the past three years.

Mr. Brian McMaster
Executive Director (appointed 27 August 2014)
Mr. McMaster is a Chartered Accountant, and has over 20 years' experience in the area of corporate reconstruction and turnaround/performance improvement. Formerly, Mr. McMaster was a partner of the restructuring firm Korda Mentha and prior to that was a partner at Ernst & Young. His experience includes significant working periods in the United States, South America, Asia and India.

Mr. McMaster is currently a director of Wolf Petroleum Limited (appointed 24 April 2012), Black Star Petroleum Limited (appointed 9 August 2012), Paradigm Metals Limited (appointed 14 September 2012), Haranga Resources Limited (appointed 1 April 2014) and Harvest Minerals Limited (appointed 1 April 2014). Mr. McMaster was a director of The Waterberg Coal Company (appointed 12 April 2012, resigned 17 March 2014), Firestone Energy Limited (appointed 14 June 2013, resigned 18 March 2014), Lindian Resources Limited (appointed 20 June 2011, resigned 16 September 2014), Antares Mining Limited (appointed 2 December 2011, resigned 12 August 2015) and Castillo Copper Limited (appointed 31 August 2013, resigned 13 August 2015). He has not held any other listed directorships in the past three years.

Mr. Antonio Jose de Almeida
Former Non-Executive Director (appointed 1 October 2014, resigned 12 August 2015)
Mr. Almeida is a Brazilian national and geologist with over 30 years of global and Brazilian experience in the mining sector. During his highly regarded career, Mr. Almeida held senior management roles with Phelps Dodge, Vale and Rio Tinto. Mr. Almeida was the manager of Phelps Dodge to the time of the giant Sossego Copper Deposit discovery which is currently in production under Vale. He has successfully led and coordinated the planning, implementation and management of a wide variety of mineral exploration programs including all facets of the development scale.

Mr. Almeida is not currently a director of any other ASX listed companies and he has not held any other ASX listed directorships over the past three years.

Mr. George Tumur
Former Executive Director (resigned 6 July 2015)
Mr. Tumur is a Mongolian citizen and has a Masters of Science in Mining Engineering and a Bachelor of Science in Metallurgical Engineering from the Colorado School of Mines, as well as a Technical degree in Mineral Processing. Mr. Tumur has worked in senior management positions for various Mongolian mining companies, and most notably was the managing director of highly successful, formerly, ASX listed Hunnu Coal Limited. Mr. Tumur has an intricate understanding of the mining and legal landscape in Mongolia and has been one of the leaders in introducing western contract mining and mineral processing technologies into the Mongolian mining industry. Mr. Tumur is also a founding Director of Wolf Operations Limited.

Mr. Tumur was a director of Wolf Petroleum Limited (appointed 1 January 2013, resigned 6 July 2015) and Haranga Resources Limited (appointed 15 June 2015, resigned 19 June 2015). He has not held any other listed directorships over the past three years.

Dr. Nicholas Lindsay
Former Non-Executive Director (resigned 1 October 2014)
Dr. Lindsay has over 20 years' experience in the global mining industry, with focus on the technical and commercial assessment, and the development of new business opportunities in various commodities including copper, gold and iron ore in Australia, Former Soviet Union, South Africa and South America (Chile, Peru and Argentina). He has worked in both the major and junior mining sectors, and as an independent consultant based in Chile, a country with which he has a long association. He has a BSc Honours degree in geology and an MBA from the University of Otago (New Zealand), and a PhD from the University of the Witwatersrand (South Africa). Dr. Lindsay is a member of the AusIMM and the Australian Institute of Geoscientists. Dr. Lindsay's key experience is the recognition, assessment and management of new business opportunities in the copper, zinc, gold, titanium, mineral sands, coal and iron ore sectors. Dr. Lindsay also has extensive experience with the commercial development of mineral properties.

Dr. Lindsay is currently a director of Castillo Copper Limited (appointed 21 May 2013) and Paradigm Metals Limited (appointed 13 October 2014). Dr. Lindsay was a director of Antares Mining Limited (appointed 30 October 2014, resigned 31 March 2015). He has not held any other listed directorships in the past three years.

Mr. Luis Azevedo
Former Non-Executive Director (appointed 27 August 2014, resigned 1 October 2014)
Mr. Azevedo is an outstanding resource industry professional with over 35 years of international experience. Mr. Azevedo qualified as a geologist at the University of Rio de Janeiro in 1985, and subsequent to working as a geologist he completed a law degree at the University of Candido Mendes in 1992 and obtained his Masters of Law from Pontifical Catholic University Rio de Janeiro in 1994. Mr. Azevedo has held senior positions with major resource companies including Western Mining Corporation, Barrick Gold and Harsco. In 2004 he founded the very successful legal firm FFA Legal based in Rio de Janeiro, which provides specialist legal and technical support to resource companies operating in Brazil.

Mr. Azevedo is also a director of TSX listed company Talon Metals Corp (appointed 5 April 2005) and US publicly traded Brazil Minerals Inc (appointed 10 July 2013). Mr. Azevedo is a director of ASX listed Avanco Resources Limited (appointed 17 December 2012) and Harvest Minerals Limited (appointed 15 March 2012). Mr. Azevedo was a director of Rio Verde Minerals (appointed 1 December 2010, resigned 15 March 2013) and Brazilian Gold Corporation (appointed 22 June 2011, resigned 1 December 2013). He has not held any other listed directorships in the past three years. Mr. Azevedo is based in Rio de Janeiro, Brazil and is a Brazilian citizen.

COMPANY SECRETARY

Ms. Paula Cowan (appointed 1 October 2014)
Ms. Cowan is a finance professional with over 10 years' experience and is presently a director of a consulting and secretarial advisory firm specialising in business advisory, consulting and back office support (finance and secretarial) to SMEs and ASX listed entities. Prior to that Ms. Cowan held senior roles in advisory firms KordaMentha and Ernst & Young. Ms. Cowan holds a Bachelor of Commerce/Law (Hons), is a qualified Chartered Accountant and a Graduate of the Australian Institute of Company Directors.

INTERESTS IN THE SECURITIES OF THE GROUP

As at the date of this report, the interests of the Directors in the securities of The Carajas Copper Company Limited are:

Director	Ordinary Shares	Unlisted Options exercisable at $0.02 each, on or before 31/12/2018	Class A Performance Shares	Class B Performance Shares
Mr. Matthew Wood	14,001,668	5,000,000	10,000,000	20,000,000
Mr. Nick von Schirnding	10,000,000	5,000,000	10,000,000	20,000,000
Mr. Brian McMaster	10,150,000	5,000,000	10,000,000	20,000,000

RESULTS OF OPERATIONS

The Group's net loss after taxation attributable to the members of The Carajas Copper Company Limited for the year ended 30 June 2015 was $4,642,539 (2014: $26,578,137).

DIVIDENDS

No dividend was paid or declared by the Group during the year and up to the date of this report (2014: Nil).

CORPORATE STRUCTURE

The Carajas Copper Company Limited is a company limited by shares which is incorporated and domiciled in Australia.

NATURE OF OPERATIONS AND PRINCIPAL ACTIVITIES

The principal activities of companies within the Group during the financial year were mineral exploration and examination of new resource opportunities.

REVIEW OF OPERATIONS

Brazil

During the year the Group has continued to evaluate potential acquisition opportunities in Brazil and has been involved in discussions with a number of third parties. Additionally, the Group has been considering the prospects for its current suite of exploration projects. Whilst no definitive point has been reached, the Group remains optimistic regarding progressing these matters in the near term.

Mongolia

The realization process for the projects and assets in Mongolia is continuing with sale and / or joint venture partners being sought. In addition the Group is actively pursuing amounts owed to it by debtors in Mongolia. The outcome of these discussions remains unclear, however the Group continues to work on realising value for these assets.

Corporate

The Group held a General Meeting of Shareholders on 4 May 2015 to consider a Consolidation of Capital, Issues of Shares, Performance Shares and Employee Options. As a result of the meeting the Group's 1,749,121,562 fully paid ordinary shares were consolidated to 87,457,676 fully paid ordinary shares on a one (1) for twenty (20) basis. The Group's 102,510,539 listed options (CJCOA) were also consolidated on a one (1) for twenty (20) basis to 5,125,532.

On 16 June 2015 the Group announced that it has successfully raised $98,589.38 before costs under the non-renounceable rights issue pursuant to the Prospectus dated 18 May 2015.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There were no significant changes in the state of affairs of the Group during the year.

SIGNIFICANT EVENTS AFTER THE REPORTING DATE

On 6 July 2015 Mr. George Tumur resigned from his position as Executive Director on the Board. On 12 August 2015 Mr. Antonio Jose de Almeida resigned from his position as Non-Executive Director on the Board.

There were no other known significant events from the end of the financial year up to the date of this report.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

The Directors have excluded from this report any further information on the likely developments in the operations of the Group and the expected results of those operations in future financial years, as the Directors believe that it would be speculative and prejudicial to the interests of the Group.

ENVIRONMENTAL REGULATIONS AND PERFORMANCE

The Group carries out operations that are subject to environmental regulations under legislation in Mongolia and Brazil. The Group has formal procedures in place to ensure regulations are adhered to. The Group is not aware of any breaches in relation to environmental matters.

SHARES UNDER OPTION

As at the date of this report, there are 30,000,000 unissued ordinary shares under options (30,000,000 at the reporting date). The details of the options at the date of this report are as follows:

Number	Exercise Price $	Expiry Date
30,000,000	$0.02	31/12/2018

The following options expired during the year:

- 5,125,532 listed options (CJCOA) exercisable at $1.20 expired on 30 June 2015;
- 575,648,614 listed options (CJCO) exercisable at $0.03 expired on 31 December 2014;
- 110,000,000 unlisted options exercisable at $0.30 expired on 31 December 2014; and
- 40,000,000 unlisted options exercisable at $0.03 expired on 31 December 2014.

No options were exercised during the financial year. No option holder has any right under the options to participate in any other share issue of the Group or any other entity.

INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

The Group has made an agreement indemnifying all the Directors and officers of the Group against all losses or liabilities incurred by each Director or officer in their capacity as Directors or officers of the Group to the extent permitted by the Corporation Act 2001. The indemnification specifically excludes willful acts of negligence.

The Group paid insurance premiums in respect of Directors' and Officers' Liability Insurance contracts for current officers of the Group, including officers of the Group's controlled entities. The liabilities insured are damages and legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of entities in the Group. The total amount of insurance premiums paid has not been disclosed due to confidentiality reasons.

DIRECTORS' MEETINGS

The Board met regularly throughout the course of the financial year to discuss the Company's operational and financial activities, however no formal meetings were held.

PROCEEDINGS ON BEHALF OF GROUP

No person has applied for leave of court to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or any part of those proceedings. The Group was not a party to any such proceedings during the year.

CORPORATE GOVERNANCE

In recognising the need for the highest standards of corporate behaviour and accountability, the Board supports and have adhered to the principles of sound corporate governance. The Board recognises the recommendations of the Australian Securities Exchange Corporate Governance Council, and considers that The Carajas Copper Company is in compliance with those guidelines to the extent possible, which are of importance to the commercial operation of a junior listed resources company. During the financial year ended, shareholders continued to receive the benefit of an efficient and cost-effective corporate governance policy for the Group. The Group's Corporate Governance Statement and disclosures are contained elsewhere in the annual report.

AUDITOR INDEPENDENCE AND NON-AUDIT SERVICES

Section 307C of the Corporations Act 2001 requires the Group's auditors to provide the Board with an Independence Declaration in relation to the audit of the full year financial statements. A copy of that declaration is included in this report. There were no non audit services provided by the Group's auditor during the year ended 30 June 2015.

AUDITED REMUNERATION REPORT

This report outlines the remuneration arrangements in place for directors and executives of the Group in accordance with the requirements of the Corporation Act 2001 and its Regulations. For the purpose of this report, Key Management Personnel ("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, including any director (whether executive or otherwise) of the Group.

Details of Key Management Personnel

Mr. Matthew Wood	Executive Chairman
Mr. Nick von Schirnding	Executive Director (appointed 4 Nov 2014)/Chief Executive Officer (appointed 9 Dec 2014)
Mr. Brian McMaster	Executive Director (appointed 27 August 2014)
Mr. Antonio Jose de Almeida	Former Non-Executive Director (appointed 1 October 2014, resigned 12 August 2015)
Mr. George Tumur	Former Executive Director (resigned 6 July 2015)
Dr. Nicholas Lindsay	Former Non-Executive Director (resigned 1 October 2014)
Mr. Luis Azevedo	Former Non-Executive Director (appointed 27 August 2014, resigned 1 October 2014)

Remuneration Policy and Link to Performance

The Board is responsible for determining remuneration policies applicable to Directors and senior Executives of the Group. The Board policy is to ensure that remuneration properly reflects the individuals' duties and responsibilities and that remuneration is competitive in attracting, retaining and motivating people with appropriate skills and experience. At the time of determining remuneration consideration is given by the Board to the Group's financial performance.

The Board currently determines the nature and amount of remuneration for Board members and senior Executives of the Group. The policy is to align Director and Executive objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives such as options and performance shares.

The Board policy is to remunerate Non-Executive Directors at market rates based on comparable companies for time, commitment and responsibilities. The Board determines payments to Non-Executive Directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. No independent external advice was sought during the year ended 30 June 2015.

Directors are entitled to draw Director's fees and receive reimbursement of reasonable expenses for attendance at meetings. The Group is required to disclose in its annual report details of remuneration to Directors. The maximum aggregate annual remuneration which may be paid to Non-Executive Directors is $300,000. This amount cannot be increased without the approval of the Group's shareholders. Please refer below for the remuneration report within the Directors' Report for details regarding the remuneration structure of the Executive Director and senior management.

The table below shows the performance of the Group as measured by loss per share for the last 5 financial years:

As at 30 June	2015	2014	2013	2012	2011
Loss per share (cents)	(5.07)	(34.27)	(3.00)	(10.40)	(5.40)
Share Price	$0.007	$0.001	$0.005	$0.020	$0.044

There is no link between the loss per share and remuneration.

Elements of Remuneration

Short-Term Incentives

There are no short-term incentives in regards to the current financial year.

Long-Term Incentives

Employee Share Option Plan

Shareholders approved the establishment of the Carajas Employee Share Option Plan (ESOP) at a general meeting on 4 May 2015. The company believes that the ESOP will provide ongoing incentives to key employees, consultants and officers of the Company.

Under this plan, on 12 May 2015, the company approved a total remuneration of 25,000,000 options to Mr. Matthew Wood, Mr. Nick von Schirnding, Mr. Brian McMaster, Mr. Antonio Jose de Almeida and Mr. George Tumur. 5,000,000 options were issued to each above mentioned Directors. These options were issued at an exercise price of $0.02 and were not subject to any vesting conditions. The options vested immediately. Further details on the valuation inputs of the options is included in note 19 (b).

Performance Shares

During the current financial year Mr. Matthew Wood, Mr. Nick von Schirnding and Mr. Brian McMaster were issued performance shares. These performance shares were issued to provide the Executive Directors effective incentives for their work and ongoing commitment and contribution to the Company.

The performance shares were issued in two classes, each with different performance milestones.

Details of the performance shares issued are as follows:

Class	Director and Other KMP	Number Issued	Grant Date	Exercise Price	Expiry Date of Milestone Achievement	Share Price on Grant Date ($)	Total Fair Value ($)
A	Mr. Matthew Wood Mr. Nick von Schrinding Mr. Brian McMaster	10,000,000 10,000,000 10,000,000	12/05/2015	Nil	31/12/2018	0.02	200,000 200,000 200,000
B	Mr. Matthew Wood Mr. Nick von Schrinding Mr. Brian McMaster	20,000,000 20,000,000 20,000,000	12/05/2015	Nil	31/12/2018	0.02	400,000 400,000 400,000

The performance milestones attached with each of the classes are detailed below:

Performance Class A – Each Class A Performance Share will convert into one (1) Share upon the Company entering into a Material Contract. Material Contract means a contract with a third party which relates to a work program of exploration activities of at least USD$1 million.

Performance Class B - Each Class B Performance Share will convert into one (1) Share upon the Company entering into a Decision to Mine. Decision to Mine means a decision being taken by the Company in respect of a deposit to commence mining operations and achieve production on a commercially sustainable basis.

All 90,000,000 Performance Shares will convert to one single share, if the milestones detailed above have not been met by 31 December 2018.

Refer to note 19 for further details in respect to the Performance Shares granted.

Details of Remuneration

Details of the nature and amount of each element of the emolument of each Director and Executive of the Group for the financial year are as follows.

2015	Short term	Share based payments			Post-employment			
	Base Salary $	Shares $	Performance shares $	Options $	Superannuation $	Benefits $	Total $	Share based payment related %
Directors								
Mr. Matthew Wood	48,000	200,000	3,687	75,684	-	-	327,371	85
Mr. Nick von Schirnding[1]	-	200,000	3,687	75,684	-	-	279,371	100
Mr. Brian McMaster[2]	50,000	200,000	3,687	75,684	-	-	329,371	85
Mr. Antonio Jose de Almeida[3]	-	-	-	75,684	-	-	75,684	100
Mr. George Tumur[4]	29,363	-	-	75,684	-	-	105,047	72
Dr. Nicholas Lindsay[5]	12,000	-	-	-	-	-	12,000	-
Mr. Luis Azevedo[6]	-	-	-	-	-	-	-	-
Key Management Personnel								
Mr. Joe Burke[7]	-	-	-	-	-	-	-	-
	139,363	**600,000**	**11,061**	**378,420**	**-**	**-**	**1,128,844**	**88**

[1] Mr. Nick von Schirnding was appointed to the Board on 4 November 2014 and appointed as CEO on 9 December 2014.
[2] Mr. Brian McMaster was appointed to the Board on 27 August 2014.
[3] Mr. Antonio Jose de Almeida was appointed to the Board on 1 October 2014 and resigned from his position on 12 August 2015.
[4] Mr. George Tumur resigned from his position on the Board on 6 July 2015.
[5] Dr. Nicolas Lindsay resigned from his position on the Board on 1 October 2014.
[6] Mr. Luis Azevedo was appointed on 27 August 2014 and resigned from his position on the Board on 1 October 2014.
[7] Mr. Joe Burke resigned from his position as CEO of the Group on 1 July 2014.

Base salary amounts represent fees accrued by key management personnel. No base salary payments have been made to any Director during the year.

There were no other executive officers of the Group during the financial year ended 30 June 2015.

2014	Short term	Share based payments	Post-employment			
	Base Salary $	Options $	Superannuation $	Benefits $	Total $	Option related %
Directors						
Mr. Matthew Wood	54,000	-	-	-	54,000	-
Dr. Nicholas Lindsay	24,500	-	-	-	24,500	-
Mr. George Tumur	28,094	-	-	-	28,094	-
Mr. Tim Flavel[1]	22,000	-	-	-	22,000	-
Key Management Personnel						
Mr. Joe Burke[2]	300,838	107,237	-	-	408,075	26
	429,432	**107,237**	**-**	**-**	**536,669**	**20**

[1] Mr. Tim Flavel resigned from his position as Director of the Group on 1 April 2014.
[2] Mr. Joe Burke resigned from his position as CEO of the Group on 1 July 2014.

There were no other executive officers of the Group during the financial year ended 30 June 2014.

The relative proportions of remuneration that are linked to performance and those that are fixed are as follows:

	Fixed Remuneration (%)		At risk – STI (%)		At risk – LTI (%)	
	2015	2014	2015	2014	2015	2014
Directors						
Mr. Matthew Wood	76%	100%	-	-	24%	-
Mr. Nick von Schirnding	72%	-	-	-	28%	-
Mr. Brian McMaster	76%	-	-	-	24%	-
Mr. Antonio Jose de Almeida	-	-	-	-	100%	-
Mr. George Tumur	28%	100%	-	-	72%	-
Dr. Nicholas Lindsay	100%	100%	-	-	-	-
Mr. Luis Azevedo	-	-	-	-	-	-
Mr. Tim Flavel	-	100%	-	-	-	-
Key Management Personnel						
Mr. Joe Burke	-	-	-	-	-	-

Shareholdings of Key Management Personnel

The number of fully paid ordinary shares in the Group held during the financial year held by each Director of The Carajas Copper Company Limited, including their personally related parties, is set out below.

2015	Balance at the start of the year	Consolidation of capital	Granted during the year as compensation*	Other changes during the year	Balance at the end of the year
Mr. Matthew Wood	83,033,377	(78,881,709)	10,000,000	(150,000)	14,001,668
Mr. Nick von Schirnding[1]	-	-	10,000000,	-	10,000,000
Mr. Brian McMaster[2]	-	-	10,000,000	150,000	10,150,000
Mr. Antonio Jose de Almeida[3]	-	-	-	-	-
Mr. George Tumur[4]	6,119,663	(5,813,679)	-	(305,984)	-
Dr. Nicholas Lindsay[5]	13,142,858	(12,485,715)	-	(657,143)	-
Mr. Luis Azevedo[6]	-	-	-	-	-

[1] Mr. Nick von Schirnding was appointed to the Board on 4 November 2014 and appointed as CEO on 9 December 2014.
[2] Mr. Brian McMaster was appointed to the Board on 27 August 2014.
[3] Mr. Antonio Jose de Almeida was appointed to the Board on 1 October 2014 and resigned from his position on 12 August 2015.
[4] Mr. George Tumur resigned from his position on the Board on 6 July 2015.
[5] Dr. Nicolas Lindsay resigned from his position on the Board on 1 October 2014.
[6] Mr. Luis Azevedo was appointed on 27 August 2014 and resigned from his position on the Board on 1 October 2014.

*During the period ordinary shares were granted to compensate each Director for the minimal cash remuneration provided for their roles as Directors. These shares were issued on 12 May 2015. The fair value of the shares granted was by reference to the VWAP of the shares on the Australia Securities Exchange on the Australian Securities Exchange at the time of issue ($0.02).

All other changes refer to shares purchased or sold directly or indirectly by Key Management Personnel.
All equity transactions with key management personnel other than arising from the exercise of remuneration options have been entered into under terms and conditions no more favourable than those the Group would have adopted if dealing at arm's length.

Option Holdings of Key Management Personnel

The numbers of options over ordinary shares in the Group held during the financial year by each Director and specified Executive of the Group, including their personally related parties, are set out below:

2015	Balance at the start of the year	Consolidation of capital	Expired during the year	Granted during the year as compensation *	Other changes during the year	Balance at the end of the year	Vested options		Unvested
							Exercisable	Un-exercisable	
Mr. Matthew Wood	91,165,150	(86,606,892)	(4,558,258)	5,000,000	-	5,000,000	5,000,000	-	-
Mr. Nick von Schirnding[1]	-	-	-	5,000,000	-	5,000,000	5,000,000	-	-
Mr. Brian McMaster[2]	-	-	-	5,000,000	-	5,000,000	5,000,000	-	-
Mr. Antonio Jose de Almeida[3]	-	-	-	5,000,000	(5,000,000)	-	-	-	-
Mr. George Tumur[4]	26,500,000	(25,175,000)	(1,325,000)	5,000,000	(5,000,000)	-	-	-	-
Dr. Nicholas Lindsay[5]	13,000,000	(12,350,000)	-	-	(650,000)	-	-	-	-
Mr. Luis Azevedo[6]	-	-	-	-	-	-	-	-	-

[1] Mr. Nick von Schirnding was appointed to the Board on 4 November 2014 and appointed as CEO on 9 December 2014.
[2] Mr. Brian McMaster was appointed to the Board on 27 August 2014.
[3] Mr. Antonio Jose de Almeida was appointed to the Board on 1 October 2014 and resigned from his position on 12 August 2015.
[4] Mr. George Tumur resigned from his position on the Board on 6 July 2015.
[5] Dr. Nicolas Lindsay resigned from his position on the Board on 1 October 2014.
[6] Mr. Luis Azevedo was appointed on 27 August 2014 and resigned from his position on the Board on 1 October 2014.

*During the period options were granted to compensate each Director for the minimal cash remuneration provided for their roles as Directors. These shares were issued on 12 May 2015. These options were issued on 12 May 2015 at an exercise price of $0.02 and an expiry date of 31/12/2018. The fair value of the options at grant date was calculated using the black-scholes model. The options vested immediately, and accordingly were expensed in full during the current financial period. There are no vesting conditions on the options issued.

Performance Share Holdings of Key Management Personnel

The table shows how many deferred Performance Shares were granted, vested and forfeited during the year, refer to note 19 for terms:

	Year Granted	No Granted	Grant Date Value per share	Vested %	Vested Number	Forfeited %	Financial Year in which the shares may vest	Maximum value yet to vest*
Mr. Matthew Wood								
Class A	2015	10,000,000	$0.02	-	-	-	2019	$296,313
Class B	2015	20,000,000	$0.02	-	-	-	2019	$400,000
Mr. Nick von Schrinding								
Class A	2015	10,000,000	$0.02	-	-	-	2019	$296,313
Class B	2015	20,000,000	$0.02	-	-	-	2019	$400,000
Mr. Brian McMaster								
Class A	2015	10,000,000	$0.02	-	-	-	2019	$296,313
Class B	2015	20,000,000	$0.02	-	-	-	2019	$400,000

*The maximum value yet to vest reflects the total fair value of the performance shares issued which is yet to be expensed.

Other transactions with Key Management Personnel

Garrison Capital Pty Ltd, a company of which Mr. Wood and Mr. McMaster are directors, provided the Group with a fully serviced office including administration and information technology support totalling $30,000 (2014: $120,000) and reimbursement of payments for accounting fees, travel and printing costs as well as other expenses, at cost of $80,782 (2014: $59,040). $138,835 (2014: $24,762) was outstanding at year-end. These transactions have been entered into on normal commercial terms.

Executive Directors

The Executive Directors have not entered into service agreements with the Group. Their services may be terminated by either party at any time.

Loans to Directors and Executives

There were no loans to Directors and Executives during the financial year ending 30 June 2015.

Voting and comments made at the Group's 2014 Annual General Meeting

The Carajas Copper Company Limited received more than 88% of "yes" votes on its remuneration report for the 2014 financial year. The Group did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

END OF AUDITED REMUNERATION REPORT

Signed on behalf of the Board in accordance with a resolution of the Directors.

Matthew Wood
Executive Chairman
30 September 2015
Perth, Western Australia

Competent Persons Statement

The information in this release, which relates to Mineral Resources and exploration results, has been compiled and reviewed by Mr Matthew Wood. This information, in the opinion of Mr Wood, complies with the reporting standards of the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Wood is a Member of the Australasian Institute of Geoscientists 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 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Wood is a Director of The Carajas Copper Company Limited and consents to this release.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

for the year ended 30 June 2015

	Note	2015 $	2014 $
Continuing operations			
Interest revenue		525	17,926
Other income		132	280
Expenses			
Administration expenses	4	(377,811)	(640,894)
Consultants and directors fees		(210,099)	(494,574)
Depreciation		(70,323)	(154,949)
Employee benefits expense		-	(8,405)
Foreign exchange (loss) / gain		(1,063)	(386,397)
Impairment of exploration expenditure	10	(3,117,023)	(28,362,624)
Listing and share registry expenses		(75,725)	(110,521)
Professional fees		(98,572)	(140,455)
Share based payment expense	19	(1,146,253)	(185,460)
Other expenses		(32,724)	-
Loss from continuing operations before income tax		**(5,128,936)**	**(30,466,073)**
Income tax benefit	5	-	-
Loss from continuing operations after income tax		**(5,128,936)**	**(30,466,073)**
Other comprehensive income			
Items that may be reclassified to profit or loss			
Foreign currency translation difference	13	(1,427)	(1,575,610)
Other comprehensive (loss) / income for the year, net of tax		(1,427)	(1,575,610)
Total comprehensive loss for the year		**(5,130,363)**	**(32,041,683)**
Loss for the year attributable to:			
Owners of The Carajas Copper Company Limited		(4,642,539)	(26,578,137)
Non-controlling interests		(486,397)	(3,887,936)
		(5,128,936)	**(30,466,073)**
Comprehensive loss for the year attributable to:			
Owners of The Carajas Copper Company Limited		(4,643,966)	(28,153,747)
Non-controlling interests		(486,397)	(3,887,936)
		(5,130,363)	**(32,041,683)**
Loss per share attributable to owners of The Carajas Copper Company Limited			
Basic and diluted loss per share (cents per share)	16	(5.07)	(34.27)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

Consolidated Statement of Financial Position *as at 30 June 2015*

	Note	2015 $	2014 $
Current Assets			
Cash and cash equivalents	6	24,807	203,043
Trade and other receivables	7	26,786	23,991
Other current assets	8	25,607	22,407
Total Current Assets		77,200	249,441
Non-Current Assets			
Plant and equipment	9	120,816	322,858
Deferred exploration and evaluation expenditure	10	885,967	3,275,090
Total Non-Current Assets		1,006,783	3,597,948
Total Assets		1,083,983	3,847,389
Current Liabilities			
Trade and other payables	11	816,111	244,551
Total Current Liabilities		816,111	244,551
Total Liabilities		816,111	244,551
Net Assets		**267,872**	**3,602,838**
Equity			
Issued capital	12	38,183,502	36,934,359
Reserves	13	15,025,629	14,480,802
Accumulated losses	14	(50,843,157)	(46,200,618)
Capital and reserves attributable to owners of The Carajas Copper Company Ltd		2,365,974	5,214,543
Non-controlling interest		(2,098,102)	(1,611,705)
Total Equity		**267,872**	**3,602,838**

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

Consolidated Statement of Cash Flows *for the year ended 30 June 2015*

	Note	2015 $	2014 $
Cash flows from operating activities			
Payments to suppliers and employees		(281,325)	(1,080,525)
Interest received		525	17,926
Net cash outflow from operating activities	6	**(280,800)**	**(1,062,599)**
Cash flows from investing activities			
Proceeds from the sale of plant and equipment		100,475	-
Expenditure on exploration		(68,461)	(982,591)
Net cash inflow / (outflow) from investing activities		**32,014**	**(982,591)**
Cash flows from financing activities			
Proceeds from issue of shares		98,589	-
Share issue costs		(26,976)	-
Net cash inflow from financing activities		**71,613**	**-**
Net decrease in cash held		(177,173)	(2,045,190)
Cash and cash equivalents at beginning of financial year		203,043	2,259,770
Net foreign exchange differences		(1,063)	(11,537)
Cash and cash equivalents at end of the financial year	6	**24,807**	**203,043**

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

Consolidated Statement of Changes in Equity *for the year ended 30 June 2015*

	Issued Capital $	Accumulated Losses $	Option Reserves $	Foreign Exchange Reserves $	Share Based Payments Reserve $	Performance Shares Reserve $	Non-controlling interests $	Total $
Balance at 1 July 2014	**36,934,359**	**(46,200,618)**	**4,995,040**	**(1,167,382)**	**10,653,144**	**-**	**(1,611,705)**	**3,602,838**
Loss for the year	-	(4,642,539)	-	-	-	-	(486,397)	(5,128,936)
Other comprehensive income								
Foreign currency translation difference	-	-	-	(1,427)	-	-	-	(1,427)
Total comprehensive loss for the year	-	(4,642,539)	-	(1,427)	-	-	(486,397)	(5,130,363)
Transactions with owners in their capacity as owners								
Shares issued as consideration for acquisition	587,000	-	-	-	-	-	-	587,000
Shares issued as part of rights issue	98,589	-	-	-	-	-	-	98,589
Share issue costs	(36,446)	-	-	-	-	-	-	(36,446)
Share based payments	600,000	-	-	-	535,193	11,061	-	1,146,254
Balance at 30 June 2015	**38,183,502**	**(50,843,157)**	**4,995,040**	**(1,168,809)**	**11,188,337**	**11,061**	**(2,098,102)**	**267,872**
Balance at 1 July 2013	**36,704,359**	**(19,622,481)**	**4,995,040**	**408,228**	**10,467,684**	**-**	**2,276,231**	**35,229,061**
Loss for the year	-	(26,578,137)	-	-	-		(3,887,936)	(30,466,073)
Other comprehensive income								
Foreign currency translation difference	-	-	-	(1,575,610)	-	-	-	(1,575,610)
Total comprehensive loss for the year	-	(26,578,137)	-	(1,575,610)	-	-	(3,887,936)	(32,041,683)
Transactions with owners in their capacity as owners								
Shares issued	230,000	-	-	-	-	-	-	230,000
Share based payments	-	-	-	-	185,460	-	-	185,460
Balance at 30 June 2014	**36,934,359**	**(46,200,618)**	**4,995,040**	**(1,167,382)**	**10,653,144**	**-**	**(1,611,705)**	**3,602,838**

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

1. Corporate Information

The financial statements of The Carajas Copper Company Limited and its subsidiaries ("The Carajas Copper Company" or "the Group") for the year ended 30 June 2015 were authorised for issue in accordance with a resolution of the Directors on 30 September 2015.

The Carajas Copper Company Limited is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange. The nature of the operations and the principal activities of the Group are described in the Directors' Report.

2. Summary of Significant Accounting Policies

(a) Basis of Preparation

The financial statements are general-purpose financial statements, which have been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards, and other authoritative pronouncements of the Australian Accounting Standards Board and Australian Accounting interpretations. The Carajas Copper Company Limited is a for-profit entity for the purpose of preparing the financial statements. The financial statements have also been prepared on a historical cost basis. The presentation currency is Australian dollars.

(b) Compliance Statement

The financial report complies with Australian Accounting Standards as issued by the Australian Accounting Standards Board and International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

(c) Basis of Consolidation

The consolidated financial statements comprise the financial statements of The Carajas Copper Company Limited and its subsidiaries as at 30 June each year ('the Group').

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. The acquisition method of accounting involves allocating the cost of the business combination to the fair value of the assets acquired and the liabilities and contingent liabilities assumed at the date of acquisition.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed were necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the Statement of Profit or Loss and Other Comprehensive Income and Consolidated Statement of Financial Position respectively.

Going Concern

This report has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The Group incurred a net loss after tax for the year ended 30 June 2015 of $5,128,936 and experienced net cash outflows from operating activities of $280,800 and net cash inflows from investing activities of $32,014. At 30 June 2015, the Group had a working capital deficiency of $738,911. The Directors recognise that the ability of the consolidated entity to continue as a going concern is dependent upon the future successful raising of necessary funding through equity, successful exploration and subsequent exploitation of the consolidated entity's tenements, and/or sale of non-core assets.

Should the Group not obtain funds as detailed above, these conditions indicate the existence of a material uncertainty that may cast significant doubt about the consolidated entity's ability to continue as a going concern and therefore, the consolidated entity may be unable to realise its assets and discharge its liabilities in the normal course of business.

In considering the above, the Directors have reviewed the Group's financial position and are of the opinion that the use of the going concern basis of accounting is appropriate as they believe the Group will be successful in securing additional funds through equity, successful exploration and subsequent exploitation of the consolidated entity's tenements, and/or sale of non-core assets.

The financial report does not contain any adjustments relating to the recoverability and classification of recorded assets or to the amounts or classification of recorded assets or liabilities that might be necessary should the Group not be able to continue as a going concern.

(d) New Accounting Standards and Interpretations

The following applicable accounting standards and interpretations have been issued or amended but are not yet effective. These standards have not been adopted by the Group for the year ended 30 June 2015, and no change to the Group's accounting policy is required:

Reference	Title	Summary	Impact on Group's financial report	Application date for Group
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 is presented in other comprehensive income (OCI) ▪ The remaining change is presented in profit or loss If this approach creates or enlarges an accounting mismatch in the profit or loss, the effect of the changes in credit risk are also presented in profit or loss. Consequential amendments were also made to other standards as a result of AASB 9, introduced by AASB 2009-11 and superseded by AASB 2010-7 and 2010-10.	The Group has considered standards and determined that there is no impact on the Group's financial statements.	1 July 2018

The Group has not elected to early adopt any new Standards or Interpretations.

(e) Foreign Currency Translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The functional and presentation currency of The Carajas Copper Company Limited is Australian dollars. The functional currencies of the overseas subsidiaries are Mongolian Tugrik, Brazilian Real and Singaporean Dollars.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit or Loss and Other Comprehensive Income.

(iii) Group entities

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each Statement of Profit or Loss and Other Comprehensive Income are translated at average exchange rates (unless this is not a reasonable approximation of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities are taken to shareholders' equity.

When a foreign operation is sold or any borrowings forming part of the net investment are repaid, a proportionate share of such exchange differences are recognised in the Statement of Profit or Loss and Other Comprehensive Income, as part of the gain or loss on sale where applicable.

(f) Plant and Equipment

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

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. Repairs and maintenance expenditure is charged to the Statement of Profit or Loss and Other Comprehensive Income during the financial period in which it is incurred.

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

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

Class of Fixed Asset	Depreciation Rate
Plant and Equipment	10-25 %

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

Derecognition
Carrying amounts of plant and equipment are derecognised upon disposal or when no further future economic benefits are expected from its use or disposal.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are recognised in the Statement of Profit or Loss and Other Comprehensive Income.

(g) Impairment of Non Financial Assets Other than Goodwill

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 of the Group and the asset's value in use cannot be estimated. 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 are recognised in the Statement of Profit or Loss and Other Comprehensive Income.

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.

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.

(h) Exploration Expenditure

Exploration and evaluation expenditure incurred by or on behalf of the Group is accumulated separately for each area of interest. Such expenditure comprises net direct costs and an appropriate portion of related overhead expenditure, but does not include general overheads or administrative expenditure not having a specific nexus with a particular area of interest.
Each area of interest is limited to a size related to a known or probable mineral resource capable of supporting a mining operation.

Exploration and evaluation expenditure for each area of interest is carried forward as an asset provided that one of the following conditions is met:

- such costs are expected to be recouped through successful development and exploitation of the area of interest or, alternatively, by its sale; or
- exploration and evaluation activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in relation to the area are continuing.

Expenditure which fails to meet the conditions outlined above is written off, furthermore, the directors regularly review the carrying value of exploration and evaluation expenditure and make write downs if the values are not expected to be recoverable.

Identifiable exploration assets acquired are recognised as assets at their cost of acquisition. Exploration assets acquired are reassessed on a regular basis and these costs are carried forward provided that at least one of the conditions referred to above is met.
Exploration and evaluation expenditure incurred subsequent to acquisition in respect of an exploration asset acquired, is accounted for in accordance with the policy outlined above for exploration expenditure incurred by or on behalf of the entity.

When an area of interest is abandoned, any expenditure carried forward in respect of that area is written off. Expenditure is not carried forward in respect of any area of interest unless the Group's right of tenure to that area of interest is current.

(i) Trade and Other Receivables

Trade and other receivables, which generally have 30 day terms, are recognised initially at fair value and subsequently at amortised cost less an allowance for any uncollectible amounts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when identified. Intercompany loans are impaired based on the ability of the subsidiaries to generate future cash flows to repay the loans.

(j) Cash and Cash Equivalents

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

(k) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the Statement of Profit or Loss and Other Comprehensive Income net of any reimbursement.

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

(l) Trade and Other Payables

Liabilities for trade creditors and other amounts are recognised initially at fair value and subsequently at amortised cost, which is the fair value of the consideration to be paid in the future for goods and services received that are unpaid, whether or not billed to the Group.

(m) Income Tax

The income tax expense for the period is based on the profit/loss for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates for each jurisdiction that have been enacted or are substantially enacted by the reporting date.

Deferred income tax is provided for on all temporary differences at reporting date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. No deferred income tax will be recognised from the initial recognition of goodwill or of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss. Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled.

Deferred income tax assets are recognised for all deductible temporary differences, carry forward of unused tax assets and unused tax losses to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and only recognised to the extent that sufficient future assessable income is expected to be obtained.

No deferred income tax liabilities or assets will be recognised in respect of temporary differences between the carrying value and tax bases of investments in controlled entities if the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary differences will not reverse in the near future. Current and deferred income taxes relating to items recognised directly in equity are recognised in equity and not in the Statement of Profit or Loss and Other Comprehensive Income.

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

(n) Issued Capital

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.

(o) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue is capable of being reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

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

(p) Segment Reporting

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

(q) Investments in Controlled Entities

All investments are initially recognised at cost, being the fair value of the consideration given and including acquisition charges associated with the investment. Subsequent to the initial measurement, investments in controlled entities are carried at cost less accumulated impairment losses.

(r) Earnings per Share

Basic earnings per share
Basic earnings per share is calculated by dividing the result attributable to equity holders of the Group, excluding any costs of servicing equity other than dividends, by the weighted average number of ordinary shares, adjusted for any bonus elements.

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

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

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

(s) Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST. The net amount of GST recoverable from, or payable to, the Australian Tax Office is included as part of receivables or payables in the statement of financial position.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which is receivable from or payable to the ATO, are disclosed as operating cash flows.

(t) Share Based Payment Transactions

The group provides benefits to individuals acting as, and providing services similar to employees (including Directors) of the group in the form of share based payment transactions, whereby individuals render services in exchange for shares or rights over shares ('equity settled transactions').

There is currently an Employee Share Option Plan (ESOP) in place, which provides benefits to Directors and individuals providing services similar to those provided by an employee.

The cost of these equity settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by using the Black Scholes formula taking into account the terms and conditions upon which the instruments were granted, as discussed in note 19.

In valuing equity settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of The Carajas Copper Company Limited ('market conditions').

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

The cumulative expense recognised for equity settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the number of awards that, in the opinion of the Directors of the group, will ultimately vest. This opinion is formed based on the best available information at balance date. No adjustment is made for the likelihood of the market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The Statement of Profit or Loss and Other Comprehensive Income charge or credit for a period represents the movement in cumulative expense recognised at the beginning and end of the period.

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

Where 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 increase in the value of the transaction as a result of the modification, as measured at the date of the modification.

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

The cost of equity-settled transactions with non-employees is measured by reference to the fair value of goods and services received unless this cannot be measured reliably, in which case the cost is measured by reference to the fair value of the equity instruments granted. The dilutive effect, if any, of outstanding options is reflected in the computation of loss per share (see note 16).

(u) 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 entity and that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Impairment of Assets

On 22 August 2014, the Company announced its intentions to discontinue non essential expenditure in Mongolia and focus on the Brazilian assets. As a result of this announcement and in accordance with AASB 6 and AASB 136, an impairment assessment of the Mongolian Exploration assets was undertaken at year end, in acknowledgement of potential impairment indicators existing.

The Directors are currently exploring options of sale or joint venture partners in regards to the Mongolian prospects. Given the subjective nature of any valuations in regards to potential sale or joint venture outcomes, the Directors have determined the recoverable amount of the Mongolian exploration assets as at 30 June 2015 is nil. As a result, a total amount of $3,117,023 has been recognised as an impairment loss at year end.

Capitalised exploration and evaluation expenditure

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether the Group decides to exploit the related lease itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale.
Factors which could impact the future recoverability include the level of proved, probable and inferred mineral resources, future technological changes which could impact the cost of mining, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices.

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

Share based payment transactions

The Group measures the cost of equity settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. For options the fair value is determined by using the Black Scholes formula taking into account the terms, conditions and probability upon which the instruments were granted. For shares the fair value is determined by reference to the 15 day VWAP of the shares on the Australian Securities Exchange at the time of issue. For performance shares the fair value of is determined by reference to the 15 day VWAP of the shares on the Australian Securities Exchange at the time of issue as well as Management's assessment of the likelihood of the relevant conversion milestones being met. Refer to note 19 for further detail.

The Group measures the cost of equity settled transactions with vendors by reference to the fair value of the equity instruments at the date at which they are granted. For shares the fair value is determined by reference to the 15 day VWAP of the shares on the Australian Securities Exchange at the time of issue. Refer to note 19 for further detail.

3. Segment Information

Management has determined the operating segments based on the reports reviewed by the Board of directors that are used to make strategic decisions. The entity does not have any operating segments with discrete financial information.

The Board of Directors review internal management reports on a monthly basis that is consistent with the information provided in the Statement of Profit or Loss and Other Comprehensive Income, Statement of Financial Position and Statement of Cash Flows. As a result no reconciliation is required because the information as presented is what is used by the Board to make strategic decisions.

4. Expenses

	2015 $	2014 $
Administration Expenses		
Administrative services	119,646	193,404
Rent and outgoings	1,891	150,233
Travel expenses	60,466	117,358
Serviced office	120,000	120,000
Other expenses	75,808	59,899
	377,811	**640,894**

5. Income Tax

(a) Income tax expense

	2015 $	2014 $
Major component of tax expense for the year:		
Current tax	-	-
Deferred tax	-	-
	-	-

(b) Numerical reconciliation between aggregate tax expense recognised in the Statement of Profit or Loss and Other Comprehensive Income and tax expense calculated per the statutory income tax rate.

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

	2015 $	2014 $
Loss from continuing operations before income tax expense	(5,128,936)	(30,466,073)
Tax at the Australian rate of 30% (2014: 30%)	(1,538,681)	(9,139,822)
Other	1,278,983	8,564,425
Income tax benefit not brought to account	259,698	575,397
Income tax expense	-	-

(c) Deferred tax

The following deferred tax balances have not been bought to account::

	2015 $	2014 $
Liabilities		
Deferred tax liability recognised	-	-
Assets		
Losses available to offset against future taxable income	2,415,951	2,253,656
Share issue costs deductible over five years	291,431	282,684
Other	3,473	(527)
Deferred tax assets offset against deferred tax liabilities	-	-
Net Deferred tax asset not recognised	**2,710,855**	**2,535,813**

(d) Unused tax losses

	2015 $	2014 $
Unused tax losses	7,024,181	7,512,188
Potential tax benefit not recognised at 30%	**2,107,254**	**2,253,656**

The benefit for tax losses will only be obtained if:

i. the Group derives future assessable income in Australia of a nature and of an amount sufficient to enable the benefit from the deductions for the losses to be realised, and
ii. the Group continues to comply with the conditions for deductibility imposed by tax legislation in Australia and
iii. no changes in tax legislation in Australia, adversely affect the Group in realising the benefit from the deductions for the losses.

6. Cash and Cash Equivalents

Reconciliation of Cash

	2015 $	2014 $
Cash comprises of:		
Cash at bank	**24,807**	**203,043**
Reconciliation of operating loss after tax to net cash flows from operations		
Loss after tax	(5,128,936)	(30,466,073)
Non cash items		
Share based payments	1,146,253	185,460
Foreign exchange loss / (gain)	1,063	386,397
Depreciation	70,323	154,949
Exploration expenditure impaired	3,117,023	28,362,624
Change in assets and liabilities		
Decrease in trade and other receivables	(5,996)	61,573
Decrease in fixed assets	(89,299)	(129,539)
Increase / (Decrease) in trade and other payables	608,769	382,010
Net cash outflow from operating activities	**(280,800)**	**(1,062,599)**

7. Trade and Other Receivables – Current

	2015 $	2014 $
Debtors	11,359	9,906
GST receivable	4,657	2,121
Other	10,770	11,964
	26,786	**23,991**

Debtors, other debtors and goods and services tax are non-interest bearing and generally receivable on 30 day terms. They are neither past due nor impaired. The amount is fully collectible. Due to the short term nature of these receivables, their carrying value is assumed to approximate their fair value.

8. Other Current Assets

	2015 $	2014 $
Prepayments	-	318
Other	25,607	22,089
	25,607	**22,407**

9. Plant and Equipment

	2015 $	2014 $
Opening balance	322,858	452,397
Additions	-	90,712
Disposals	(133,200)	(6,134)
Net exchange differences on translation	1,481	(59,168)
Depreciation charge for the year	(70,323)	(154,949)
Closing balance	**120,816**	**322,858**

10. Deferred Exploration and Evaluation Expenditure

	2015 $	2014 $
Opening balance	3,275,090	32,570,862
Acquisitions – refer to note 19 for further details	587,000	-
Exploration expenditure incurred during the year	173,074	806,850
Impairment loss	(3,117,023)	(28,362,624)
Net exchange differences on translation	(32,174)	(1,739,998)
Closing balance	**885,967**	**3,275,090**

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

On 22 August 2014, the Company announced its intentions to discontinue non essential expenditure in Mongolia and focus on the Brazilian assets. The Directors are currently exploring options of sale or joint venture partners in regards to the Mongolian prospects. Given the subjective nature of any valuations in regards to potential sale or joint venture outcomes, the Directors have determined the recoverable amount of the Mongolian exploration assets as at 30 June 2015 is nil. As a result, a total amount of $3,117,023 has been recognised as an impairment loss at year end.

11. Trade and Other Payables

	2015 $	2014 $
Other payables	793,818	211,305
Accruals	22,293	33,246
	816,111	**244,551**

Other creditors are non-interest bearing and generally payable on 30 day terms. Due to the short term nature of these payable, their carrying value is assumed to approximate their fair value.

12. Issued Capital

(a) Issued and paid up capital

	2015 $	2014 $
Ordinary shares fully paid	**38,183,502**	**36,934,359**

(b) Movements in shares on issue

	2015 Number	2015 $	2014 Number	2014 $
Opening balance	1,549,121,562	36,934,359	1,499,121,562	36,704,359
Shares issued as consideration for acquisition	209,350,000	587,000	50,000,000	230,000
Consolidation of capital	(1,661,663,886)	-	-	-
Share based payments	30,000,000	600,000	-	-
Shares issued as part of rights issue	9,858,938	98,589	-	-
Share issue costs	-	(36,446)	-	-
Closing balance	**136,666,614**	**38,183,502**	**1,549,121,562**	**36,934,359**

(c) Ordinary shares

The Group does not have authorised capital nor par value in respect of its issued capital. Ordinary shares have the right to receive dividends as declared and, in the event of a winding up of the Group, to participate in the proceeds from sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Ordinary shares entitle their holder to one vote, either in person or proxy, at a meeting of the Group.

(d) Capital risk management

The Group's capital comprises share capital, reserves less accumulated losses amounting to a net equity of $267,872 at 30 June 2015 (2014: $3,602,838). The Group manages its capital to ensure its ability to continue as a going concern and to optimise returns to its shareholders. The Group was ungeared at year end and not subject to any externally imposed capital requirements. Refer to note 18 for further information on the Group's financial risk management policies.

(e) Share Options

As at the date of this report, there are 30,000,000 unissued ordinary shares under options (30,000,000 at the reporting date). The details of the options at the date of this report are as follows:

Number	Exercise Price $	Expiry Date
30,000,000	$0.02	31/12/2018

The following options expired during the year:

- 5,125,532 listed options (CJCOA) exercisable at $1.20 expired on 30 June 2015;
- 575,648,614 listed options (CJCO) exercisable at $0.03 expired on 31 December 2014;
- 110,000,000 unlisted options exercisable at $0.30 expired on 31 December 2014; and
- 40,000,000 unlisted options exercisable at $0.03 expired on 31 December 2014.

No options were exercised during the financial year. No option holder has any right under the options to participate in any other share issue of the Group or any other entity.

	2015 $	2014 $
13. Reserves		
Option reserve	4,995,040	4,995,040
Foreign currency translation reserve	(1,168,809)	(1,167,382)
Share based payments reserve	11,188,337	10,653,144
Performance shares reserve	11,061	
	15,025,629	**14,480,802**

Movements in Reserves

Options reserve		
Opening balance	4,995,040	4,995,040
Options issued	-	-
Closing balance	**4,995,040**	**4,995,040**

The options reserve is used to record the premium paid on the issue of listed options.

Foreign currency translation reserve		
Opening balance	(1,167,382)	408,228
Foreign currency translation	(1,427)	(1,575,610)
Closing balance	**(1,168,809)**	**(1,167,382)**

The Foreign Exchange differences arising on translation of the foreign controlled entities are taken to the foreign currency translation reserve, as described in note 2(e). The reserve is recognised in profit and loss when the net investment is disposed of.

Share based payments reserve		
Opening balance	10,653,144	10,467,684
Share based payments expense	535,193	185,460
Closing balance	**11,188,337**	**10,653,144**

The share based payments reserve is used to record the value of options provided to directors, executives and other employees and as part of their remuneration and non-employees for their services. Refer to note 19 for further details of the options issued during the financial year ended 30 June 2015.

Performance shares reserve		
Opening balance	-	-
Performance shares issued	11,061	-
Closing balance	**11,061**	**-**

The performance share reserve is used to record the value of performance shares provided to directors as part of their remuneration for their services. Refer to note 19 for further details of the performance shares issued during the financial year ended 30 June 2015.

14. Accumulated losses

Movements in accumulated losses were as follows:		
Opening balance	(46,200,618)	(19,622,481)
Loss for the year	(4,642,539)	(26,578,137)
Closing balance	**(50,843,157)**	**(46,200,618)**

15. Auditor's Remuneration

The auditor of The Carajas Copper Company Limited is BDO Audit (WA) Pty Ltd		
Amounts received or due and receivable for:		
- an audit or review of the financial statements of the entity and any other entity in the Consolidated group	**29,000**	**27,000**

16. Loss per Share

	2015 $	2014 $
Loss used in calculating basic and dilutive loss per share	(4,642,539)	(26,578,137)
	Number of Shares	
Weighted average number of ordinary shares used in calculating basic loss per share:	91,546,969[1]	77,557,437[1]
Effect of dilution:		
Share options	-	-
Adjusted weighted average number of ordinary shares used in calculating diluted loss per share:	91,546,969	77,557,437

[1] The right issue in April 2011 was performed at a discounted price. The number of shares used for the loss per share calculation in 2011 and in subsequent loss per share calculations has been adjusted using an adjustment factor of 1.016 times for comparative purposes.

There is no impact from 30,000,000 options outstanding at 30 June 2015 (2014: 828,159,153 options) on the earnings per share calculation because they are anti-dilutive. These options could potentially dilute basic earnings per share in the future. There have been no transactions involving ordinary shares or potential ordinary shares that would significantly change the number of ordinary shares or potential ordinary shares outstanding between the reporting date and the date of completion of these financial statements.

17. Related Party Disclosures

(a) Key management personnel

Details of the nature and amount of each element of the emolument of each Director and Executive of the Group for the financial year are as follows:

	2015 $	2014 $
Short term employee benefits	139,363	429,432
Share based payments	989,481	107,237
Total remuneration	**1,128,844**	**536,669**

For detailed key management personnel remuneration information refer to the audited Remuneration Report.

(b) Subsidiaries

The consolidated financial statements include the financial statements of The Carajas Copper Company Limited and the subsidiaries listed in the following table:

Name of Entity	Country of Incorporation	Equity Holding	
		2015	2014
Voyager Exploration Pty Ltd	Australia	100%	100%
Voyager Gold LLC	Mongolia	100%	100%
Voyager Investments (Mongolia) Pte Ltd	Singapore	100%	100%
Voyager Mineral Resources LLC	Mongolia	80%	80%
KM Mining LLC	Mongolia	80%	80%
Brazphos Pty Ltd	Australia	100%	100%
Atlantica Mineracao Ltda	Brazil	100%	100%

(c) Other transactions with related parties

During the previous financial year the Group issued 30,000,000 (pre-consoldation) shares to Avanco Resources Limited, a company of which Mr. Wood was a director, and 20,000,000 (pre-consolidation) shares to FFA Legal Ltda, a company which Mr. Azevedo is a director, as a result of the transfer of the Primavera license to the Company pursuant to a Strategic Alliance agreement. This agreement was cancelled on 8 September 2014.

17. Related Party Disclosures continued

(d) Non-controlling interests (NCI)

The following table sets out the summarised financial information for KM Mining LLC which has non-controlling interests that are material to the group. Amounts disclosed are before intercompany eliminations

Summarised statement of financial position	**KM Mining LLC**	
	30 June 2015	**30 June 2014**
Current assets	10,648	9,543
Non-current assets	23,074	2,314,306
Total assets	**33,722**	**2,323,849**
Current liabilities	(58,568)	(37,252)
Non-current liabilities	(11,767,678)	(10,131,672)
Total liabilities	**(11,826,246)**	**(10,168,924)**
Net liabilities	**(11,792,524)**	**(7,845,075)**

Summarised statement profit or loss and other comprehensive income	**KM Mining LLC**	
	30 June 2015	**30 June 2014**
Revenue	-	-
Loss for the period	(2,316,975)	(9,588,698)
Other comprehensive income	-	-
Total comprehensive loss	**(2,316,975)**	**(9,588,698)**
Loss allocated to NCI	**(463,395)**	**(1,917,740)**

	KM Mining LLC	
Summarised cash flows	**30 June 2015**	**30 June 2014**
Cash flows from operating activities	(5,045)	(14,034)
Cash flows from investing activities	(12,001)	(364,606)
Cash flows from financing activities	16,625	378,444
Net increase/(decrease) in cash and cash equivalents	**(421)**	**(196)**

(e) Terms and conditions

There is no allowance account for impaired receivables in relation to any outstanding balances, and no expense has been recognised in respect of impaired receivables due from related parties.

All other transactions were made on normal commercial terms and conditions and at market rates. Outstanding balances are unsecured and are repayable in cash.

18. Financial Risk Management

Exposure to interest rate, liquidity and credit risk arises in the normal course of the Group's business. The Group does not hold or issue derivative financial instruments.

The Group uses different methods as discussed below to manage risks that arise from these financial instruments. The objective is to support the delivery of the financial targets while protecting future financial security.

(a) Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities.

The Group manages liquidity risk by maintaining sufficient cash facilities to meet the operating requirements of the business and investing excess funds in highly liquid short term investments. The responsibility for liquidity risk management rests with the Board of Directors. Alternatives for sourcing our future capital needs include our cash position and the issue of equity instruments. These alternatives are evaluated to determine the optimal mix of capital resources for our capital needs. We expect that, absent a material adverse change in a combination of our sources of liquidity, present levels of liquidity along with future capital raising will be adequate to meet our expected capital needs.

Maturity analysis for financial liabilities

Financial liabilities of the Group comprise trade and other payables. As at 30 June 2015 and 30 June 2014 all financial liabilities are contractually matured within 30 days.

(b) Interest Rate Risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair value of financial instruments. The Group's exposure to market risk for changes to interest rate risk relates primarily to its earnings on cash and term deposits. The Group manages the risk by investing in short term deposits.

	2015	**2014**
	$	**$**
Cash and cash equivalents	24,807	203,043

Interest rate sensitivity

The following table demonstrates the sensitivity of the Group's statement of profit or loss and other comprehensive income to a reasonably possible change in interest rates, with all other variables constant.

Judgements of reasonably possible movements	Effect on Pre Tax Earnings Increase/(Decrease)	
	2015	**2014**
Increase 100 basis points	248	2,030
Decrease 100 basis points	(248)	(2,030)

A sensitivity of 100 basis points has been used as this is considered reasonable given the current level of both short term and long term Australian Dollar interest rates. The change in basis points is derived from a review of historical movements and management's judgement of future trends.

(c) Credit Risk Exposures

Credit risk represents the risk that the counterparty to the financial instrument will fail to discharge and obligation and cause the Group to incur a financial loss. The Group is exposed to credit risk from financial institutions where cash is held and from debtors, in particular from those arising from transactions in foreign jurisdictions. The Group's maximum credit exposure is the carrying amounts on the statement of financial position. The Group holds financial instruments with credit worthy third parties.

At 30 June 2015, the Group held cash at bank. These were held with financial institution with a rating from Standard & Poors of -AA or above (long term). The Group has no past due or impaired debtors as at 30 June 2015.

(d) Fair Value Measurement

There were no financial assets or liabilities at 30 June 2015 requiring fair value estimation and disclosure as they are either not carried at fair value or in the case for short term assets and liabilities, their carrying values approximate fair value.

(e) Foreign Currency Risk

Currency risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency. The Group does not have any material exposure to foreign currency risk.

19. Share Based Payments

(a) Recognised share based payment transactions

Share based payment transactions recognised as operation expenses in the statement of profit or loss and other comprehensive income or exploration expenditure on the statement of financial position during the year were as follows:

	2015 $	2014 $
Operating expenses		
Employee and officer share based payments :		
Shares (refer to note 19 (b))	600,000	-
Performance shares (refer to note 19 (b))	11,061	-
Options (refer to note 19 (b))	535,192	185,460
	1,146,253	185,460
Exploration expenditure		
Share based payments to vendors , capitalised against exploration asset (note 10) (refer to note 19(c))	587,000	230,000

(b) Employee and officer share based payments

During the financial year Mr. Wood, Mr. von Schirnding and Mr. McMaster were issued 10,000,000 fully paid ordinary shares each as approved at a General Meeting of Shareholders held on 4 May 2015. The shares were issued to compensate each Director for the minimal cash remuneration provided for their roles as Directors. The fair value of the shares was determined to be $600,000 by reference to the 15 day VWAP of the shares on the Australian Securities Exchange at the time of issue.

During the financial year Mr. Wood, Mr. von Schirnding and Mr. McMaster were issued 10,000,000 Performance A Shares and 20,000,000 Performance B Shares each as approved at a General Meeting of Shareholders held on 4 May 2015. The shares were issued to compensate each Director for the minimal cash remuneration provided for their roles as Directors. The terms of the Performance Shares are as follows:

- Each Performance A Share will convert into one fully paid ordinary share in the Company upon the Company entering into a contract with a third party which relates to a work program of exploration activities of at least US$1,000,000; and
- Each Performance B Share will convert into one fully paid ordinary share in the Company upon the Company deciding, in respect of a deposit, to commence mining operations and achieve production on a commercially sustainable basis.

The fair value of the Performance Shares was determined to be $600,000 by reference to the 15 day VWAP of the shares on the Australian Securities Exchange at the time of issue as well as Management's assessment of the likelihood of the conversion milestones as detailed above being met. As at 30 June 2015 the likelihood has been deemed 50% for Performance A Shares and nil for Performance B Shares. The fair value has been recognized over the vesting period of the Performance Shares which is deemed to be 31 December 2018 when all 90,000,000 Performance Shares convert into one share total if the milestones detailed above have not been met.

The Group has established an employee share option plan (ESOP). The objective of the ESOP is to assist in the recruitment, reward, retention and motivation of employees of The Carajas Copper Company Limited. Under the ESOP, the Directors may invite individuals acting in a manner similar to employees to participate in the ESOP and receive options. An individual may receive the options or nominate a relative or associate to receive the options. The plan is open to executive officers, nominated consultants and employees of The Carajas Copper Company Limited.

The fair value at grant date of options granted under the ESOP for the year ended 30 June 2015 was determined using the Black Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share and the risk free interest rate for the term of the option. The table below summaries options granted for the year ended 30 June 2015:

Grant Date	Expiry date	Exercise price	Granted during the year Number	Exercised during the year Number	Forfeited during the year Number	Balance at end of the year Number	Exercisable at end of the year Number
12/05/2015	31/12/2018	$0.02	30,000,000	-	-	30,000,000	30,000,000
Weighted remaining contractual life (years)			3.6	-	-	3.5	3.5
Weighted average exercise price			$0.02	-	-	$0.02	$0.02

The model inputs, not included in the table above, for options granted during the year ended 30 June 2015 included:

(a) options are granted for no consideration;
(b) share price 15 day VWAP at grant date was $0.02;
(c) expected volatility of 120%;
(d) expected dividend yield of nil; and
(e) a risk free interest rate of 2.00%.

19. Share Based Payments continued

The table below summaries options granted in previous financial years:

Grant Date	Expiry date	Exercise price	Balance at the start of the year Number	Exercised during the year Number	Expired during the year Number	Balance at end of the year Number	Exercisable at end of the year Number
21/09/2012	31/12/2014	$0.03	30,000,000	-	(30,000,000)	-	-
18/12/2012	31/12/2014	$0.03	10,000,000	-	(10,000,000)	-	-
Weighted remaining contractual life (years)			0.5	-	-	-	-
Weighted average exercise price			$0.03	-	-	-	-

(c) Share based payments to vendors

During the financial year 200,000,000 shares (pre-consolidation) and 9,350,000 shares (post-consolidation) were granted to RD Consulting Limited as part consideration for the 100% acquisition of the Salobo South Copper Project in Brazil. Refer to note 10 for further details. The fair value of the 200,000,000 shares granted was determined to be $400,000. The fair value of the 9,350,000 share granted was determined to be $187,000. The fair value for both issues was determined by reference to the 15 day VWAP of the shares on the Australian Securities Exchange at the time of issue as the fair value of the asset acquired was unable to be determined.

During the previous financial year 20,000,000 shares (pre-consolidation) were granted FFA Legal Ltda and 30,000,000 shares (pre-consolidation) to Avanco Resources Limited as a result of the transfer of the Primavera license to the Company pursuant to a Strategic Alliance agreement. This agreement was cancelled on 8 September 2014. The fair value of the shares of $230,000 was determined by reference to the 15 day VWAP of the shares on the Australian Securities Exchange at the time of issue as the fair value of the asset acquired was unable to be determined.

20. Contingent Liabilities

There are no known contingent liabilities.

21. Commitments

Services Agreement

The Group entered a service agreement for certain administrative services and office space for a term of three years starting in October 2014. The Group is required to give three months written notice to terminate the agreement.

	2015 $	2014 $
Within one year	120,000	120,000
After one year but not longer than five years	150,000	-
	270,000	**120,000**

22. Events Subsequent to Reporting Date

On 6 July 2015 Mr. George Tumur resigned from his position as Executive Director on the Board. On 12 August 2015 Mr. Antonio Jose de Almeida resigned from his position as Non-Executive Director on the Board.

There were no known significant events from the end of the financial year up to the date of this report.

23. Dividends

No dividend was paid or declared by the Group in the period since the end of the financial year and up to the date of this report. The Directors do not recommend that any amount be paid by way of dividend for the financial year ended 30 June 2015.

24. Parent Entity Information

The following details information related to the parent entity, The Carajas Copper Company Limited, at 30 June 2015. The information presented here has been prepared using consistent accounting policies as presented in note 2.

	2015 $	2014 $
Current assets	19,869	186,573
Total assets	789,743	3,754,693
Current liabilities	(521,871)	(151,855)
Total liabilities	(521,871)	(151,855)
Net Assets	**267,872**	**3,602,838**
Issued capital	38,183,502	36,934,359
Reserves	16,194,438	15,648,185
Accumulated losses	(54,110,068)	(48,979,706)
Total Equity	**267,872**	**3,602,838**
Loss of the parent entity	(5,130,362)	(30,028,704)
Other comprehensive loss for the year	-	-
Total comprehensive loss of the parent entity	**(5,130,362)**	**(30,028,704)**

There are no known contingent liabilities in the parent entity.

Directors' Declaration

In accordance with a resolution of the Directors of The Carajas Copper Company Limited, I state that:

1. In the opinion of the directors:

   a) the financial statements and notes of The Carajas Copper Company Limited for the year ended 30 June 2015 are in accordance with the Corporations Act 2001, including:

      i. giving a true and fair view of the consolidated financial position as at 30 June 2015 and of its performance for the year ended on that date; and

      ii. Complying with Accounting Standards (including the Australian Accounting Interpretations), Corporations Regulations 2001 and other mandatory professional reporting requirements.

   b) the financial statements and notes also comply with International Financial Reporting Standards as disclosed in note 2(b).

2. There are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

3. This declaration has been made after receiving the declarations required to be made by the Director's in accordance with sections of 295A of the Corporations Act 2001 for the financial period year 30 June 2015.

On behalf of the Board

Matthew Wood
Chairman
30 September 2015
Perth, Western Australia

Tel: +61 8 6382 4600
Fax: +61 8 6382 4601
www.bdo.com.au

38 Station Street
Subiaco, WA 6008
PO Box 700 West Perth WA 6872
Australia

DECLARATION OF INDEPENDENCE BY PHILLIP MURDOCH TO THE DIRECTORS OF THE CARAJAS COPPER COMPANY LIMITED

As lead auditor of The Carajas Copper Company Limited for the year ended 30 June 2015, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of The Carajas Copper Company Limited and the entities it controlled during the period.

Phillip Murdoch

Director

BDO Audit (WA) Pty Ltd

Perth, 30 September 2015

Tel: +61 8 6382 4600
Fax: +61 8 6382 4601
www.bdo.com.au

38 Station Street
Subiaco, WA 6008
PO Box 700 West Perth WA 6872
Australia

INDEPENDENT AUDITOR'S REPORT

To the members of The Carajas Copper Company Limited

Report on the Financial Report

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

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 2(b), the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's Responsibility

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

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

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

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of The Carajas Copper Company Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

Opinion

In our opinion:

(a) the financial report of The Carajas Copper Company Limited is in accordance with the *Corporations Act 2001*, including:

  (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the year ended on that date; and

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

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

Emphasis of matter

Without modifying our opinion, we draw attention to Note 2(c) in the financial report, which indicates that the ability of the consolidated entity to continue as a going concern is dependent upon the future successful raising of necessary funding through equity, successful exploration and subsequent exploitation of the consolidated entity's tenements, and/or sale of non-core assets. These conditions, along with other matters as set out in Note 2(c), indicate the existence of a material uncertainty that may cast significant doubt about the consolidated entity's ability to continue as a going concern and therefore, the consolidated entity may be unable to realise its assets and discharge its liabilities in the normal course of business.

Report on the Remuneration Report

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

Opinion

In our opinion, the Remuneration Report of The Carajas Copper Company Limited for the year ended 30 June 2015 complies with section 300A of the *Corporations Act 2001*.

BDO Audit (WA) Pty Ltd

BDO

Phillip Murdoch

Director

Perth, 30 September 2015

Corporate Governance Statement 2015

This statement has been approved by the Board. It is current as at September 2015.

The Carajas Copper Company's ('Carajas') approach to Corporate Governance

This Statement addresses how Carajas implements the ASX Corporate Governance Council's, 'Corporate Governance Principles and Recommendations – 3rd Edition (referred to as either ASX Principles or Recommendations).

Principle 1: Lay solid foundations for management and oversight

Recommendation 1.1 *– A listed entity should disclose:*

a) the respective roles and responsibilities of its board and management;
b) those matters expressly reserved to the board and those delegated to management.

<u>Role of the Carajas Board ('the Board")</u>
The Board is responsible for the governance of Carajas. The role of the Board is to provide overall strategic guidance and effective oversight of management. The Board derives its authority to act from Carajas' Constitution.

The Board's responsibilities are set out in a formal Charter which the Board reviews every two years. The Charter was most recently reviewed in September 2015.

The major powers the Board has reserved to itself are:

- Appointment of the Chief Executive Officer and other senior executives and the determination of their terms and conditions including remuneration and termination;
- Driving the strategic direction of the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance;
- Reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- Approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures;
- Approving and monitoring the budget and the adequacy and integrity of financial and other reporting;
- Approving the annual, half yearly and quarterly accounts;
- Approving significant changes to the organisational structure;
- Approving the issue of any shares, options, equity instruments or other securities in the Company (subject to compliance with ASX Listing Rules);
- Ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making;
- Recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them (in accordance with the ASX Listing Rules); and
- Meeting with the external auditor, at their request, without management being present.

<u>Delegation to the CEO</u>
The Board has delegated to the CEO responsibility for implementing Carajas' strategic direction and for managing Carajas' day-to-day operations.

Recommendation 1.2 *– A listed entity should disclose:*

a) undertake appropriate checks before appointing a person or putting forward to security holders a candidate for election, as a director;
b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

The Group does not have a Nomination Committee. The role of the Nomination Committee has been assumed by the full Board operating under the Nomination Committee Charter adopted by the Board.

When considering the appointment of a new Director, the Board may engage the services of an executive recruitment firm to assist identify suitable candidates to be shortlisted for consideration for appointment to the Board and to carry out appropriate reference checks before the Board makes an offer to a preferred candidate.

Newly appointed directors must stand for reappointment at the next subsequent AGM. The Notice of Meeting for the AGM provides shareholders with information about each Director standing for election or re-election including details of relevant skills and experience.

Recommendation 1.3 *– A listed entity should have a written agreement with each director and executive setting out the terms of their appointment.*

New Directors consent to act as a Director and receive a formal letter of appointment which sets out duties and responsibilities, rights, and remuneration entitlements.

***Recommendation 1.4** – The company secretary of a listed entity should be accountable directly to the chair, on all matters to do with the proper functioning of the board.*

Carajas' Company Secretary fulfils a broad range of management responsibilities in addition to company secretarial duties. As a result, the formal reporting line of the Company Secretary is to the CEO and the Chair. For any matter relevant to the company secretarial duties or conduct of the Board, the Company Secretary has an indirect reporting line, and is accountable, to the Chair of the Board.

***Recommendation 1.5** – A listed entity should:*

- *a) have a diversity policy which includes requirements for the board to or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;*
- *b) disclose that police or a summary of it; and*
- *c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:*
  - *1. the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or*
  - *2. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.*

The Group has not disclosed its policy concerning diversity, its measurable objectives for achieving gender diversity and its progress towards achieving those objectives. The Board continues to monitor diversity across the organization however due to the size of the Group, the Board does not consider it appropriate at this time to formally set measurable objectives for gender diversity.

The Group is committed to workplace diversity and to ensuring a diverse mix of skills and talent exists amongst its directors, officers and employees, to enhance Group performance. The Board has adopted a Diversity Policy which addresses equal opportunities in the hiring, training and career advancement of directors, officers and employees.

In accordance with this policy, the Board discloses there was one woman employed in the organization or on the Board of the Group as at the date of this report.

***Recommendation 1.6** – A listed entity should:*

- *a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors;*
- *b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.*

<u>Evaluation of Board and individual Directors</u>
The Board of Carajas conducts its performance review of itself on an ongoing basis throughout the year. The small size of the Group and hands on management style requires an increased level of interaction between Directors and Executives throughout the year. Board members meet amongst themselves both formally and informally. The Board considers that the current approach that it has adopted with regard to the review of its performance provides the best guidance and value to the Group given its size.

***Recommendation 1.7** – A listed entity should:*

- *a) have and disclose a process for periodically evaluating the performance of its senior executives; and*
- *b) disclose, in relation to each reposting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.*

The Board of Carajas conducts its performance review the CEO on an ongoing basis throughout the year. The small size of the Group and hands on management style requires an increased level of interaction between Directors and CEO throughout the year. The Board considers that the current approach provides the best guidance and value to the Group given its size.

Principle 2: Structure the Board to add value

Carajas' Constitution provides for a minimum of three directors and a maximum of twelve.

The Directors of Carajas at any time during the financial year are listed with a brief description of their qualifications, appointment date, experience and special responsibilities in the Annual Report.

The Board met regularly throughout the course of the financial year to discuss the Company's operational and financial activities, however no formal meetings were held.

Recommendation 2.1 – *The Board of a listed entity should:*

a) *have a nomination committee which:*
   1. *Has at least three members, a majority of whom are independent directors; and*
   2. *Is chaired by an independent director;*

   and disclose:

   3. *the charter of the committee;*
   4. *the members of the committee; and*
   5. *as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*

b) *if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable to discharge its duties and responsibilities effectively.*

The Group does not have a Nomination committee. The role of the Nomination Committee has been assumed by the full Board operating under the Nomination Committee Charter adopted by the Board.

Recommendation 2.2 – *The listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.*

The Group does not have an established board skills matrix on the mix of skills and diversity for Board membership. The Board continues to monitor the mix of skills and diversity on the Board however, due to the size of the Group, the Board does not consider it appropriate at this time to formally set matrix on the mix of skills and diversity for Board membership.

Recommendation 2.3 – *A listed entity should disclose:*

a) *the names of the directors considered by the board to be independent directors;*

b) *if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion and*

c) *the length of service of each director.*

The skills, experience and expertise relevant to the position of Director held by each Director in office at the date of the Annual Report is included in the Directors' Report. Directors of the Group are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement.

The Board has accepted the following definition of an Independent Director:
"An Independent Director is a Director who is not a member of management, is a Non-Executive Director and who:

- is not a substantial shareholder (under the meaning of Corporations Act 2001) of the Group or an officer of, or otherwise associated, directly or indirectly, with a substantial shareholder of the Group;
- has not within the last three years been employed in an executive capacity by the Group or another Group member, or been a Director after ceasing to hold any such employment;
- is not a principal of a professional adviser to the Group or another Group member;
- is not a significant consultant, supplier or customer of the Group or another Group member, or an officer of or otherwise associated, directly or indirectly, with a significant consultant, supplier or customer;
- has no significant contractual relationship with the Group or another Group member other than as a Director of the Group;
- is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Group."

In accordance with the definition of independence above, no Directors are considered independent. Accordingly, a majority of the Board is not independent. Given the size of the Group the current Board is deemed appropriate. There are procedures in place, as agreed by the Board, to enable Directors to seek independent professional advice on issues arising in the course of their duties at the Group's expense.

The term in office held by each Director in office at the date of this report is as follows:

Name	Term in office
Mr. Matthew Wood	6 years, 4 months
Mr. Nick von Schirnding	11 months
Mr. Brian McMaster	1 year, 1 month

Recommendation 2.4 – *The majority of the Board of a listed entity should be independent Directors.*

The Group does not have a majority of independent directors. The Directors consider that the current structure and composition of the Board is appropriate to the size and nature of operations of the Group.

As at the date of this report, the Board comprised three executive Directors. In accordance with the definition of independence above, no Directors are considered independent. Accordingly, a majority of the Board is not independent.

Recommendation 2.5 – *The Chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.*

Under Carajas' Constitution, the Board elects a Chairman from amongst the Directors. If a Chairman ceases to be an independent Director then the Board will consider appointing a lead independent Director.

Carajas' Chairman, Matthew Wood is not considered an independent Director. The Directors consider that the current Chairman of the Board is appropriate to the size and nature of operations of the Group.

Recommendation 2.6 – *The listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.*

The formal letter of appointment and an induction pack provided to Directors contain sufficient information to allow the new Director to gain an understanding of:

- The rights, duties and responsibilities of Directors;
- The role of Board Committees;
- The roles and responsibilities of the CEO; and
- Carajas' financial, strategic, and operational risk management position.

Directors are encouraged to take appropriate professional development opportunities approved by the Board.

Principle 3: Promote ethical and responsible decision making

Recommendation 3.1 – *A listed entity should:*

a) have a code of conduct for its directors, senior executives and employees; and
b) disclose that code or a summary of it.

Carajas has a Code of Conduct that applies to Carajas and its Directors, employees and contractors (all of which are referred to as "employees" in the Code).

The Code of Conduct sets out a number of overarching principles of ethical behaviour which cover:

- Personal and Professional Behaviour;
- Conflict of Interest;
- Public and Media Comment;
- Use of Company Resources;
- Security of Information;
- Intellectual Property/Copyright
- Discrimination and Harassment;
- Corrupt Conduct;
- Occupational Health and Safety;
- Legislation;
- Fair Dealing;
- Insider Trading;
- Responsibilities to Investors;
- Breaches of the Code of Conduct; and
- Reporting Matters of Concern.

Training about the Code of Conduct is part of the induction process for new Carajas Directors.

Carajas' Code of Conduct is available on Carajas' website.

Principle 4: Safeguard integrity in corporate reporting

Recommendation 4.1 *– A board of a listed entity should:*

a) have an audit committee which:

1. has at least three members, all of whom are non-executive directors and a majority of whom are independent; and

2. is chaired by an independent director, who is not the chair of the board,

and disclose:

3. the charter of the committee;

4. the relevant qualifications and experience of the members of the committee; and

5. in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard that integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

The Group does not have an Audit and Risk Management Committee. The role of the Audit and Risk Management Committee has been assumed by the full Board operating under the Audit and Risk Management Committee Charter adopted by the Board. The Directors consider this as appropriate to the size and nature of operations of the Group.

Charter of the Audit and Risk Management Committee
The Board has formally adopted an Audit and Risk Management Committee Charter but given the present size of the Group, has not formed a separate Committee. Instead the function of the Committee will be undertaken by the full Board in accordance with the policies and procedures outlined in the Audit and Risk Management Committee Charter. At such time when the Group is of sufficient size a separate Audit and Risk Management Committee will be formed.

It is the Board's responsibility to ensure that an effective internal control framework exists within the entity. This includes both internal controls to deal with both the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial and non- financial information. It is the Board's responsibility for the establishment and maintenance of a framework of internal control of the Group.

Recommendation 4.2 *– The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.*

The CEO and the CFO have provided the Board with written assurances that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal compliance and control and that the system is operating effectively in all material respects in relation to financial reporting risks.

Recommendation 4.3 *– A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.*

The external auditor attends Carajas' Annual General Meeting. Shareholders may submit written questions to the auditor to be considered at the meeting in relation to the conduct of the audit and the preparation and content of the Independent Audit Report by providing the questions to Carajas at least five business days before the day of the meeting. No questions were sent to the auditor in advance of the 2014 Annual General Meeting. Shareholders are also given a reasonable opportunity at the meeting to ask the auditor questions relevant to the conduct of the audit, the Independent Audit Report, the accounting policies adopted by Carajas and the independence of the auditor.

Principle 5: Make timely and balanced disclosure

Recommendation 5.1 *– A listed entity should:*

a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and

b) disclose that policy or a summary of it.

Disclosure
Carajas' Disclosure Policy describes Carajas' continuous disclosure obligations and how they are managed by Carajas. The Policy is reviewed bi-annually and is published on Carajas' website. It was most recently reviewed in September 2015.

Accountability
The Company Secretary reports to the Board quarterly on matters that were either notified or not notified to the ASX. Directors receive copies of all announcements immediately after notification to the ASX. All ASX announcements are available on the Carajas website.

Financial market communications
Communication with the financial market is the responsibility of the CEO. Communication with the media is the responsibility of the CEO. The Disclosure Policy covers briefings to institutional investors and stockbroking analysts, general briefings, one-on-one briefings, blackout periods, compliance and review as well as media briefings.

The substantive content of all market presentations about the half year and full year financial results and all statements relating to Carajas' future earnings performance must be referred to, and approved by, the Board before they are disclosed to the market.

Principle 6: Respect the rights of shareholders

Recommendation 6.1 *– A listed entity should provide information about itself and its governance to investors via its website.*

Carajas' website provides detailed information about its business and operations. Details of Carajas' Board Members can be found on the website.

The Investor Centre link on Carajas' website provides helpful information to shareholder. It allows shareholders to view all ASX and media releases; various investor presentations; a copy of the most recent Annual Report and Annual Reports for at least the two previous financial years; and the notice of meeting and accompanying explanatory material for the most recent Annual General Meeting and the Annual General Meetings for at least the two previous financial years.

Shareholders can find information about Carajas' corporate governance on its website at under the Corporate link. This includes Carajas' Corporate Governance Plan.

The Corporate Governance Plan includes:

- Board Charter
- Corporate Code of Conduct
- Committee Charters
- Performance evaluation processes
- Continuous disclosure processes
- Risk management processes
- Trading policy
- Diversity policy
- Shareholder communications strategy

Recommendation 6.2 *– A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.*

Carajas is committed to communicating effectively with its shareholders and making it easier for shareholders to communicate with the Group.

Carajas promotes effective communication with shareholders and encourages effective participation at general meetings, information is communicated to shareholders:

- Through the release of information to the market via the ASX;
- Through the Annual Report, half yearly report and quarterly reports;
- Through the distribution of the annual report and notices of annual general meeting;
- Through shareholder meetings and investor relations presentations; and
- The external auditors are required to attend the annual general meeting and are available to answer any shareholder questions about the conduct of the audit and preparation of the audit report.

Recommendation 6.3 *– A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.*

Notices of meeting sent to Carajas' shareholders comply with the "Guidelines for notices of meeting" issued by the ASX in August 2007. Shareholders are invited to submit questions before the meeting and, at the meeting, the Chairman attempts to answer as many of these as is practical.

The Chairman also encourages shareholders at the meeting to ask questions and make comments about Carajas' operations and the performance of the Board and senior management. The Chairman may respond directly to questions or, at his discretion, may refer a question to another Director or the CEO.

New Directors or Directors seeking re-election are given the opportunity to address the meeting and to answer questions from shareholders.

Recommendation 6.4 *– A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.*

Shareholders have the option of electing to receive all shareholder communications by e-mail. Carajas provides a printed copy of the Annual Report to only those shareholders who have specifically elected to receive a printed copy. Other shareholders are advised that the Annual Report is available on the Carajas website.
All announcements made to the ASX are available to shareholders by email notification when a shareholder provides the Carajas Share Registry with an email address and elects to be notified of all Carajas ASX announcements.

The Carajas Share Register is managed and maintained by Automic Share Registry Services Pty Ltd. Shareholders can access their shareholding details or make enquiries about their current shareholding electronically by quoting their Shareholder Reference Number (SRN) or Holder Identification Number (HIN), via the Automic Share Registry Investor Online Login or by emailing info@automic.com.

Principle 7: Recognise and manage risk

Recommendation 7.1 *– A board of a listed entity should:*

a) have a committee or committees to oversee risk, each of which:
  1. *has at least three members, all of whom are non-executive directors and a majority of whom are independent; and*
  2. *is chaired by an independent director, who is not the chair of the board,*

  and disclose:

  3. *the charter of the committee;*
  4. *the members of the committee; and*
  5. *as at the end of each reporting period the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*

b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

The Group does not have an Audit and Risk Management Committee. The role of the Audit and Risk Management Committee has been assumed by the full Board operating under the Audit and Risk Management Committee Charter adopted by the Board.

Details of the structure and Charter of the Audit and Risk Management Committee are set out in Recommendation 4.1.

Recommendation 7.2 *– The board or a committee of the board should:*

a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and
b) disclose, in relation to each reporting period, whether such a review has taken place.

<u>Risk Management Policies</u>
Carajas has a number of other policies that directly or indirectly serve to reduce and/or manage risk. These include, but are not limited to:

- Directors and Executive Offices' Code of Conduct
- Code of Business Conduct
- Dealing in Company Securities
- Communications Strategy
- Disclosure Policy
- Risk Management and Internal Control Policy

<u>Roles and responsibilities</u>
The Risk Management Policy, and the other policies listed above, describes the roles and responsibilities for managing risk. This includes, as appropriate, details of responsibilities allocated to the Board.

The Board is responsible for reviewing and approving changes to the Risk Management Policy and for satisfying itself that Carajas has a sound system of risk management and internal control that is operating effectively. The Board annually reviews and approves Carajas' main risk exposures and the mitigating actions.

Recommendation 7.3 *– A listed entity should disclose:*

a) If it has an internal audit function, how the function is structured and what role it performs; or
b) If it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.

The Group does not have an established internal audit function given the size of its current operations. The risk management functions of the board are summarised under recommendations 7.1 and 7.2.

***Recommendation 7.4** – A listed entity should disclose whether it has any material exposure to economic and social sustainability risks and, if it does, how it manages or intends to manage those risks.*

The Board of Carajas informally monitors and manages the Groups exposure to economic, environment and social responsibility risks. The Board considers that the current approach that it has adopted with regard to the sustainability risk management process is appropriate to the size and nature of operations of the Group.

Principle 8: Remunerate fairly and responsibly

***Recommendation 8.1** – A board of a listed entity should:*

- *a) have a remuneration committee which:*
  1. *has at least three members, all of whom are non-executive directors and a majority of whom are independent; and*
  2. *is chaired by an independent director,*

  and disclose:

  3. *the charter of the committee;*
  4. *the members of the committee; and*
  5. *as at the end of each reporting period the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*
- *b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.*

The Board is responsible for determining and reviewing compensation arrangements for executive directors. The Board has formally adopted a Remuneration Committee Charter however given the present size of the Group, has not formed a separate Committee. Instead the function will be undertaken by the full Board in accordance with the policies and procedures outlined in the Remuneration Committee Charter. At such time when the Group is of sufficient size a separate Remuneration Committee will be formed.

There is no scheme to provide retirement benefits, other than statutory superannuation, to non-executive Directors.

***Recommendation 8.2** – A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.*

Carajas' remuneration structure distinguishes between non-executive Directors and that of the CEO. A Remuneration Report required under Section 300A(1) of the Corporations Act is provided in the Directors' Report of the Annual Report.

***Recommendation 8.3** – A listed entity which has an equity-based remuneration scheme should:*

- *a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and*
- *b) disclose that policy or a summary of it.*

Carajas does not have a policy on whether participants in equity based remuneration schemes are able to enter into transactions which limit the economic risk of participating in those schemes as the Group does not have an equity based remuneration scheme.

ASX Additional Information

Additional information required by the Australian Stock Exchange Ltd and not shown elsewhere in this report is as follows. The information is current at 24 September 2015.

Distribution of Share Holders

	Ordinary Shares	
	Number of Holders	Number of Shares
1 - 1,000	4,868	804,342
1,001 - 5,000	1,510	4,221,201
5,001 - 10,000	503	3,939,877
10,001 - 100,000	878	28,101,292
100,001 - and over	149	99,599,902
TOTAL	7,908	136,666,614

There were 7,682 holders of ordinary shares holding less than a marketable parcel.

Top Twenty Share Holders

Name	Number of shares held	%
RD CONSULTING LTD	19,350,000	14.16
NEFCO NOMINEES PTY LTD	11,534,112	8.44
GEMSTAR INVESTMENTS LIMITED	10,000,000	7.32
NICHOLAS VON SCHIRNDING	10,000,000	7.32
MR ROBERT MARK BOSGRAAF	2,609,777	1.91
MR MATTHEW GADEN WESTERN WOOD	2,235,592	1.64
CITICORP NOMINEES PTY LIMITED	2,100,637	1.54
MR ZHI WEI YUAN & MRS SUI SHAN LU	1,800,000	1.32
MS KATHRYN SILAS	1,800,000	1.32
ABN AMRO CLEARING SYDNEY NOMINEES PTY LTD <CUSTODIAN A/C>	1,793,828	1.31
AVANCO RESOURCES LIMITED	1,500,000	1.10
J P MORGAN NOMINEES AUSTRALIA LIMITED	1,458,892	1.07
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,297,470	0.95
MR GANTUMUR KHORLOO	1,242,823	0.91
MR GANDUSH BATMUNKH	959,328	0.70
MS YANPING ZHOU	915,924	0.67
MISS BADMAARAG GANTUMUR	826,559	0.60
MS ROSEMARIE CREMONA	782,500	0.57
MR NICHOLAS MARK LINDSAY	657,143	0.48
MR SEBASTIAN PHILIP MERRIMAN	633,990	0.46
TOTAL	**73,498,575**	**53.78**

Unquoted Equity Securities

Options – 6 holders

Class	Number of securities	Holders with more than 20%
Options over ordinary shares exercisable at $0.02 on or before 31 December 2018	30,000,000	-

Performance Shares – 3 holders per class

Class	Number of securities	Holders with more than 20%
Performance Share A	30,000,000	- NEFCO Nominees Pty Ltd - Gemstar Investments Limited - Nicholas von Schirnding
Performance Share B	60,000,000	- NEFCO Nominees Pty Ltd - Gemstar Investments Limited - Nicholas von Schirnding

ASX Additional Information

Substantial Shareholders

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

Shareholder Name	No. of Ordinary Shares	Percentage %
Matthew Wood	14,001,668	11.04
Brian McMaster	10,150,000	8.00
Nick von Schirnding	10,000,000	7.32

On-Market Buy Back

There is no current on-market buy back.

Voting Rights

All ordinary shares carry one vote per share without restriction. Options and Performance Shares do not carry any voting rights.

Tenement Table

Interests in mining tenements held are detailed in the table below:

Project	Tenement	Location	Ownership
KM Project	15214X, 14843X 7334X, 7337X	Mongolia	80%
Daltiin Ovor	12521X	Mongolia	80%
Primavera	850.467/2002	Brazil	100%
Salobo South Copper Project	851.224/2011	Brazil	100%