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**Threat Protect Australia Limited**  
(Formerly East Africa Resources Limited)

**ANNUAL REPORT**  
**30 June 2015**

## CORPORATE DIRECTORY

### THREAT PROTECT AUSTRALIA LIMITED

(Formerly East Africa Resources Limited)  
ABN: 36 060 774 227

#### DIRECTORS

Derek La Ferla (Appointed 3 September 2015)	Non-Executive Chairman
Demetrios Pynes (Appointed 3 September 2015)	Managing Director
Paolo ("Paul") Ferrara (Appointed 3 September 2015)	Executive Director
Katina Law	Non-Executive Director
Robert Kirtlan (Resigned 3 September 2015)	Non-Executive Chairman
Michael Richard Griffiths (Resigned 3 September 2015)	Non-Executive Director
Peter Lawson Munachen (Resigned 23 April 2015)	Non-Executive Director
Henry David Kennedy (Resigned 23 April 2015)	Non-Executive Director
Ernest Anthony Myers (Resigned 23 April 2015)	Chief Financial Officer

#### COMPANY SECRETARY

Jay Stephenson

#### REGISTERED OFFICE

Suite 12, Level 1  
11 Ventnor Avenue  
West Perth WA 6005  
Australia  
Telephone: +61 8 6141 3500  
Facsimile: +61 8 6161 3599  
Email: [info@threatprotect.com.au](mailto:info@threatprotect.com.au)  
Internet: [www.threatprotect.com.au](http://www.threatprotect.com.au)

#### PRINCIPLE PLACE OF BUSINESS

Unit 1, 8 Fisher Street  
Belmont WA 6104  
Australia  
Telephone: 1300 847 328  
Facsimile: +61 8 9322 9711

#### SECURITIES EXCHANGE

Threat Protect Australia Limited securities are listed on the Australian Securities Exchange (ASX)  
ASX Code: TPS

#### AUDITORS

Rothsay Chartered Accountants  
Suite 11, 4 Ventnor Avenue  
West Perth WA 6005

#### SHARE REGISTRY

Computershare Investor Services Pty Ltd  
Level 11,  
172 St Georges Terrace  
Perth WA 6000  
Tel (Australia): 1300 850 505  
Tel (Overseas): +61 8 9415 4000

# THREAT PROTECT AUSTRALIA LIMITED

## DIRECTORS' REPORT

The directors present their report together with the consolidated financial statements of the Group comprising Threat Protect Australia Limited ("Threat Protect" or "the Company"), and its subsidiaries, for the financial year ended 30 June 2015 and the auditor's report thereon.

### DIRECTORS

The names and details of the Company's directors in office during the financial year and until the date of this report are as follows. The directors were in office for the entire period unless otherwise stated.

**Derek La Ferla** B.Arts B.Juris B.Law Fellow of AICD (Independent Non-Executive Chairman) **(Appointed 3 September 2015)**

Mr La Ferla was appointed as Non-Executive Chairman on 3 September 2015.

Mr La Ferla is an experienced corporate lawyer and company director with more than 30 years' experience. Mr La Ferla is a Partner with leading independent West Australian firm Lavan Legal. He is also a member of the firm's Advisory Board and previously served on the Norton Rose Australia National Board (when the firm was Deacons).

Mr La Ferla has been a director of a number of listed public, private and not-for-profit companies. He is currently Chairman of Sandfire Resources NL, OTOC Limited and Cashmere Iron Limited. He is a fellow of the Australian Institute of Company Directors and a Mentor under its Chair's Mentoring Program.

**Demetrios Pynes** B.Com F Fin (Managing Director) **(Appointed 3 September 2015)**

Mr Pynes was appointed as Managing Director on 3 September 2015.

Demetrios Pynes is a highly experienced businessman with specialist knowledge of both the finance and security industries. He holds a Bachelor of Commerce with double majors in finance and banking and has post-graduate qualifications in Commerce. Mr Pynes spent several years as a banking and finance director, during which time he was an analyst and adviser to high net worth clients. For the past 12 years, he has operated various successful businesses, mainly in the security industry. Mr Pynes has previously held security officer and security consultant licences.

**Paolo ("Paul") Ferrara** B.Com (Executive Director) **(Appointed 3 September 2015)**

Mr Ferrara was appointed as Executive Director on 3 September 2015.

Paul Ferrara is a co-founder of Threat Protect. In his capacity of Chief Operating Officer, Paul brings many years' experience in logistics and business. Prior to Threat Protect, he was assigned several roles in Australia and Singapore for SIRVA, a global provider of transport and relocation services.

With qualifications in management and information systems, specialising in telecommunications, Mr Ferrara is well suited to his specialist role of integrating businesses and new opportunities into the Threat Protect Group. Paul holds the security, crowd control and equity licences on behalf of the Threat Protect Group.

**Katina Law** B.Com, CPA, MBA (London), GAICD (Non-Executive Director)

Ms Law was appointed as an Director on 7 September 2012.

Ms Law has 24 years of experience working in the resources sector, across several continents, both on site and in senior corporate roles. Through her consulting company she has provided services in the areas of financial management, financial decision making and strategic business development to mining and exploration clients.

# THREAT PROTECT AUSTRALIA LIMITED

## DIRECTORS' REPORT

### **Robert Kirtlan** (Former Chairman, Independent Non-Executive Director) **(Resigned 3 September 2015)**

Mr Kirtlan was appointed as a Director on 20 November 2013, Chairman on 29 November 2013 and resigned on 3 September 2015.

Mr Kirtlan has over 20 years of company management experience and has spent 7 years in global mining investment banking in Perth, Sydney and New York working for major global investment banks with a specialist role in the mining and natural resources sector. He has a background in finance and management.

#### *Directorships held in other listed entities:*

Decimal Software Limited (ASX) – Director since June 2002  
RMG Limited (ASX) – Director and Executive Chairman since April 2011  
Credo Resources Limited (ASX) – Director since December 2011  
Homeland Uranium Inc (CAN) – Director since February 2012

### **Michael Richard Griffiths**, B.Sc Dip.Ed, FAusIMM, GAICD (Former Independent Non-Executive Director) **(Resigned 3 September 2015)**

Mr Griffiths was appointed as a Director on 20 November 2013 and resigned on 3 September 2015.

Mr Griffiths has over 30 years of experience in exploration and development in the minerals and energy sector in Australia and Africa. Mr Griffiths sits on the board of a number of ASX and TSX-V companies. Mr Griffiths is a Fellow of AusIMM and a graduate of the Australian Institute of Company Directors.

#### *Directorships held in other listed entities:*

Tiger Resources Limited (ASX) – Director since December 2012 and CEO since August 2015  
Chrysalis Resources Limited (ASX) – Director since July 2013 and resigned in September 2014  
RMG Limited (ASX) – Director since June 2013  
Currie Rose Resources INC (TSX-V) – Director since March 2005 and President since December 2012

### **Peter Lawson Munachen** FCA, FAICD (Former Non-Executive Director) **(Resigned 23 April 2015)**

Mr Munachen was appointed as a Director on 29 March 2010 and resigned on 23 April 2015.

Mr Munachen has over 35 years of corporate and administrative experience in hydrocarbon and mineral resource companies. He has served as a director/officer of a number of listed companies, specialising in corporate finance and project acquisition.

#### *Directorships held in other listed entities:*

Norwest Energy NL – Director since November 2003 and CEO since December 2008.

### **Henry David Kennedy** MA (Geology), SEG (Former Non-Executive Director) **(Resigned 23 April 2015)**

Mr Kennedy was appointed as a Director on 6 March 2013 and resigned on 23 April 2015.

Mr Kennedy has had a long association with Australian and New Zealand resource companies and as a technical director has been instrumental in the formation and development of a number of successful listed companies, including Pan Pacific Petroleum NL, New Zealand Oil & Gas Limited, Mineral Resources (NZ) Ltd and Otter Exploration NL.

#### *Directorships held in other listed entities:*

Norwest Energy NL – Director since April 1997.  
Pancontinental Oil & Gas NL – Director since August 1999.

**THREAT PROTECT AUSTRALIA LIMITED**  
**DIRECTORS' REPORT**

**Ernest Anthony Myers** CPA (Alternate Director, Chief Financial Officer and Joint Company Secretary) (Resigned 23 April 2015)

Mr Myers was appointed as an Alternate Director on 23 June 2010 and resigned on 23 April 2015.

Mr Myers is a Certified Practising Accountant (CPA) who has been a director, company secretary or consultant to listed resource companies for over 32 years. He has experience in capital raising, ASX compliance and regulatory requirements.

*Directorships held in other listed entities:*

Pancontinental Oil & Gas NL – Director since 5 January 2009.

**COMPANY SECRETARY**

Ms Eva Witheridge and Mr Ernest Myers were joint company secretaries of Threat Protect until Mr Myers resigned on 23 April 2015.

Ms Witheridge was appointed as company secretary on 26 March 2013. She is a Chartered Accountant with over 15 years of experience in accounting and corporate services, both in public practice and commerce.

Ms Witheridge resigned as Company Secretary on 3 September 2015.

**Mr Jay Stephenson** was appointed Company Secretary on 3 September 2015.

Mr Stephenson holds a Master of Business Administration, is a Fellow Certified Practising Accountant, a Certified Management Accountant (Canada), a Fellow of the Governance Institute of Australia and is a Member of the Australian Institute of Company Directors. Mr Stephenson has been involved in business development for over 25 years including approximately 21 years as Director, Chief Financial Officer and Company Secretary for various listed and unlisted entities in resources, manufacturing, wine, hotels and property. He has been involved in business acquisitions, mergers, initial public offerings, capital raisings, business restructuring as well managing all areas of finance for companies.

Mr Stephenson is currently a non-executive Chairman of Yonder & Beyond Group Limited, and is a Director of Drake Resources Limited, Doray Minerals Limited, Strategic Minerals Corporation NL and Nickelore Limited as well as Company Secretary for a number of ASX-listed resource and industrial companies.

**DIRECTORS' MEETINGS**

The number of directors' meetings (including meetings of committees of directors) and number of meetings attended by each of the directors of the Company during the financial year were:

Director	Directors' Meetings		Audit & Risk Committee	
	A	B	A	B
D La Ferla (Appointed 3 Sept 2015)	-	-	-	-
D Pynes (Appointed 3 Sept 2015)	-	-	-	-
P Ferrara (Appointed 3 Sept 2015)	-	-	-	-
K Law	4	4	-	-
R Kirtlan (Resigned 3 Sept 2015)	4	4	-	-
M Griffiths (Resigned 3 Sept 2015)	4	4	-	-
P Munachen (Resigned 23 April 2015)	3	4	-	-
H Kennedy (Resigned 23 April 2015)	4	4	-	-
E Myers (Resigned 23 April 2015)	4	4	-	-

**A** = Number of meetings attended

**B** = Number of meetings held during the time the director held office during the reporting period.

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# THREAT PROTECT AUSTRALIA LIMITED

## DIRECTORS' REPORT

### PRINCIPAL ACTIVITY

The principal activity of the Group during the financial year was exploration of uranium and gold projects in Tanzania.

There were no significant changes in the nature of the Group's principal activities during the financial year.

Subsequent to the end of the financial year, on 11 September 2015, the Group acquired Threat Protect Australia Pty Ltd (Since renamed to Threat Protect Group Pty Ltd) and the nature of the principal activities of the Group changed significantly.

The principal activity of the Group has now changed, at the date of this report, from the exploration of uranium and gold projects in Tanzania to the provision of security, monitoring and risk management services in Australia. For further information regarding the Groups activities subsequent to year end, please refer to Note 25, *Events Subsequent To Year End*, of the Consolidated Financial Report.

### OPERATING AND FINANCIAL REVIEW

#### Operations Review

Threat Protect Australia Limited (formerly known as East Africa Resources Limited) was involved in uranium exploration in Tanzania.

On 24 April 2015 the company announced that it would be acquiring Threat Protect Group Pty Ltd (formerly known as Threat Protect Australia Pty Ltd), a security, monitoring and risk management services company based in Australia. The transaction was completed on 11 September 2015. For further information regarding this transaction and other events subsequent to year end, please refer to Note 25, *Events Subsequent To Year End*, in the notes to the consolidated financial statements.

#### Operating Results

The net loss of the Group for the financial year after income tax was \$3,949,153 (2014: loss of \$836,260).

### STATE OF AFFAIRS

In the opinion of the directors, there were no significant changes in the state of affairs of the Group that occurred during the financial year under review, other than those matters referred to in this report.

### DIVIDENDS

No dividends have been paid by the Company during the financial year ended 30 June 2015, nor have the directors recommended that any dividends be paid.

### EVENTS SUBSEQUENT TO REPORTING DATE

On 24 April 2015 the company announced that it would be acquiring Threat Protect Group Pty Ltd (formerly known as Threat Protect Australia Pty Ltd), a security, monitoring and risk management services company based in Australia. The transaction was completed on 11 September 2015. For further information regarding this transaction and other events subsequent to year end, please refer to Note 25, *Events Subsequent To Year End*, in the notes to the consolidated financial statements.

### LIKELY DEVELOPMENTS

Following the above-mentioned acquisition of Threat Protect Group Pty Ltd (formerly known as Threat Protect Australia Pty Ltd), a security, monitoring and risk management services company based in Australia, on 11 September 2015, the Company began to execute its well-developed strategic growth plan, which is focussed on the further utilisation of its core operating assets.

# THREAT PROTECT AUSTRALIA LIMITED

## DIRECTORS' REPORT

### LIKELY DEVELOPMENTS (CONTINUED)

Threat Protect is a provider of security, monitoring and risk management solutions to an ever growing and security-conscious market. Alarm monitoring services are a significant growth area because they provide better security at a relatively low cost to clients. Directly and through its reseller base, Threat Protect offers:

- 24 hour monitoring of electronic security systems using a variety of connection methods
- Design, installation and maintenance of security systems including alarms and CCTV
- Remote viewing of CCTV cameras
- Data and hardware monitoring
- App based duress and personal tracking facilities
- Vehicle based location tracking services
- Security Personnel services; and
- Corporate risk management consulting

Threat Protect currently delivers its services to over 10,600 domestic and commercial customers through its direct and reseller networks. These resellers are other licensed security firms who do not have their own secure facility and utilise Threat Protect's A1 graded security monitoring control room to deliver the monitoring capability on their behalf in what is effectively a white-labelling offer.

According to the 2014 Ibis World Industry Report 07712 Investigation and Security Services in Australia, the Australian Security industry is forecast to generate approximately \$6.275 billion in annual revenue, of which alarm monitoring represents approximately \$1 billion. The industry is highly fragmented with a number of small operators and is moving away from labour-intensive guards and patrols to electronic surveillance and monitoring. Threat Protect is actively growing its reseller base and offering its entire product suite through this effective distribution channel.

In addition, Threat Protect intends to launch across both its existing customer base and to the wider public a Threat Protect monitored 24-hour remote "back to base" monitoring Smart App, which allows a mobile phone user to have their own personal duress alarm that can be used worldwide, on any mobile phone network. This product also enables premises to be monitored without the requirement for a telephone land line, and provides additional functionality to the user by allowing remote arming and disarming of the security system, as well as the ability to remotely control other equipment such as lighting or air-conditioning. The Smart App will provide an innovative security solution that links back to Threat Protect's 24 hour manned control centre in East Perth, Western Australia.

Threat Protect also has options to acquire two security businesses (one of which it has exercised subsequent to year end – please refer to Note 25, *Events Subsequent To Year End*, in the notes to the consolidated financial statements). Following exercise of the options, the acquisitions remain subject to due diligence. Should due diligence be completed and Threat Protect completes the acquisitions, it intends to consolidate the operations of these two business with the existing business operations serviced from the current East Perth control centre. At the completion of this integration, the East Perth control centre will service over 20,000 customers, which will represent approximately 20% of the control centre's current service capacity of 100,000 customers.

The acquisitions of the two businesses are forecast to increase Threat Protect's revenue from the current level of approximately \$5 million a year to \$6.9 million in FY16, an increase of 35 per cent. Importantly, the fixed-cost nature of Threat Protect's existing infrastructure means the acquisitions will result in only a 3 per cent increase in expenses.

In addition to developing the organic growth opportunities, Threat Protect will actively seek opportunities to acquire additional monitored security client bases from other security companies across Australia which are seeking a liquidity event. Operating in a highly fragmented industry, Threat Protect will continue its current strategy of consolidation.

Further information about likely developments in the operations of the Group and the expected results of those operations in future financial years has not been included in this report because disclosure of the information would be likely to result in unreasonable prejudice to the Group.

# THREAT PROTECT AUSTRALIA LIMITED

## DIRECTORS' REPORT

### ENVIRONMENTAL ISSUES

The Group's operations are subject to various environmental regulations in Tanzania. The directors believe that the Group has adequate systems in place for the management of its environmental requirements and is not aware of any breach of those environmental requirements as they apply to the Group.

### RISK MANAGEMENT

The directors are responsible for ensuring that risks, and also opportunities, are identified on a timely basis and that activities are aligned with the risks and opportunities identified by the directors.

The Group believes that it is crucial for all directors to be a part of this process, and as such has not established a separate risk management committee.

The Group has a number of mechanisms in place to ensure that management's objectives and activities are aligned with the risks identified by the directors. These include the following:

- Board approval of a strategic plan, which encompasses strategy statements designed to meet stakeholders needs and manage business risk; and
- Implementation of Board approved operating plans and budgets and monitoring of progress against these budgets.

For further information please refer to the Group's Corporate Governance Statement included in the Annual Report.

### INDEMNIFICATION AND INSURANCE OF OFFICERS

The Company has agreed to indemnify the directors of the Company, the directors of controlled entities and executive officers against all liabilities to other persons (other than the Company or a related body corporate) that may arise from their position as directors of the Company and its controlled entities, except where the liability arises out of conduct involving a lack of good faith. The agreement stipulates that the Company will meet the full amount of any such liabilities, including costs and expenses.

### NON-AUDIT SERVICES

Details of the amounts paid (excluding GST) to the auditor of the Group, Rothsay Chartered Accountants, and its related practices for audit and non-audit services provided during the year are set out below:

	2015 \$	2014 \$
<b>Statutory audit</b>		
- Statutory audit/review by the auditors of the Group	30,750	26,500
<b>Services other than statutory audit</b>		
- Taxation services	3,250	-
	<hr/>	<hr/>
	34,000	26,500

During the year, the Group's auditor, Rothsay Chartered Accountants, performed certain other services in relation to tax advisory and compliance in addition to their statutory duties.

The Board has considered the non-audit services provided during the year by the auditor and is satisfied that the provision of those non-audit services is compatible with, and did not compromise, the auditor independence requirements of the Corporations Act 2011 for the following reasons:

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



**THREAT PROTECT AUSTRALIA LIMITED**  
**DIRECTORS' REPORT**

**DIRECTORS' INTERESTS**

The relevant interest of each director in the shares, debentures, interests in registered schemes and rights or options over such instruments issued by the companies within the Group and other related bodies corporate, as at the date of this report is as follows:

Director	Ordinary Shares <sup>2</sup>	Options over Ordinary Shares <sup>2</sup>
D La Ferla (Appointed 3 Sept 2015)	3,240,212	5,000,000
D Pynes (Appointed 3 Sept 2015)	30,696,778	5,000,000
P Ferrara (Appointed 3 Sept 2015)	28,417,068	5,000,000
K Law	435,892	900,000
R Kirtlan (Resigned 3 Sept 2015) <sup>1</sup>	2,500,416	-
M Griffiths (Resigned 3 Sept 2015) <sup>1</sup>	1,805,194	-
P Munachen (Resigned 23 April 2015) <sup>1</sup>	2,824,989	-
H Kennedy (Resigned 23 April 2015) <sup>1</sup>	16,983,152	-
E Myers (Resigned 23 April 2015) <sup>1</sup>	377,971	-

**Note 1:** Relevant interests of directors which have resigned as at the date of this report are presented as per their final relevant interests at the date of their respective resignations.

**Note 2:** Subsequent to year end, on 18 August 2015, the Company completed a consolidation of capital on the basis that every 4 ordinary shares or options have been converted into 1 ordinary share or option. All of the above holdings of ordinary shares and options over ordinary shares are reflected on a post-consolidation basis, rounded down to the nearest one ordinary share or option over ordinary share. Please refer to Note 25, *Events Subsequent To Year End*, in the notes to the consolidated financial statements.

**SHARE OPTIONS**

**Options granted to directors and executives of the Company**

No options were granted during the financial year. Subsequent to the end of the financial year, on 4 September 2015, the Company has issued the following options to directors of the Company:

- 5,000,000 options with an exercise price of \$0.025 to Mr D La Ferla. The options expire on 4 September 2018;
- 5,000,000 options with an exercise price of \$0.025 to Mr D Pynes. The options expire on 4 September 2018; and
- 5,000,000 options with an exercise price of \$0.025 to Mr P Ferrara. The options expire on 4 September 2018.

**Unissued shares under option**

At the date of this report, unissued shares of the Group under option are:

Expiry Date	Exercise Price	Number of Shares
29 November 2017	\$0.1336	300,000
29 November 2017	\$0.4000	300,000
29 November 2017	\$0.6000	300,000
4 September 2018	\$0.0250	<u>100,000,000</u>
		<u>100,900,000</u>

Subsequent to year end, on 18 August 2015, the Company completed a consolidation of capital on the basis that every 4 ordinary shares or options have been converted into 1 ordinary share or option. All of the above options over ordinary shares are reflected on a post-consolidation basis, rounded down to the nearest one ordinary share or option over ordinary share. Please refer to Note 25, *Events Subsequent To Year End*, in the notes to the consolidated financial statements.

No options have been converted to ordinary shares during or since the end of the financial year.

# THREAT PROTECT AUSTRALIA LIMITED

## DIRECTORS' REPORT

### REMUNERATION REPORT (AUDITED)

The Remuneration Report for the year ended 30 June 2015 is set out below:

#### Remuneration policies

Remuneration levels for the directors of the Company and senior executives of the Group are competitively set to attract and retain appropriately qualified and experienced directors and executives. The Board may obtain independent advice on the appropriateness of remuneration packages and remuneration strategies.

The remuneration policies explained below are designed to attract suitably qualified candidates, reward the achievement of strategic objectives, and achieve the broader outcome of creation of value for shareholders. The remuneration policies take into account:

- the capability and experience of the directors and senior executives;
- the directors and senior executives' ability to control the relevant segment's performance;
- the Group's performance including:
  - the Group's earnings;
  - the growth in share price and returns on shareholder wealth; and
  - the amount of incentives within each directors and senior executive's remuneration.

Remuneration for non-executive directors is fixed and does not include variable remuneration or long-term performance-based incentives. Remuneration of executive directors is variable but does not include long-term performance-based incentives.

#### Remuneration

Fixed remuneration consists of base remuneration (which is calculated on a total cost basis and includes any FBT charges related to employee benefits including motor vehicles) as well as employer contributions to superannuation funds where applicable. Variable remuneration consists of a monthly retainer and a variable component based on hours worked.

Remuneration levels are reviewed annually by the Board through a process that considers individual, segment and overall performance of the Group. In addition, external consultants may be used to provide analysis and advice to ensure the directors and senior executives' remuneration is competitive in the market place. A senior executive's remuneration is also reviewed on promotion.

#### Performance-linked remuneration

Performance-linked remuneration, where appropriate, can include both short-term and long-term incentives and is designed to reward executive directors and senior executives for meeting or exceeding their financial and personal objectives. The short-term incentive is an "at risk" bonus provided in the form of cash, while the long-term incentive is provided as options over ordinary shares of the Company, subject to shareholder approval.

#### Long-term incentive

Options can be issued under an Employee Option Plan, subject to shareholder approval, which provides for executive directors and senior executives to receive options over ordinary shares for no consideration. The ability to exercise the options may be conditional on the Group achieving certain performance hurdles and/or the continuing service of the directors and employees. Options granted to directors and employees, which have not vested upon termination, are forfeited unless otherwise determined by the Board.

Performance hurdles may comprise a number of components, including share price hurdles and personal key performance indicators. Performance hurdles are set and assessed by the Board.

#### Non-executive directors

Total remuneration for all non-executive directors is set with reference to fees paid to other non-executive directors of comparable companies. Non-executive directors do not receive performance-related remuneration other than incentive options, which must be approved by shareholders prior to them being granted. Directors' fees cover all main Board activities.

From time to time, the Board may ask non-executive directors with appropriate skills and experience to consult to the Company in order to carry out particular tasks.

# THREAT PROTECT AUSTRALIA LIMITED

## DIRECTORS' REPORT

### Diversity

#### Board Composition

The Company aims to achieve a mix of skills in the membership of the Board that is as diverse as practicable, given the size and scope of the Company's operations. The Company has adopted a Diversity Policy which is available on the Company's website under the Corporate Governance section.

#### Measurable Objectives

The Group's primary objectives with regard to diversity are as follows:

- the Company's composition of Board, executive, management and employees is to be as diverse as practicable; and
- to provide equal opportunities for all positions within the Company and continue the Company's commitment to employment based on merit.

Primary objectives set by the Company with regard to diversity have been met, as described below:

- blend of skills – wide range of backgrounds: geology, exploration, finance and corporate experience;
- cultural backgrounds – Australian and African; and
- gender – both male and female members.

#### Equal Opportunity Reporting

The Group's percentage of females in the organisation as at 30 June 2015 was as follows:

	% Female
Employees	50%
Executives & Board Members	33%

### Directors' and key management personnel remuneration

Details on the nature and amount of each major element of remuneration of each director and executive of the Company are detailed below.

	Year	Fees & Salary	Other	Share Based Payments	Total
Directors		\$	\$	\$	\$
D La Ferla - Non-executive Chairman (Appointed 3 Sept 2015)	2015	-	-	-	-
	2014	-	-	-	-
D Pynes – Managing Director (Appointed 3 Sept 2015)	2015	-	-	-	-
	2014	-	-	-	-
P Ferrara - Executive Director (Appointed 3 Sept 2015)	2015	-	-	-	-
	2014	-	-	-	-
K Law – Non-Executive Director (Executive Director until 3 Sept 2015)	2015	195,592	-	-	195,592
	2014	256,642	-	-	256,642

**THREAT PROTECT AUSTRALIA LIMITED**  
**DIRECTORS' REPORT**

R Kirtlan - Non-executive Chairman (Appointed 20 Nov 2013 and Resigned 3 Sept 2015)	<b>2015</b>	<b>18,750</b>	-	<b>6,250</b>	<b>25,000</b>
	2014	14,583	-	-	14,583
M Griffiths – Non-executive Director (Appointed 20 Nov 2013 and Resigned 3 Sept 2015)	<b>2015</b>	<b>18,750</b>	-	<b>6,250</b>	<b>25,000</b>
	2014	14,583	-	-	14,583
P Munachen – Non-executive Director <sup>1</sup> (Resigned 23 April 2015)	<b>2015</b>	<b>14,583</b>	-	<b>6,250</b>	<b>20,833</b>
	2014	18,750	-	6,250	25,000
H Kennedy – Non-executive Director (Resigned 23 April 2015)	<b>2015</b>	<b>14,583</b>	-	<b>6,250</b>	<b>20,833</b>
	2014	18,750	-	6,250	25,000
E Myers – Alternate Director/Chief Financial Officer <sup>1</sup> (Resigned 23 April 2015)	<b>2015</b>	-	-	-	-
	2014	-	-	-	-
G Zytkow – Non-executive Director (Resigned 22 November 2013)	<b>2015</b>	-	-	-	-
	2014	4,166	-	6,250	10,416
L Colless - Non-executive Chairman (Resigned 21 November 2013)	<b>2015</b>	-	-	-	-
	2014	3,472	-	6,250	9,722
<b>Totals</b>	<b>2015</b>	<b>262,258</b>	-	<b>25,000</b>	<b>287,258</b>
	2014	330,946	-	25,000	355,946

**Note 1** - During the year ended 30 June 2014 the Company, on behalf of the Group, paid accounting, secretarial and administration fees to Resource Services International (Aust) Pty Ltd of \$124,001. Messrs Munachen & Myers are directors and shareholders of that company. The arrangement with Resource Services International (Aust) Pty Ltd ceased as of 30 June 2014.

**Service agreement - Ms Katina Law**

On 7 September 2012 the Group signed a Consultancy Services Agreement with Karich Consulting Pty Ltd, a company associated with Ms Katina Law. The Group engaged the services of the consulting company to provide executive director and management services to the Group. The term of the contract was 24 months. Notice of 12 months was to be provided for termination of the contract. However, 3 months' notice was required upon the expiration of the term of the contract. This contract was terminated subsequent to year end, on 1 September 2015, without any notice period as mutually agreed between Ms Law and the Company.

**Shares granted as compensation**

As approved by the shareholders at the 2014 Annual General Meeting, the Company has issued 10,000,000 ordinary shares at \$0.01 per share to non-executive directors, in-lieu of their director fees, for the months of October 2013 to September 2014, as follows:

<b>Director</b>	<b>Ordinary Shares</b>
R Kirtlan (Resigned 3 Sept 2015)	2,291,667
M Griffiths (Resigned 3 Sept 2015)	2,291,667
P Munachen (Resigned 23 April 2015)	2,500,000
H Kennedy (Resigned 23 April 2015)	2,500,000
G Zytkow (Resigned 22 November 2013)	416,666
	<b>10,000,000</b>

**THREAT PROTECT AUSTRALIA LIMITED**  
**DIRECTORS' REPORT**

**Options granted as compensation**

During the 2013 financial year, the Company granted options to Ms K Law for no consideration as part of her remuneration:

Expiry Date	Exercise Price	Number of Shares
29 November 2017	\$0.1336	300,000
29 November 2017	\$0.4000	300,000
29 November 2017	\$0.6000	300,000
		<u>900,000</u>

	<b>Number of options</b>
Balance at the beginning of the year	3,600,000
Movements of share options during the year:	-
Issued during the year	-
Total number of options outstanding as at 30 June 2015	<u>3,600,000</u>
Consolidation of Capital (4:1 ratio)	<u>900,000</u>
Total number of the above options outstanding as at 30 June 2015 on a post-consolidation basis	<u>900,000</u>

**Subsequent Event**

Subsequent to year end, on 4 September 2015, the Company issued options as compensation to directors pursuant to the Second Replacement Prospectus dated 30 July 2015 and the resolutions approved by Shareholders in the General Meeting dated 5 August 2015, as follows:

- 5,000,000 options (on a post-consolidation basis) were issued with an exercise price of \$0.025, expiring 4 September 2018 to director Derek La Ferla;
- 5,000,000 options (on a post-consolidation basis) were issued with an exercise price of \$0.025, expiring 4 September 2018 to director Demetrios Pynes; and;
- 5,000,000 options (on a post-consolidation basis) were issued with an exercise price of \$0.025, expiring 4 September 2018 to director Paolo ("Paul") Ferrara.

Please refer to Note 25, *Events Subsequent To Year End*, in the notes to the consolidated financial statements for further information.

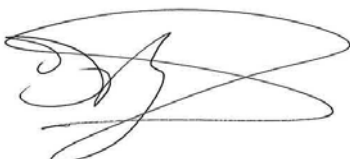
**END OF REMUNERATION REPORT (AUDITED)**

**LEAD AUDITOR'S INDEPENDENCE DECLARATION**

A copy of the auditor's independence declaration as required under Section 307 of the Corporations Act is attached to and forms part of this Directors' Report.

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

Dated in Perth this 30<sup>th</sup> day of September 2015.



**DEMETRIOS PYNES**  
Managing Director

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# ROTHSAY

Level 1, Lincoln House, 4 Ventnor Avenue, West Perth WA 6005  
P.O. Box 8716, Perth Business Centre WA 6849  
Phone (08) 9486 7094 [www.rothsayresources.com.au](http://www.rothsayresources.com.au)

The Directors  
Threat Protect Australia Ltd  
PO Box 561  
Belmont WA 6984

Dear Sirs & Madam

In accordance with Section 307C of the Corporations Act 2001 (the "Act") I hereby declare that to the best of my knowledge and belief there have been:

- i) no contraventions of the auditor independence requirements of the Act in relation to the audit review of the 30 June 2015 financial statements; and
- ii) no contraventions of any applicable code of professional conduct in relation to the audit.



Graham Swan (Lead auditor)

Rothsay

Dated 30 September 2015



Chartered Accountants

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**THREAT PROTECT AUSTRALIA LIMITED**  
**STATEMENT OF PROFIT OR LOSS AND OTHER**  
**COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 30 JUNE 2015**

	Note	Consolidated Entity	
		2015	2014
		\$	\$
<b>Revenue</b>	2	<b>127,789</b>	<b>126,633</b>
Foreign currency gains/(losses)		7,816	(11,629)
Depreciation expense	9	(43,339)	(62,506)
Directors' fees		(291,425)	(355,947)
Impairment of other assets		(13,854)	-
Impairment of capitalised exploration assets	10	(3,132,650)	-
Provision for disposal costs	13	(100,000)	-
Audit fees	4	(63,476)	(26,500)
Administration expenses		(440,014)	(506,311)
<b>(Loss)/Profit before income tax</b>	5	<b>(3,949,153)</b>	<b>(836,260)</b>
Income tax expense	5	-	-
<b>(Loss)/Profit attributable to members of the parent entity</b>		<b>(3,949,153)</b>	<b>(836,260)</b>
<b>Other comprehensive income</b>			
Exchange differences on translating foreign operations		-	-
<b>Total comprehensive income/(loss) attributable to members of Threat Protect Australia Ltd</b>		<b>(3,949,153)</b>	<b>(836,260)</b>
<b>Basic earnings per share (cents per share)</b>	6	<b>(1.26)</b>	<b>(0.34)</b>
<b>Diluted earnings per share (cents per share)</b>	6	<b>(1.26)</b>	<b>(0.34)</b>

The accompanying notes form part of these financial statements.

**THREAT PROTECT AUSTRALIA LIMITED**  
**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
AS AT 30 JUNE 2015

		Consolidated Entity	
		2015	2014
		\$	\$
	<b>Note</b>		
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	7	180,286	584,943
Trade and other receivables	8	14,466	87,104
<b>TOTAL CURRENT ASSETS</b>		<b>194,752</b>	<b>672,047</b>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	9	-	63,669
Exploration	10	-	3,111,403
Financial assets	11	130	130
<b>TOTAL NON-CURRENT ASSETS</b>		<b>130</b>	<b>3,175,202</b>
<b>TOTAL ASSETS</b>		<b>194,882</b>	<b>3,847,249</b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	12	216,077	289,574
Provisions	13	100,000	-
<b>TOTAL CURRENT LIABILITIES</b>		<b>316,077</b>	<b>289,574</b>
<b>TOTAL LIABILITIES</b>		<b>316,077</b>	<b>289,574</b>
<b>NET ASSETS</b>		<b>(121,195)</b>	<b>3,557,675</b>
<b>EQUITY</b>			
Issued capital	15	48,723,963	48,453,680
Reserves	16	(197,132)	(197,132)
Retained earnings		(48,648,026)	(44,698,873)
<b>TOTAL EQUITY</b>		<b>(121,195)</b>	<b>3,557,675</b>

The accompanying notes form part of these financial statements.

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**THREAT PROTECT AUSTRALIA LIMITED**  
**STATEMENT OF CHANGES IN EQUITY**  
AS AT 30 JUNE 2015

	Consolidated Entity			Total Equity
	Issued Capital	Accumulated Losses	Reserves	
	\$	\$	\$	\$
<b>As at 1 July 2013</b>	<b>47,361,353</b>	<b>(43,862,613)</b>	<b>(197,132)</b>	<b>3,301,608</b>
Total comprehensive income/(loss)	-	(836,260)	-	(836,260)
Shares issued (net)	1,092,327	-	-	1,092,327
Options	-	-	-	-
<b>As at 30 June 2014</b>	<b>48,453,680</b>	<b>(44,698,873)</b>	<b>(197,132)</b>	<b>3,557,675</b>
<b>As at 1 July 2014</b>	<b>48,453,680</b>	<b>(44,698,873)</b>	<b>(197,132)</b>	<b>3,557,675</b>
Total comprehensive income/(loss)	-	(3,949,153)	-	(3,949,153)
Shares issued (net)	270,283	-	-	270,283
Options	-	-	-	-
<b>As at 30 June 2015</b>	<b>48,723,963</b>	<b>(48,648,026)</b>	<b>(197,132)</b>	<b>(121,195)</b>

The accompanying notes form part of these financial statements.

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**THREAT PROTECT AUSTRALIA LIMITED**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
FOR THE YEAR ENDED 30 JUNE 2015

		Consolidated Entity	
		2015	2014
		\$	\$
	Note		
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Receipts from customers		-	-
Payments to suppliers and employees		(503,648)	(588,707)
Interest received		3,445	10,644
Other receipts		71,762	47,134
Payments for exploration		(182,156)	(572,683)
<b>Net cash (used in)/ provided by operating activities</b>	20(a)	<b>(610,597)</b>	<b>(1,103,612)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Payments for property, plant and equipment		-	(24,864)
Proceeds from sale of property, plant and equipment		24,807	-
<b>Net cash (used in)/ provided by investing activities</b>		<b>24,807</b>	<b>(24,864)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Repayment of borrowings		-	-
Proceeds from the issue of shares		185,000	1,053,971
Payment of share issue costs		(11,100)	(67,780)
<b>Net cash (used in)/ provided by financing activities</b>		<b>173,900</b>	<b>986,191</b>
<b>NET (DECREASE)/INCREASE IN CASH HELD</b>		<b>(411,890)</b>	<b>(142,285)</b>
Exchange rate adjustments		7,233	(12,049)
<b>CASH AT BEGINNING OF FINANCIAL YEAR</b>		<b>584,943</b>	<b>739,277</b>
<b>CASH AT END OF FINANCIAL YEAR</b>	20(b)	<b>180,286</b>	<b>584,943</b>

The accompanying notes form part of these financial statements.

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**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 30 June 2015

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards, Urgent Issues Group Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001.

The financial statements cover the consolidated entity of Threat Protect Australia Limited (Formerly known as East Africa Resources Limited) and its controlled entities, and Threat Protect Australia Limited (Formerly known as East Africa Resources Limited) as an individual parent entity. Threat Protect Australia Limited (Formerly known as East Africa Resources Limited) is a listed public company, incorporated and domiciled in Australia.

The financial statements of Threat Protect Australia Limited (Formerly known as East Africa Resources Limited) and its controlled entities, and Threat Protect Australia Limited (Formerly known as East Africa Resources Limited) as an individual parent entity comply with all Australian equivalents to International Financial Reporting Standards (AIFRS) in their entirety.

The following is a summary of the material accounting policies adopted by the Group in the preparation of the financial statements. The accounting policies have been consistently applied, unless otherwise stated.

**Basis of Preparation**

The accounting policies set out below have been consistently applied to all years presented.

Reporting Basis and Conventions

The financial statements have been prepared on an accruals basis and are based on historical costs modified by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

Accounting Policies

(a) Principles of Consolidation

A controlled entity is any entity that Threat Protect Australia Limited has the power to control the financial and operating policies so as to obtain benefits from its activities.

A list of controlled entities is contained in Note 14 to the financial statements. All controlled entities have a June financial year-end.

All inter-company balances and transactions between entities in the Group, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistencies with those policies applied by the parent entity. Where controlled entities have entered or left the Group during the year, their operating results have been included from the date control was obtained, until the date control ceased.

(b) Going Concern

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

The Consolidated Group incurred a loss for the year of \$3,949,153 (2014: \$836,260) and net cash outflows from operating activities of \$610,597 (2014: \$1,103,612). The net asset position of the Consolidated Group at 30 June 2015 is \$(121,195) (2014: \$3,557,675).

The ability of the Consolidated Group to continue as a going concern is principally dependent upon the ability of the Company to secure funds by raising capital from equity markets and managing cash flow in line with available funds. These conditions indicate a material uncertainty that may cast significant doubt about the ability of the Consolidated Group to continue as a going concern.

During the year the Company successfully raised \$270,283 from the issue of shares, net of capital raising costs.

((b) *Going Concern* is continued on the following page)

**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 30 June 2015

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

(b) Going Concern (Continued)

On 24 April 2015 the company announced that it would be acquiring Threat Protect Group Pty Ltd (formerly known as Threat Protect Australia Pty Ltd), a security, monitoring and risk management services company based in Australia. As part of this acquisition, the Company was able to raise \$5,500,000 before share issue costs in an offer made to the public as part of a disclosure document released 30 July 2015.

The transaction was completed on 11 September 2015. For further information regarding this transaction and other events subsequent to year end, please refer to Note 25, *Events Subsequent To Year End*, in the notes to the consolidated financial statements.

Should the Consolidated Group be unable to continue as a going concern it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Consolidated Group be unable to continue as a going concern and meet its debts as and when they fall due.

(c) Income Tax

Current income tax expense is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the balance date.

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

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

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

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

(d) Revenue recognition

Sale of goods is recognised when control has passed to the buyer.

Interest revenue is recognised on a time proportionate basis that takes into account the effective yield on the financial asset.

All revenue is stated net of the amount of goods and services tax (GST).

(e) Property, Plant and Equipment

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

Plant and equipment are measured on the cost basis.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount of these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 30 June 2015

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

(e) Property, Plant and Equipment (Continued)

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 consolidated entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

*Depreciation*

The depreciable amount of all fixed assets including building and capitalised leased assets, but excluding freehold land, is depreciated on a diminishing value basis over their useful lives, commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful life of the improvements.

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

<b><i>Class of Fixed Asset</i></b>	<b><i>Depreciation Rate</i></b>
Plant and equipment	25-30%

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

An asset's carrying value is written down immediately to its recoverable amount if the asset's carrying value is greater than its estimated recoverable amount.

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

(f) Exploration and Development Expenditure

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

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

Costs of site restoration are provided for over the life of the facility from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal, and rehabilitation of the site in accordance with clauses of the mining permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on an undiscounted basis.

Any changes in the estimates for the costs are accounted on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly, the costs have been determined on the basis that the restoration will be completed within one year of abandoning the site.

(g) Intangibles

Intangibles are recognised at the cost of acquisition. Intangibles are carried at cost less any accumulated amortisation and any impairment losses. Intangibles are amortised, where there is a definitive life, on a straight line basis over the period of benefit.

**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 30 June 2015

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

(h) Share-based Payments

Share-based compensation benefits are provided to directors and executives.

The fair value of options granted to directors and executives is recognised as an employee benefit expense with a corresponding increase in contributed equity. The fair value is measured at grant date and recognised over the period during which the directors and/or executives become unconditionally entitled to the options.

The fair value at grant date is independently determined using an option pricing model that takes into account the exercise price, the term of the option, the vesting and performance criteria, the impact of dilution, the non-tradeable nature of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

(i) Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

(j) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of the expense. Receivables and payables in the balance sheet are shown inclusive of GST.

(k) Leases

Lease payments for operating leases, where substantially all the risk and benefits remain with the lessor, are charged as expenses in the period in which they are incurred.

(l) Impairment of assets

At each reporting date, the consolidated entity reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the income statement.

Impairment testing is performed annually for intangible assets with indefinite lives.

Where it is not possible to estimate the recoverable amount of an individual asset, the consolidated entity estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(m) Financial instruments

*Recognition*

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition, these instruments are measured as set out below.

*Financial assets at fair value through profit and loss*

A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management and within the requirements of AASB 139: Recognition and Measurement of Financial Instruments. Realised and unrealised gains and losses arising from changes in the fair value of these assets are included in the income statement in the period in which they arise.

*Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 30 June 2015

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

(m) Financial instruments (Continued)

*Held-to-maturity investments*

These investments have fixed maturities, and it is the Group's intention to hold these investments to maturity. Any held-to-maturity investments held by the Group are stated at amortised cost using the effective interest rate method.

*Available-for-sale financial assets*

Available-for-sale financial assets include any financial assets not included in the above categories. Available-for-sale financial assets are reflected at fair value. Unrealised gains and losses arising from changes in fair value are taken to equity.

*Financial liabilities*

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

*Impairment*

At each reporting date, the consolidated entity assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen. Impairment losses are recognised in the income statement.

(n) Borrowing cost

All borrowing costs are recognised in the income statement in the period in which they are incurred.

(o) Employee Benefits

*Wages, salaries, annual and long service leave*

Provision is made for the consolidated entity's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. Related on-costs have also been included in the liability.

*Superannuation plan*

Contributions to employee superannuation funds are charged against the income statement as they are made.

(p) Foreign Currency

*Functional and presentation currency*

The functional currency of each of the entities in the Group is measured using the currency of the primary economic environment in which that entity operates. The financial statements are presented in Australian dollars which is the parent entity's functional and presentation currency.

*Transaction and balances*

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in the income statement, except where deferred in equity as a qualifying cash flow or net investment hedge.

**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 30 June 2015

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

(p) Foreign currency (Continued)

Exchange difference arising on the translation of non-monetary items are recognised directly in equity to the extent that the gain or loss is directly recognised in equity, otherwise the exchange difference is recognised in the income statement.

*Subsidiary companies*

The financial results and position of foreign operations whose functional currency is different from the parent company's presentation currency are translated as follows:

- Assets and liabilities are translated at year-end exchange rates prevailing at that reporting date.
- Income and expenses are translated at average exchange rates for the period.
- Retained profits are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations are transferred directly to the foreign currency reserve in the balance sheet. These differences are recognised in the income statement in the period in which the operation is disposed.

(q) Contributed equity

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration.

(r) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the financial year but not distributed at balance date.

(s) Earnings per share

(i) *Basic earnings per share*

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year.

(ii) *Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(t) Comparative figures

Where required by Accounting Standards, comparative figures have been adjusted to conform with changes in presentation for the current financial year.

(u) Critical Accounting Estimates and Judgements

The directors evaluate estimates and judgments incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the consolidated entity.



**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
 FOR THE YEAR ENDED 30 June 2015

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

(v) Key estimates – Impairment

The consolidated entity assesses impairment at each reporting date by evaluating conditions specific to the consolidated entity that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value in use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

(w) New accounting standards and interpretations

A number of new accounting standards, amendments to standards and interpretations are effective for the current annual reporting period. None of these have been applied in preparing these consolidated financial statements. The new standards and interpretations have been considered and are unlikely to impact the financial reporting of the Company.

The financial statements were authorised for issue on 30 September 2015 by the Board of Directors.

	<b>Consolidated Entity</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
<b>2. REVENUE</b>		
Interest received	3,445	10,652
Other income	124,344	115,981
	<b>127,789</b>	<b>126,633</b>
<b>3. PROFIT/(LOSS) BEFORE INCOME TAX EXPENSE</b>		
<b>Profit/(Loss) before income tax expense has been arrived at after charging/(crediting) the following items:</b>		
Profit /(Loss) on foreign currency transactions	7,816	(11,629)
Impairment of exploration expenditure	(3,132,650)	-
Impairment of other assets	(13,854)	-
Provision for disposal of subsidiaries	(100,000)	-
Depreciation on plant and equipment	(43,339)	(62,506)
<b>4. AUDITOR'S REMUNERATION</b>		
Remuneration of auditors of the parent entities for:		
- Auditing or reviewing the financial statements	(30,750)	(26,500)
- Taxation services	(3,250)	-
Remuneration of other auditors of subsidiaries for:		
- Auditing or reviewing the financial statements	(29,476)	-
	<b>(63,476)</b>	<b>(26,500)</b>

**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 30 June 2015

**5. INCOME TAX EXPENSE**

	<b>Consolidated entity</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
The prima facie tax on (loss)/profit before income tax is reconciled to the income tax expense as follows:		
Operating (loss)/profit before tax	(3,949,153)	(836,260)
Prima facie income tax expense/(benefit) calculated at 30% (2014: 30%) on the profit/(loss) before tax	(1,184,746)	(250,878)
Tax effect of permanent differences	-	-
Tax effect of timing differences	-	-
Amount not brought to account as a carried forward future income tax benefit	1,184,746	250,878
Tax losses of non-resident controlled entities not recognised	-	-
Tax losses utilised	-	-
Income tax expense	-	-

**Deferred Tax Asset**

Deferred tax asset not brought to account comprises the estimated future benefit at the applicable tax rates:

Tax losses	14,418,257	13,274,590
------------	------------	------------

The potential deferred tax asset will only be obtained if:

- (i) the relevant company derives future assessable income of a nature and an amount sufficient to enable the asset to be realised;
- (ii) the relevant company and/or the consolidated entity continues to comply with the conditions for deductibility imposed by the law; and
- (iii) no changes in tax legislation adversely affect the relevant company and/or the consolidated entity in realising the asset.

**6. EARNINGS PER SHARE**

	<b>Consolidated entity</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
Earnings used to calculate basic and dilutive earnings per share	(3,949,153)	(836,260)
	<b>No.</b>	<b>No.</b>
Weighted average number of ordinary shares used in the calculation of basic earnings per share:		
Number for Basic Earnings per share – Ordinary Shares	312,988,155	246,875,747
Weighted average number of ordinary shares used in the calculation of dilutive earnings per share:		
Number for Basic Earnings per share – Ordinary Shares	312,988,155	246,875,747
Effect of options on issue, which are exercisable at less than the market price for ordinary shares as at year end	-	-
Number for Diluted Earnings per share – Ordinary Shares	312,988,155	246,875,747

The amount used as the numerator in calculating basic earnings per share is the same as the net profit/(loss) reported in the income statement.

**7. CASH AND CASH EQUIVALENTS**

	<b>Consolidated entity</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
Cash held in Australian dollars	168,862	513,079
Cash held in foreign currencies	11,424	71,864
Total cash and cash equivalents	<b>180,286</b>	<b>584,943</b>

**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 30 June 2015

**8. TRADE AND OTHER RECEIVABLES**

**Current**

GST receivables	14,466	25,827
Other receivables	-	61,277
Less: Provision for impairment	-	-
<b>Total trade and other receivables</b>	<b>14,466</b>	<b>87,104</b>

**9. PROPERTY, PLANT AND EQUIPMENT**

Plant and equipment:		
At cost	241,477	241,477
Accumulated depreciation	(221,147)	(177,808)
Disposals	(8,261)	-
Provision for impairment of property, plant and equipment	(12,069)	-
<b>Total property, plant and equipment</b>	<b>-</b>	<b>63,669</b>

**Reconciliations**

Reconciliations of the carrying amounts for each class of plant and equipment are set out below:

**Plant and equipment**

Carrying amount at beginning of the year	63,669	111,476
Additions	-	14,699
Disposals	(8,261)	-
Impairment of assets	(12,069)	-
Depreciation	(43,339)	(62,506)
Carrying amount at end of year	-	63,669
<b>Total property, plant and equipment</b>	<b>-</b>	<b>63,669</b>

**10. EXPLORATION**

	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
Balance at beginning of year	3,111,403	2,858,353
Acquisitions and expenditure	21,247	253,050
Impairment of exploration expenditure	(3,132,650)	-
<b>Balance at the end of the year</b>	<b>-</b>	<b>3,111,403</b>

**Impairment of exploration expenditure during the period**

During the reporting period the Company decided to relinquish a number of areas of interest, with only the Tanzanian Madaba tenements remaining (License numbers PL 9336/2013, PL 9406/2013 & PL 9407/2013). These tenements remain held as at the date of this report.

As per the events noted in Note 25, *Events Subsequent To Year End*, subsequent to year end the Company has changed its principle activity from exploration of uranium and gold projects in Tanzania to the provision of security, monitoring and risk management services in Perth, Australia. As such, the company has expressed its intentions to dispose of its mineral tenements and exploration businesses following the completion of the acquisition transaction noted in Note 25, *Events Subsequent To Year End*. This has resulted in impairment to the Company's exploration assets in line with the requirements of AASB 6: *Exploration for and Evaluation of Mineral Resources*.

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**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
 FOR THE YEAR ENDED 30 June 2015

		Consolidated Entity	
		2015	2014
		\$	\$
<b>11. FINANCIAL ASSETS</b>			
	Investment in unlisted company	130	130
		<b>130</b>	<b>130</b>
<b>12. TRADE AND OTHER PAYABLES</b>			
	Trade creditors and accruals	216,077	289,574
		<b>216,077</b>	<b>289,574</b>
<b>13. PROVISIONS</b>			
	Provision for disposal of subsidiaries	100,000	-
		<b>100,000</b>	-

Following the completion of the acquisition of Threat Protect Group Pty Ltd (Formerly known as Threat Protect Australia Limited), as mentioned in Note 25, *Events subsequent to year end*, the Company intends to either dispose of its Tanzanian tenements or the entities which hold those tenements (including any parent entity). If the Company does not regard any such opportunities for disposal as commercial, the Company intends to pursue liquidation of those entities. It is assumed that liquidation costs of \$100,000 may be incurred by the Company to undertake this process.

**14. CONTROLLED ENTITIES**

Name of Entity	Percentage Owned		Class of Share	Cost of Parent's Investments		Contribution to Consolidated Profit/(Loss) From Operating Activities After Income Tax Expense		Loans to Controlled Entities	
	2015 %	2014 %		2015 \$	2014 \$	2015 \$	2014 \$	2015 \$	2014 \$
<b>Parent entity</b>									
Threat Protect Australia Limited						(605,907)	(560,487)	-	-
<b>Controlled Entities</b>									
Tanganyika Uranium Corp	100	100	Ordinary	-	1,776,360	(1,005,801)	(6,844)	-	56,756
TZU Resources Pty Ltd	100	100	Ordinary	-	-	(1,748)	(265)	-	390,225
Frontier Resources Ltd	100	100	Ordinary	-	-	(1,287,848)	(30,331)	-	60,765
Sterling Resources Ltd	100	100	Ordinary	-	-	(863,133)	(35,940)	-	908,917
Aust East Africa Mining Ltd	100	100	Ordinary	-	-	(184,716)	(202,157)	-	133,755
EAF Resources Rwanda Ltd <sup>1</sup>	100	100	Ordinary	-	-	-	-	-	-
Savanna Mineral Resources Pty Ltd	100	100	Ordinary	-	-	-	(236)	-	-
					<b>- 1,776,360</b>	<b>(3,949,153)</b>	<b>(836,260)</b>	<b>-</b>	<b>1,550,418</b>

**Note 1** - Subsequent to year end, in July 2015, the Company received a Certificate of Closure for its subsidiary EAF Resources Rwanda Ltd.

Please refer to Note 25, *Events Subsequent To Year End*, for further information regarding the acquisition of Threat Protect Group Pty Ltd (Formerly known as Threat Protect Australia Pty Ltd) and the subsidiaries it controls, which occurred subsequent to year-end.

**COUNTRY OF INCORPORATION**

<b>Parent entity:</b>	
Threat Protect Australia Limited	Australia
<b>Subsidiary entities:</b>	
Tanganyika Uranium Corp	Canada
TZU Resources Pty Ltd	Australia
Frontier Resources Ltd	Tanzania

**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
 FOR THE YEAR ENDED 30 June 2015

Sterling Resources Ltd	Tanzania
Aust East Africa Mining Ltd	Tanzania
EAF Resources Rwanda Ltd	Rwanda
Savanna Mineral Resources Pty Ltd	Australia

The carrying values of the controlled entities recorded in the books of the parent entity are at the lower of cost or net asset backing of the subsidiaries at balance date.

15. ISSUED CAPITAL	2015 Number	2014 Number	2015 \$	2014 \$
<b>Issued and paid-up share capital</b>				
Ordinary shares, fully paid	303,210,758	303,210,758	48,453,680	48,453,680
<b>(a) Movements during the year</b>				
<b>Ordinary shares</b>				
Balance at the beginning of year	303,210,758	176,765,391	48,453,680	47,361,353
Shares issued	56,250,000	126,445,367	285,000	1,150,442
Share issue costs			(14,717)	(58,115)
Balance at end of year	<u>359,460,758</u>	<u>303,210,758</u>	<u>48,723,963</u>	<u>48,453,680</u>

**(b) Terms and conditions of contributed equity**

Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders meetings.

In the event of winding up of the parent entity, ordinary shareholders rank after all creditors and are fully entitled to any proceeds of liquidation.

**(c) Share options**

During the financial year, no options were issued by the parent entity (2014: NIL).

*Unissued shares*

At 30 June 2015, unissued shares of the Group under option are:

Expiry Date	Exercise Price	Number of Shares
29 November 2017	\$0.0334	1,200,000
29 November 2017	\$0.1000	1,200,000
29 November 2017	\$0.1500	1,200,000
		<u>3,600,000</u>

No options have been converted to ordinary shares during the financial year.

**(d) Events subsequent to year end**

Please refer to Note 25, *Events subsequent to year end*, for further information regarding shares and options issued subsequent to year-end balance date.

16. RESERVES	2015 \$	2014 \$
<b>Foreign Currency Translation Reserve</b>		
The foreign currency translation reserve records exchange differences arising on translation of a foreign controlled subsidiary		
Balance at the beginning of year	266,732	266,732
Net foreign currency differences	-	-
Balance at the end of year	<b>266,732</b>	<b>266,732</b>
<b>Option Reserve</b>		
Balance at the beginning of year	(69,600)	(69,600)
Issued during the year	-	-
Balance at the end of year	<b>(69,600)</b>	<b>(69,600)</b>
<b>Total Reserves</b>	<u><b>197,132</b></u>	<u><b>197,132</b></u>

**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
 FOR THE YEAR ENDED 30 June 2015

**17. PARENT INFORMATION**

The following information has been extracted from the books and records of the parent and has been prepared in accordance with the accounting standards.

	2015	2014
	\$	\$
<b>BALANCE SHEET</b>		
<b>Assets</b>		
Current assets	157,055	499,281
Non-Current assets	-	3,373,756
<b>Total assets</b>	<b>157,055</b>	<b>3,873,037</b>
<b>Liabilities</b>		
Current liabilities	305,675	153,534
<b>Total liabilities</b>	<b>305,675</b>	<b>153,534</b>
<b>Net assets</b>	<b>(148,620)</b>	<b>3,719,503</b>
<b>Equity</b>		
Contributed equity	48,808,300	48,538,016
Accumulated losses	(48,956,920)	(44,818,513)
<b>Total equity</b>	<b>(148,620)</b>	<b>3,719,503</b>
<b>STATEMENT OF COMPREHENSIVE INCOME</b>		
Total loss	(4,138,407)	(560,487)
Total comprehensive income/(loss)	(4,138,407)	(560,487)

**18. FINANCIAL RISK MANAGEMENT**

**Overview**

The company and consolidated entity have exposure to the following risks from their use of financial instruments:

- (a) liquidity risk
- (b) credit risk
- (c) market risk

This note presents information about the Company's and consolidated entity's exposure to each of the above risks, their objectives, policies and processes for measuring and managing risk, and the management of capital.

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

**(a) Liquidity risk**

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

The Company manages liquidity risk by maintaining adequate reserves through continuously monitoring forecast and actual cash flows. The Company has no financing facilities available to it.

**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
 FOR THE YEAR ENDED 30 June 2015

**18. FINANCIAL RISK MANAGEMENT (CONTINUED)**

(i) Interest rate risk

The consolidated entity's exposure to interest rate risk and the effective weighted average rate for classes of financial assets and liabilities is set out below:

30 June 2015	Note	Fixed interest maturing in:		Floating interest	Non-interest bearing	Total	Weighted average interest rate
		1 year or less	Over 1 to 5 years				
		\$	\$	\$	\$	\$	
<i>Financial assets</i>							
Cash	7	-	-	180,286	-	180,286	1.21%
Receivables	8	-	-	-	14,466	14,466	
Total financial assets		-	-	180,286	14,466	194,752	
<i>Financial liabilities</i>							
Payables	13	-	-	-	216,077	216,077	
Total financial liabilities		-	-	-	216,077	216,077	

30 June 2014	Note	Fixed interest maturing in:		Floating interest	Non-interest bearing	Total	Weighted average interest rate
		1 year or less	Over 1 to 5 years				
		\$	\$	\$	\$	\$	
<i>Financial assets</i>							
Cash	7	-	-	584,943	-	584,943	2.46%
Receivables	8	-	-	-	87,104	87,104	
Total financial assets		-	-	584,943	87,104	672,047	
<i>Financial liabilities</i>							
Payables	13	-	-	-	289,574	289,574	
Total financial liabilities		-	-	-	289,574	289,574	

**(b) Credit risk exposures**

Credit risk is the risk of financial loss to the consolidated entity if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the consolidated entity's receivables from customers and investment securities. For the Company it arises from receivables due from subsidiaries.

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**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
 FOR THE YEAR ENDED 30 June 2015

**18. FINANCIAL RISK MANAGEMENT (CONTINUED)**

(i) Investments

The Group limits its exposure to credit risk by only investing with counterparties that have an acceptable credit rating.

(ii) Trade and other receivables

The Company and consolidated entity have established an allowance for impairment that represents their estimate of incurred losses in respect of receivables and investments. The main components of this allowance are a specific loss component that relates to individually significant exposures. The management does not expect any counterparty to fail to meet its obligations.

Presently, the Group undertakes exploration and evaluation activities in Australia and in Africa. At the balance sheet date there were no significant concentrations of credit risk.

(iii) Exposure to credit risk

The carrying amount of financial assets recorded in the financial statements and notes, net of any provisions for losses, represents the consolidated entity's maximum exposure to credit risk without taking account of the fair value of any collateral or other security obtained. The Company has no financial assets that are neither past due nor impaired, therefore credit qualities have not been disclosed.

The Company's maximum exposure to credit risk at the reporting date was:

	<b>Consolidated Entity</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
Cash and cash equivalents	180,286	584,943
Trade and other receivables	14,466	87,104
<b>Total exposure</b>	<b>194,752</b>	<b>672,047</b>

An impairment loss in respect of inter-group loans was recognised from a net asset analysis of the subsidiaries' positions. None of the company's other receivables are past due.

The movement in the allowance for impairment in respect of the inter-group loans on a non-consolidated basis during the year was as follows:

	<b>Parent Entity</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
<b>Allowance for impairment of inter-group loans</b>		
Balance at 1 July	(7,144,217)	(6,719,753)
Impairment loss/ (write-back) recognised	(1,756,140)	(424,464)
<b>Balance at 30 June</b>	<b>(8,900,357)</b>	<b>(7,144,217)</b>

Whilst the loans were not payable as at 30 June 2015, a provision for impairment based on the subsidiary's financial position was made. The balance of this provision may vary due to the performance of a subsidiary in a given year.

**(c) Market Risk**

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

(i) Price risk

The Company does not have investments in equity securities and is not exposed to price risk.

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**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 30 June 2015

**18. FINANCIAL RISK MANAGEMENT (CONTINUED)**

(ii) Currency risk

The Company is exposed to currency risk on investments in subsidiaries in a currency other than the respective functional currencies of group entities, primarily the Australian dollar (AUD).

The Company has not entered into any derivative financial instruments to hedge such investments and anticipated future receipts or payments that are denominated in a foreign currency.

The Company's investments in its subsidiaries are not hedged as those currency positions are considered to be long term in nature.

Other than the Company's investment in its subsidiaries, the consolidated entity did not have any exposure to currency risk during the financial year.

The following significant exchange rates applied during the year:

<b>AUD:</b>	<b>Average rate</b>		<b>Reporting date spot rate</b>	
	<b>2015</b>	<b>2014</b>	<b>2015</b>	<b>2014</b>
USD	0.8355	0.9178	0.7655	0.9439

**19. SEGMENT INFORMATION**

The parent entity operates predominantly in one segment involved in the mineral exploration and development industry. Geographically, the consolidated entity operates in Australia and East Africa.

**30 June 2015**

	<b>Australia</b>	<b>Africa</b>	<b>Consolidated</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>REVENUE</b>			
Segment revenue from operating activities	111,239	16,550	127,789
<b>RESULT</b>			
Profit/(loss) after income tax	(605,907)	(3,343,246)	(3,949,153)
<b>ASSETS</b>			
Segment assets	157,185	37,697	194,882
<b>LIABILITIES</b>			
Segment liabilities	305,675	10,402	279,146
<b>OTHER</b>			
Segment assets acquired	-	-	-
Segment depreciation and amortisation	-	43,339	43,339

**30 June 2014**

	<b>Australia</b>	<b>Africa</b>	<b>Consolidated</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>REVENUE</b>			
Segment revenue from operating activities	126,612	21	126,633
<b>RESULT</b>			
Profit/(loss) after income tax	(560,723)	(275,537)	(836,260)
<b>ASSETS</b>			
Segment assets	546,390	3,300,859	3,847,249
<b>LIABILITIES</b>			
Segment liabilities	153,210	136,364	289,574
<b>OTHER</b>			
Segment assets acquired	-	14,699	14,699
Segment depreciation and amortisation	-	62,506	62,506

For personal use only

**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
 FOR THE YEAR ENDED 30 June 2015

	<b>Consolidated Entity</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
<b>20. NOTES TO THE CASH FLOW STATEMENT</b>		
<b>(a) Reconciliation of (loss)/profit after income tax to net cash used in operating activities</b>		
(Loss)/Profit after income tax	(3,949,153)	(836,260)
<i>Non-cash items:</i>		
Depreciation	43,339	62,506
Impairment of exploration expenditure	3,132,650	-
Impairment of other assets	13,854	-
Cash advances expensed	-	70,019
Shares issued in-lieu of director fees	100,000	58,332
Option issue	-	-
Net cash (used in) provided by operating activities before change in assets and liabilities	(659,310)	(645,403)
Change in assets and liabilities:		
(Increase) decrease in net receivables	72,638	(46,177)
(Increase) decrease in other current assets	-	-
Changes in exploration	(50,428)	(253,050)
Increase (decrease) in payables and provisions	26,503	(158,982)
Net cash provided from/(used in) operating activities	(610,597)	(1,103,612)
<b>(b) Reconciliation of Cash</b>		
For the purposes of the cash flow statement, cash includes cash on hand and at bank and short term deposits at call. Cash as at the end of the financial year as shown in the cash flow statement is reconciled to the related items in the balance sheet as follows:		
Cash at bank and on hand	180,286	584,943

**21. KEY MANAGEMENT PERSONNEL**

**(a) Details of Specified Directors and Key Management Personnel during the year ended 30 June 2015**

*(i) Specified Directors*

R Kirtlan	Non-executive Chairman (Resigned 3 September 2015)
K Law	Chief Executive Office & Executive Director (Non-executive director from 3 September 2015)
M Griffiths	Non-executive Director (Resigned 3 September 2015)
P Munachen	Non-executive Director (Resigned 23 April 2015)
H Kennedy	Non-executive Director (Resigned 23 April 2015)
E Myers	Alternate Director, Chief Financial Officer & Company Secretary (Resigned 23 April 2015)

There were no other key management personnel within Threat Protect Australia Limited and or its controlled entities at 30 June 2015.

**Events subsequent to year end**

Please refer to Note 25, *Events subsequent to year end*, for further information regarding the appointment and resignations of key management personnel subsequent to year-end balance date.

**(b) Compensation Practices**

The remuneration policy of the parent entity as it applies to key management personnel is disclosed in the Remuneration Report contained in the Directors' Report.

**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
 FOR THE YEAR ENDED 30 June 2015

**21. KEY MANAGEMENT PERSONNEL (CONTINUED)**

**(c) Key Management Personnel Compensation**

	Year	Fees & Salary	Other	Share Based Payments	Total
Directors		\$	\$	\$	\$
R Kirtlan - Non-executive Chairman (appointed 20 Nov 2013 and resigned 3 Sept 2015)	2015	18,750	-	6,250	25,000
	2014	14,583	-	-	14,583
K Law – Executive Director/Chief Executive Officer	2015	195,592	-	-	195,592
	2014	256,642	-	-	256,642
M Griffiths – Non-executive (appointed 20 Nov 2013 and resigned 3 Sept 2015)	2015	18,750	-	6,250	25,000
	2014	14,583	-	-	14,583
P Munachen – Non-executive <sup>1</sup> (resigned 23 April 2015)	2015	14,583	-	6,250	20,833
	2014	18,750	-	6,250	25,000
H Kennedy – Non-executive (resigned 23 April 2015)	2015	14,583	-	6,250	20,833
	2014	18,750	-	6,250	25,000
E Myers – Alternate Director/Chief Financial Officer <sup>1</sup> (resigned 23 April 2015)	2015	-	-	-	-
	2014	-	-	-	-
G Zytkow – Non-executive (resigned 22 November 2013)	2015	-	-	-	-
	2014	4,166	-	6,250	10,416
L Colless - Non-executive Chairman (resigned 21 November 2013)	2015	-	-	-	-
	2014	3,472	-	6,250	9,722
<b>Totals</b>	2015	<b>262,258</b>	<b>-</b>	<b>25,000</b>	<b>287,258</b>
	2014	330,946	-	25,000	355,946

**Note 1** - During the year ended 30 June 2014 the Company, on behalf of the Group, paid accounting, secretarial and administration fees to Resource Services International (Aust) Pty Ltd of \$124,001. Messrs Munachen & Myers are directors and shareholders of that company. The arrangement with Resource Services International (Aust) Pty Ltd ceased as of 30 June 2014.

**(d) Shares and Options Granted As Compensation**

As approved by the shareholders at the 2014 Annual General Meeting, the Company has issued shares to non-executive directors, in-lieu of their director fees, for the months of October 2013 to September 2014.

In 2013, the Company granted options to Ms K Law for no consideration as part of her remuneration:

Expiry Date	Exercise Price	Number of Shares
29 November 2017	\$0.0334	1,200,000
29 November 2017	\$0.1000	1,200,000
29 November 2017	\$0.1500	1,200,000
		<u>3,600,000</u>

**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
 FOR THE YEAR ENDED 30 June 2015

**21. KEY MANAGEMENT PERSONNEL (CONTINUED)**

**(d) Shares and Options Granted As Compensation (Continued)**

**Events subsequent to year end**

Please refer to Note 25, *Events subsequent to year end*, for further information regarding shares and options granted as compensation to key management personnel subsequent to year-end balance date.

**(e) Shares Issued on Exercise of Compensation Options**

No options were exercised during the year or subsequent to year end, that were received as compensation in prior periods.

**(f) Shareholdings of Specified Directors and Key Management Personnel**

	Balance at beginning of period	Acquisitions	Issued on exercise of Options	Sales	Balance at end of period
<b>Directors</b>					
R Kirtlan (Resigned 3 September 2015)	3,960,000	2,291,667	-	-	6,251,667
K Law	1,743,570	-	-	-	1,743,570
M Griffiths (Resigned 3 September 2015)	1,179,111	2,291,667	-	-	3,470,778
P Munachen <sup>1</sup> (Resigned 23 April 2015)	8,799,956	2,500,000	-	-	11,299,956
H Kennedy (Resigned 23 April 2015)	65,432,611	2,500,000	-	-	67,932,611
E Myers <sup>1</sup> (Resigned 23 April 2015)	1,511,886	-	-	-	1,511,886
	<b>82,627,134</b>	<b>9,583,334</b>	<b>-</b>	<b>-</b>	<b>92,210,468</b>

1. Messrs Munachen & Myers have an interest in 841,726 shares held by a jointly owned company as at 30 June 2015.

**Events subsequent to year end**

Please refer to Note 25, *Events subsequent to year end*, for further information regarding shares and options granted as compensation to key management personnel subsequent to year-end balance date.

**22. RELATED PARTY TRANSACTIONS**

During the year ended 30 June 2014 the Company, on behalf of the Group, paid accounting, secretarial and administration fees to Resource Services International (Aust) Pty Ltd of \$124,001. Messrs Munachen & Myers are directors and shareholders of that company. The arrangement with Resource Services International (Aust) Pty Ltd ceased as of 30 June 2014.

The above information is disclosed as follows:

Transaction Type	Director/ Executive Concerned	Consolidated Entity	
		2015 \$	2014 \$
Secretarial & accounting fees	P Munachen & E Myers	-	124,001

**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
 FOR THE YEAR ENDED 30 June 2015

**23. CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

**Contingent Liability**

There are contingent liabilities outstanding on the Company's Tanzanian tenements, as detailed in the Second Replacement Prospectus dated 30 July 2015. These contingent liabilities relate to outstanding rents, including an estimation of penalties for outstanding rents. The contingent liability is estimated at approximately \$1,322,534 which represents the Directors' understanding of the maximum amount that might be payable and without taking into account any counter arguments and matters of practice the Company may raise to contest the extent of the liability if payment is sought.

The contingent liabilities are contained within the Group's Tanzanian subsidiaries. Following the completion of the acquisition of Threat Protect Group Pty Ltd (Formerly known as Threat Protect Australia Limited), as mentioned in Note 25, *Events subsequent to year end*, the Company intends to either dispose of its Tanzanian tenements or the entities which hold those tenements (including any parent entity). If the Company does not regard any such opportunities for disposal as commercial, the Company intends to pursue liquidation of those entities. It is assumed that liquidation costs of \$100,000 may be incurred by the Company to undertake this process. A provision has been raised for the value of these liquidation costs, please refer Note 13, *Provisions*, for further information on this provision.

There were no contingent liabilities not recognised in the financial statements of the parent entity and the consolidated entity as at 30 June 2015, other than those described above.

**24. COMMITMENTS**

<b>Exploration expenditure commitments:</b>	<b>Consolidated entity</b>	
	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
Exploration tenement renewal fees	<b>161,124</b>	<b>227,321</b>
Payable:		
Not longer than 1 year	80,562	96,612
Longer than 1 year but not longer than 5 years	80,562	130,709
Longer than 5 years	-	-
	<b>161,124</b>	<b>227,321</b>

Commitments disclosed above represent permit renewal fees for Madaba tenements which are required to maintain rights to tenure. The renewal fees are denominated in USD and are therefore subject to foreign currency risk.

**25. EVENTS SUBSEQUENT TO YEAR END**

Threat Protect Australia Limited (formerly known as East Africa Resources Limited) was involved in uranium exploration in Tanzania. On 24 April 2015, prior to year end, the company announced that it would be acquiring Threat Protect Group Pty Ltd (formerly known as Threat Protect Australia Pty Ltd) ("Threat Protect"), a security, monitoring and risk management services company based in Australia, in a reverse takeover ("RTO") transaction.

The following transactions occurred subsequent to year end as a result of the reverse takeover transaction:

On 9 July 2015 the Company released a disclosure document (Prospectus) for the public offer of 225 million shares at an issue price of \$0.02 per share (on a post-consolidation basis) to raise the minimum subscription amount of \$4.5 million and an oversubscription amount of up to a further 50 million shares (on a post-consolidation basis) at an issue price of \$0.02 to raise up to a further \$1 million as part of the public offer required to undertake the reverse takeover transaction.

The disclosure document also contained separate offers to the Threat Protect vendors, Threat Protect noteholders, current and former directors of the Company, the Threat Protect directors, Quick Silver Asset and Siren Nominees to issue a further 198,989,953 shares (on a post-consolidation basis) at an issue price of \$0.02 and 36,875,000 shares (on a post-consolidation basis) at an issue price of \$0.016. The disclosure document also contained separate offers to current directors of the Company, the lead manager, advisers and promoters to issue a total of 100 million share options (on a post-consolidation basis), exercisable at \$0.025 each on or before the date falling 3 years after their issue date.

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**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 30 June 2015

**25. EVENTS SUBSEQUENT TO YEAR END (CONTINUED)**

The disclosure document was amended on 24 July 2015 and again on 30 July 2015, with the above details remaining consistent with the original document. The disclosure document was subject to Shareholder approval in accordance with the requirements of the ASX listing rules and the Corporations Act. Please refer to the Second Replacement Prospectus, dated 30 July 2015 for the full details of the offers.

In July 2015, the Company received a certificate of closure for its subsidiary, EAF Resources Rwanda Ltd.

On 5 August 2015 the Shareholders in General Meeting carried all resolutions which were put before the meeting to affect and approve the reverse takeover transaction and the offers of the Second Replacement Prospectus dated 30 July 2015. Resolutions approved by the Shareholders in General Meeting included resolutions:

- to change the nature and scale of the Company's activities;
- to elect Derek La Ferla, Demetrios Pynes and Paolo ("Paul") Ferrara as directors of the Company on and from the date of the completion of the Threat Protect Acquisition;
- to change the name of the Company from "East Africa Resources Limited" to "Threat Protect Australia Limited";
- to consolidate the issued capital of the Company on the basis that every 4 shares be consolidated into 1 share and every 4 options be consolidated into 1 option, rounding down to the nearest whole number where this consolidation resulted in a fraction of a share or option being held; and;
- to approve the issue of the shares and options detailed in the Second Replacement Prospectus dated 30 July 2015 which included offers to the public, the Threat Protect vendors, Threat Protect noteholders, current and former directors of the Company, the Threat Protect directors, Quick Silver Asset, Siren Nominees, the lead manager, advisers and promoters.

On 12 August 2015 the public offer of shares as detailed in the Second Replacement Prospectus dated 30 July 2015 closed, fully subscribed, raising \$5.5 million through the issue of 275 million ordinary shares (on a post-consolidation basis) at \$0.02 per share. These shares were subsequently issued on 4 September 2015.

On 18 August 2015 the Company completed the consolidation of the issued capital of the Company on the basis that every 4 shares be consolidated into 1 share and every 4 options be consolidated into 1 option, rounding down to the nearest whole number where this consolidation resulted in a fraction of a share or option being held, as approved by Shareholders at the General Meeting on 5 August 2015. Following the consolidation, total ordinary shares on issued were 89,864,880 (Prior to consolidation: 359,460,758). Total options on issue following the consolidation were 900,000 (Prior to consolidation: 3,600,000).

On 31 August 2015, the Company issued 937,500 ordinary shares (on a post-consolidation basis) at \$0.02 per share to director Robert Kirtlan and 937,500 ordinary shares (on a post-consolidation basis) at \$0.02 per share to former director Michael Griffiths in lieu of directors' fees as approved by Shareholders at the General Meeting on 5 August 2015.

On 3 September 2015, as approved by Shareholders at the General Meeting on 5 August 2015, Derek La Ferla was appointed Non-executive Chairman and Demetrios Pynes and Paolo ("Paul") Ferrara were appointed Executive Directors of the Company. Jay Stephenson was appointed Company Secretary. On the same day, directors Robert Kirtlan and Michael Griffiths resigned as Directors of the Company and Eva Witheridge resigned as Company Secretary.

On 4 September 2015, the Company issued shares and options pursuant to the Second Replacement Prospectus dated 30 July 2015 and the resolutions approved by Shareholders in the General Meeting dated 5 August 2015 as follows:

- 275,000,000 ordinary shares (on a post-consolidation basis) were issued at \$0.02 per share as part of the public offer which closed fully subscribed on 12 August 2015, raising \$5.5 million;
- 21,769,396 ordinary shares (on a post-consolidation basis) were issued at \$0.02 per share to director Demetrios Pynes as consideration for the acquisition;
- 21,778,797 ordinary shares (on a post-consolidation basis) were issued at \$0.02 per share to director Paul ("Paul") Ferrara as consideration for the acquisition;
- 121,451,806 ordinary shares (on a post-consolidation basis) were issued at \$0.02 per share to other Threat Protect vendors as consideration for the acquisition;
- 8,927,382 ordinary shares (on a post-consolidation basis) were issued at \$0.02 per share to director Demetrios Pynes in satisfaction of accrued liabilities;
- 6,638,271 ordinary shares (on a post-consolidation basis) were issued at \$0.02 per share to director Paul ("Paul") Ferrara in satisfaction of accrued liabilities;

**THREAT PROTECT AUSTRALIA LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 30 June 2015

**25. EVENTS SUBSEQUENT TO YEAR END (CONTINUED)**

- 15,000,000 ordinary shares (on a post-consolidation basis) were issued at \$0.02 per share to the Threat Protect lenders in satisfaction of amounts owed by Threat Protect;
- 5,000,000 options (on a post-consolidation basis) were issued with an exercise price of \$0.025, expiring 4 September 2018 to director Derek La Ferla;
- 5,000,000 options (on a post-consolidation basis) were issued with an exercise price of \$0.025, expiring 4 September 2018 to director Demetrios Pynes;
- 5,000,000 options (on a post-consolidation basis) were issued with an exercise price of \$0.025, expiring 4 September 2018 to director Paolo ("Paul") Ferrara; and;
- 85,000,000 options (on a post-consolidation basis) were issued with an exercise price of \$0.025, expiring 4 September 2018 to the lead manager, advisers and promoters.

On 11 September 2015, the Company was restated to official quotation on the ASX. On the same day, pursuant to the Second Replacement Prospectus dated 30 July 2015 and the resolutions approved by Shareholders in the General Meeting dated 5 August 2015, the Company issued 38,234,503 ordinary shares (on a post-consolidation basis) at \$0.016 per share to noteholders on conversion of convertible notes held in Threat Protect Group Pty Ltd (Formerly known as Threat Protect Australia Pty Ltd) and in satisfaction of accrued interest and other monies payable to the Threat Protect Noteholders in respect of the notes.

3,240,212 of the above 38,234,503 ordinary shares issued to noteholders at \$0.016 per share (on a post-consolidation basis) were issued to Non-executive Chairman Derek La Ferla.

On 15 September 2015, in full completion of the reverse takeover (RTO) transaction and acquisition of Threat Protect Group Pty Ltd (Formerly known as Threat Protect Australia Pty Ltd), the Company changed its name from East Africa Resources Limited to Threat Protect Australia Limited.

On the same day, the Company announce that it would be acquiring a major security monitoring provider, Monitoring Excellence (Chipla Holdings Pty Ltd), for consideration of \$2.52 million. Monitoring Excellence has in excess of 10,000 clients and generates annual revenue of approximately \$1.8 million per annum. The acquisition increased Threat Protect's total number of clients to approximately 20,000, from approximately 10,000, effectively immediately.

On 23 September 2015, the Company completed the acquisition of 540 new clients from Hillstone Security Monitoring. The acquisition will generate annual revenue of approximately \$350,000, effective immediately.

Other than the events listed above, there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature that is likely, in the opinion of the directors of the Company, to significantly affect the operations of the Group, the results of those operations or the state of the affairs of the Group in future financial years.

**THREAT PROTECT AUSTRALIA LIMITED**

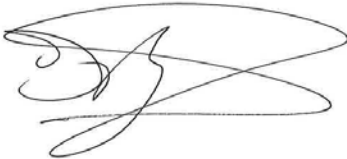
**DIRECTORS' DECLARATION**  
FOR THE YEAR ENDED 30 June 2015

In the opinion of the Directors:

- (a) the financial statements and notes, and the Remuneration Report are in accordance with the Corporations Act 2001, including:
  - (i) complying with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
  - (ii) giving a true and fair view of the financial position of the Company and the consolidated entity as at 30 June 2015 and of their performance for the financial year ended on that date
- (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable
- (c) the audited remuneration disclosures set out in the Directors' Report comply with Accounting Standards AASB 124 Related Party Disclosures and the Corporations Regulations 2001.

The Directors have been given the declarations by the Chief Executive Officer and Chief Financial Officer required by Section 295A of the Corporations Act 2001.

This declaration is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the Directors by:



**Demetrios Pynes**  
Managing Director

Signed this 30<sup>th</sup> day of September 2015 in Perth, Western Australia

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## **INDEPENDENT AUDIT REPORT TO THE MEMBERS OF THREAT PROTECT AUSTRALIA LIMITED**

### **Report on the financial report**

We have audited the accompanying financial report of Threat Protect Australia Limited “(the Company)” which comprises the balance sheet as at 30 June 2015 and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes 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 year.

### **Directors’ Responsibility for the Financial Report**

The Directors of the Company are responsible for the preparation and true and fair presentation of the financial report in accordance with the Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. This includes responsibility for the maintenance of adequate accounting records and internal controls that are designed to prevent and detect fraud and error, and for the accounting policies and accounting estimates inherent in the financial report. The Directors are also responsible for the remuneration disclosures contained in the directors’ report.

### **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. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance as to whether the financial report is free of 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 our 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, we consider internal controls relevant to the entity’s preparation and fair presentation of the financial report in order to design audit procedures that are appropriate to the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors as well as evaluating the overall presentation of the financial report.

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

### **Independence**

We are independent of the Company, and have met the independence requirements of Australian professional ethical requirements and the *Corporations Act 2001*.



Chartered Accountants

Liability limited by the Accountants Scheme, approved under the Professional Standards Act 1994 (NSW).

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#### **Audit opinion**

In our opinion the financial report of Threat Protect Australia Limited is in accordance with the *Corporations Act 2001*, including:

- a) (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of their performance for the year ended on that date; and  
(ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*; and
- b) the consolidated financial report also complies with International Financial Reporting Standards as issued by the International Accounting Standards Board.

#### **Report on the remuneration report**

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

#### **Audit opinion**

In our opinion the remuneration report of Threat Protect Australia Limited for the year ended 30 June 2015 complies with section 300A of the *Corporations Act 2001*.

Rothsay

Graham R Swan  
Partner

Dated 30 September 2015



Chartered Accountants

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**THREAT PROTECT AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

This Corporate Governance summary discloses the extent to which the Company will follow the recommendations set by the ASX Corporate Governance Council in its publication 'Corporate Governance Principles and Recommendations (3<sup>rd</sup> Edition)' (**Recommendations**). The Recommendations are not mandatory, however, the Recommendations that will not be followed have been identified and reasons have been provided for not following them.

The Company's Corporate Governance Plan will be posted on the Company's website at [www.threatprotect.com.au](http://www.threatprotect.com.au)

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<b><i>Principle 1: Lay solid foundations for management and oversight</i></b>		
<p><b>Recommendation 1.1</b></p> <p>A listed entity should have and disclose a charter which:</p> <p>(a) sets out the respective roles and responsibilities of the board, the chair and management; and</p> <p>(b) includes a description of those matters expressly reserved to the board and those delegated to management.</p>	YES	<p>The Board has the following specific responsibilities:</p> <p>(a) appointment of the Chief Executive Officer / Managing Director and other senior executives and the determination of their terms and conditions including remuneration and termination;</p> <p>(b) driving the strategic direction of the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance;</p> <p>(c) reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;</p> <p>(d) approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures;</p> <p>(e) approving and monitoring the budget and the adequacy and integrity of financial and other reporting;</p> <p>(f) approving the annual, half yearly and quarterly accounts;</p> <p>(g) approving significant changes to the organisational structure;</p> <p>(h) approving the issue of any shares, options, equity instruments or other securities in the Company (subject to compliance with the ASX Listing Rules if applicable);</p> <p>(i) ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making;</p> <p>(j) 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 if applicable); and</p> <p>(k) meeting with the external auditor, at their request, without management being present.</p> <p>The Chairman is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting the Board meetings and conducting the shareholder meetings. The Board delegates responsibility for the Company's day-to-day operations and administration to the Chief Executive Officer / Managing Director. The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to</p>

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**THREAT PROTECT AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
		management. Management is required to assess risk management and associated internal compliance and control procedures and report back quarterly to the Board.
<p><b>Recommendation 1.2</b></p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.</p>	YES	<p>In appointing new members to the Board, consideration is given to the ability of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company. Prior to appointing a new member to the Board or putting forward a candidate to shareholders for election as a director, the Board undertakes appropriate checks including making enquiries of any:</p> <p>(a) criminal history;</p> <p>(b) history of fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty; and</p> <p>(c) history of personal bankruptcy or any involvement in companies that have gone into administration due to insolvency,</p> <p>and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>
<p><b>Recommendation 1.3</b></p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	YES	The Board's charter requires that each Board member and each senior executive must enter into a written agreement with the Company setting out the terms of their appointment.
<p><b>Recommendation 1.4</b></p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	YES	<p>The Company Secretary is to provide advice to the Board on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and applicable other laws.</p> <p>When requested by the Board, the Company Secretary will facilitate the flow of information of the Board, between the Board and its Committees and between senior executives and non-executive Directors.</p>
<p><b>Recommendation 1.5</b></p> <p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board:</p> <p style="padding-left: 20px;">(i) to set measurable objectives for achieving gender diversity; and</p> <p style="padding-left: 20px;">(ii) to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary or it; and</p> <p>(c) disclose as at the end of each reporting period:</p> <p style="padding-left: 20px;">(i) the measurable objectives for achieving gender diversity set by the board in</p>	YES	<p>The Company's diversity policy provides a framework for the Company to achieve:</p> <p>(a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;</p> <p>(b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;</p> <p>(c) improved employment and career development opportunities for women;</p> <p>(d) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and</p> <p>(e) awareness in all staff of their rights and</p>

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**THREAT PROTECT AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<p>accordance with the entity's diversity policy and its progress towards achieving them; and</p> <p>(ii) either:</p> <p>(A) 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</p> <p>(B) the entity's "Gender Equality Indicators", as defined in the Workplace Gender Equality Act 2012.</p>		<p>responsibilities with regards to fairness, equity and respect for all aspects of diversity, (collectively, the Objectives).</p> <p>The Board is responsible for developing measurable objectives and strategies to meet the Objectives of the diversity policy (Measurable Objectives) and monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below. The Board may also set Measurable Objectives for achieving gender diversity and monitor their achievement.</p> <p>The Board will conduct all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates, using external experts where necessary.</p> <p>The Company's diversity strategies include:</p> <p>(a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board;</p> <p>(b) reviewing succession plans to ensure an appropriate focus on diversity;</p> <p>(c) identifying specific factors to take account of in recruitment and selection processes to encourage diversity;</p> <p>(d) developing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including, workplace development programs, mentoring programs and targeted training and development;</p> <p>(e) developing a culture which takes account of domestic responsibilities of employees; and</p> <p>(f) any other strategies the Board develops from time to time.</p> <p>The Board will include in the Annual Report each year:</p> <p>(a) the Measurable Objectives, if any, set by the Board;</p> <p>(b) progress against the Objectives; and</p> <p>(c) the proportions of women and men employees in the whole organisation, at senior management level and at Board level (including how 'senior management level' is defined for these purposes).</p>

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**THREAT PROTECT AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<p><b>Recommendation 1.6</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	YES	<p>The Board is currently responsible for the performance evaluation of individual Directors on an annual basis. To assist in this process an independent adviser may be used.</p> <p>The Board will disclose, in relation to each reporting period, whether a performance evaluation was undertaken.</p> <p>It is envisaged that once the Company is of a sufficient size to establish a nomination committee, that committee will be responsible for arranging the performance evaluation of the board, its committees and individual directors on behalf of the Board.</p>
<p><b>Recommendation 1.7</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	YES	<p>The Board is currently responsible for the performance evaluation of the Company's senior executives.</p> <p>Once the Company is of a sufficient size to establish a remuneration committee, the remuneration committee will oversee the performance evaluation of the executive team. This evaluation will be based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.</p> <p>The Board will disclose, in relation to each reporting period, whether a performance evaluation of the senior executive team was undertaken.</p>
<b>Principle 2: Structure the board to add value</b>		
<p><b>Recommendation 2.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p style="margin-left: 20px;">(i) has at least three members, a majority of whom are independent directors; and</p> <p style="margin-left: 20px;">(ii) is chaired by an independent director, and disclose:</p> <p style="margin-left: 20px;">(iii) the charter of the committee;</p> <p style="margin-left: 20px;">(iv) the members of the committee; and</p> <p style="margin-left: 20px;">(v) 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</p> <p>(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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.</p>	NO	<p>The Board is not currently of a sufficient size and structure to establish a nomination committee. At present, the full Board carries out the duties that would ordinarily be assigned to a nomination committee under the written terms of reference for that committee.</p> <p>The Board is responsible for the appointment of the Chief Executive Officer / Managing Director and other senior executives and the determination of their terms and conditions including remuneration and termination.</p> <p>The Board regularly reviews the composition of the Board to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.</p> <p>As the Company grows in size, it is planned that the Company will establish a separate nomination committee with its own nomination committee charter.</p>

**THREAT PROTECT AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<p><b>Recommendation 2.2</b></p> <p>A listed entity should have and disclose a board skill matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	NO	<p>The composition of the Board is reviewed regularly to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.</p> <p>As the Company grows in size, it is planned that the nomination committee will maintain and disclose a board skills matrix.</p>
<p><b>Recommendation 2.3</b></p> <p><b>A listed entity should disclose:</b></p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (3rd Edition), 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</p> <p>(c) the length of service of each director</p>	YES	<p>The Board is currently comprised of two non-executive directors (Derek La Ferla and Katina Law) and two executive directors (Demetrios Pynes and Paolo Ferrara).</p> <p>The Board's charter provides that where practical, the majority of the Board is comprised of non-executive Directors and that, where practical, at least 50% of the Board will be independent.</p> <p>An independent Director is one who is independent of management and free from any business or other relationship, which could, or could reasonably be perceived to materially interfere with, the exercise of independent judgement.</p> <p>The Board will continue to assess the Company's needs as it grows in size and if appropriate, appoint additional non-executive and independent directors.</p>
<p><b>Recommendation 2.4</b></p> <p>A majority of the board of a listed entity should be independent directors.</p>	NO	<p>Currently, only the chairman, Derek La Ferla is considered an independent director. The Board will continue to assess the Company's needs as it grows in size and if appropriate, appoint additional non-executive and independent directors.</p>
<p><b>Recommendation 2.5</b></p> <p>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.</p>	NO	<p>In compliance.</p>
<p><b>Recommendation 2.6</b></p> <p>A listed entity should have a program for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop and maintain the skills and knowledge needed to perform their role as a director effectively.</p>	YES	<p>Under the Board's charter, the Company Secretary is to facilitate the induction of new Directors. The Company's strategies to achieve the necessary blend of skills and diversity amongst Board members include workplace development programs, mentoring programs and targeted training and development.</p>
<b>Principle 3: Act ethically and responsibly</b>		
<p><b>Recommendation 3.1</b></p> <p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	YES	<p>The Company's Code of Conduct provides a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees.</p> <p>Managers and supervisors are responsible and accountable for:</p> <p>(a) undertaking their duties and behaving in a manner</p>

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**THREAT PROTECT AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
		<p>that is consistent with the provisions of the Code of Conduct;</p> <p>(b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and</p> <p>(c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct.</p> <p>All employees are responsible for:</p> <p>(a) undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;</p> <p>(b) reporting suspected corrupt conduct; and</p> <p>(c) reporting any departure from the Code of Conduct by themselves or others.</p> <p>The Code of Conduct governs a variety of employment conduct, including:</p> <p>(a) personal and professional behaviour;</p> <p>(b) conflicts of interest;</p> <p>(c) public and media comment;</p> <p>(d) use of Company resources;</p> <p>(e) security of information;</p> <p>(f) intellectual property/copyright;</p> <p>(g) discrimination and harassment;</p> <p>(h) corrupt conduct;</p> <p>(i) occupational health and safety;</p> <p>(j) compliance with legislation;</p> <p>(k) fair dealing;</p> <p>(l) responsibilities to investors;</p> <p>(m) breaches of the Code of Conduct</p> <p>(n) reporting matters of concern.</p>
<b>Principle 4: Safeguard integrity in financial reporting</b>		
<p><b>Recommendation 4.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and</p>	NO	<p>The Board is not currently of a sufficient size and structure to establish an audit committee. At present, the full Board carries out the duties that would ordinarily be assigned to an audit under the written terms of reference for that committee.</p> <p>As the Company grows in size, it is planned that the Company will establish a separate audit committee with its own audit committee charter. Under the Board's charter, the specific responsibilities of the Board include to recommend to shareholders the appointment of the external auditor and to meet with the external auditor when required and without management being present.</p> <p>The Board meets with the Company's auditors at regular intervals to continually assess and monitor</p>

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**THREAT PROTECT AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<p>experience of the members of the committee; and</p> <p>(v) 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</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>		the performance of the external auditors.
<p><b>Recommendation 4.2</b></p> <p>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 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.</p>	YES	<p>To assist the Board in its review and consideration of the Company's financial statements for a financial period, the Company's Chief Financial Officer and Chief Executive Officer declare to the Board whether, in their opinion:</p> <p>(a) the Company's financial records have been properly maintained; and</p> <p>(b) the financial statements comply with the appropriate accounting standards and give a true and fair view of the Company's financial position and performance, and, in doing so, confirm if their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>
<p><b>Recommendation 4.3</b></p> <p>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.</p>	YES	The auditor's lead engagement partner will be present at the Company's annual general meetings to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.
<b>Principle 5: Make timely and balanced disclosure</b>		
<p><b>Recommendation 5.1</b></p> <p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	YES	<p>The Company has in place a written policy on information disclosure and relevant procedures.</p> <p>The focus of these procedures is on continuous disclosure compliance and improving access to information for investors.</p> <p>The Company Secretary is responsible for:</p> <p>(a) overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders; and</p> <p>(b) providing guidance to Directors and employees on disclosure requirements and procedures.</p> <p>Price sensitive information is publicly released</p>

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**THREAT PROTECT AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
		<p>through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants is also managed through disclosure to the ASX.</p> <p>Information is posted on the Company's website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.</p>
<b>Principle 6: Respect the rights of security holders</b>		
<p><b>Recommendation 6.1</b></p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	YES	<p>The Company's full corporate governance practices and policies are set out on the Company's website at: <a href="http://www.threatprotect.com.au">www.threatprotect.com.au</a>.</p>
<p><b>Recommendation 6.2</b></p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	YES	<p>The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs and to facilitate two-way communication with investors. Information is communicated to shareholders through:</p> <p>(a) the Annual Report delivered by post and which is also placed on the Company's website;</p> <p>(b) the half yearly report which is placed on the Company's website;</p> <p>(c) the quarterly reports which are placed on the Company's website;</p> <p>(d) disclosures and announcements made to the ASX copies of which are placed on the Company's website;</p> <p>(e) notices and explanatory memoranda of Annual General Meetings (AGM) and Extraordinary General Meetings (EGM) copies of which are placed on the Company's website;</p> <p>(f) the Chairman's address and the Managing Director's address made at the AGMs and the EGMs, copies of which are placed on the Company's website;</p> <p>(g) the Company's website on which the Company posts all announcements which it makes to the ASX; and</p> <p>(h) the auditor's lead engagement partner being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.</p>
<p><b>Recommendation 6.3</b></p> <p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	YES	<p>Shareholders are encouraged to attend and participate in general meetings. Accordingly, meetings are held during normal business hours and at a location considered to be most convenient for the greatest possible number of shareholders to attend.</p>

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**THREAT PROTECT AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<p><b>Recommendation 6.4</b></p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	YES	<p>Shareholders can register with the Company's Registrar to receive email notifications of when an announcement is made by the Company to the ASX, including the release of the annual, half yearly and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.</p> <p>Shareholders are encouraged to receive communications from the Company and its share registry electronically</p>
<b>Principle 7: Recognise and manage risk</b>		
<p><b>Recommendation 7.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p style="margin-left: 20px;">(i) has at least three members, a majority of whom are independent directors; and</p> <p style="margin-left: 20px;">(ii) is chaired by an independent director, and disclose:</p> <p style="margin-left: 20px;">(iii) the charter of the committee;</p> <p style="margin-left: 20px;">(iv) the members of the committee; and</p> <p style="margin-left: 20px;">(v) 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</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p>	NO	<p>The Board determines the Company's "risk profile" and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control.</p> <p>The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report back quarterly to the Board.</p> <p>The Company's process of risk management and internal compliance and control includes:</p> <p>(a) identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks.</p> <p>(b) formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls.</p> <p>(c) monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.</p> <p>As the Company grows in size, it is planned at the Company will establish a separate audit and risk committee with its own committee charter.</p>
<p><b>Recommendation 7.2</b></p> <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the entity faces and to ensure that they remain within the risk appetite set by the board; and</p> <p>(b) disclose in relation to each reporting period, whether such a review has taken place.</p>	YES	<p>The Board reviews assessments of the effectiveness of risk management and internal compliance and control on an annual basis and will disclose information on the review process in its Annual Report.</p>

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**THREAT PROTECT AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<p><b>Recommendation 7.3</b></p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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.</p>	YES	<p>The Company does not have an internal audit function.</p> <p>Management oversees the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.</p> <p>The Board reviews reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.</p> <p>When the Board is of a sufficient size and nature, it will establish and delegate to an Audit and Risk Committee responsibility for implementing the Company's risk management system</p>
<p><b>Recommendation 7.4</b></p> <p>A listed entity should disclose whether, and if so how, it has regard to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	YES	<p>The Company believes it does not have any material exposure to economic, environmental or social sustainability risks and as such does not produce a sustainability report.</p>
<b>Principle 8: Remunerate fairly and responsibly</b>		
<p><b>Recommendation 8.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p style="margin-left: 20px;">(i) has at least three members, a majority of whom are independent directors; and</p> <p style="margin-left: 20px;">(ii) is chaired by an independent director, and disclose:</p> <p style="margin-left: 20px;">(iii) the charter of the committee;</p> <p style="margin-left: 20px;">(iv) the members of the committee; and</p> <p style="margin-left: 20px;">(v) 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</p> <p>(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.</p>	YES	<p>The full Board is responsible for the determination of the remuneration of directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p> <p>Where considered necessary, the Board may engage a remuneration consultant to assist with setting and reviewing the Company's executive and non-executive remuneration policies to ensure the Company attracts and retains executives and Directors who will create value for shareholders.</p> <p>As the Company grows in size, it is planned at the Company will establish a separate remuneration committee with its own remuneration committee charter.</p>

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**THREAT PROTECT AUSTRALIA LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<p><b>Recommendation 8.2</b></p> <p>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 and ensure that the different roles and responsibilities of non-executive directors compared to executive directors and other senior executives are reflected in the level and composition of their remuneration.</p>	YES	<p>The Company discloses details its Annual Report and any prospectus (including its recent replacement prospectus lodged with the Australian Securities and Investments Commission on 29 July 2015) of remuneration paid to executive and non-executive directors.</p> <p>The maximum aggregate annual remuneration payable to non-executive directors is set by shareholders in general meeting in accordance with the Company's constitution.</p>
<p><b>Recommendation 8.3</b></p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>	NO	<p>The Company has not yet adopted an equity-based remuneration scheme. If in the future it does adopt such a scheme, the Board will:</p> <p>(a) review and approve any equity based plans that may be introduced (Plans) in the light of legislative, regulatory and market developments.</p> <p>(b) for each Plan, determine each year whether awards will be made under that Plan.</p> <p>(c) review and approve total proposed awards under each Plan;</p> <p>(d) in addition to considering awards to executive Directors and direct reports to the Chief Executive Officer / Managing Director, review and approve proposed awards under each plan on an individual basis for executives as required under the rules governing each plan or as determined by the Committee; and</p> <p>(e) review, approve and keep under review performance hurdles for each equity based plan.</p> <p>Once the Board is of such a size and nature to warrant the establishment of a separate remuneration committee, the Board will delegate the above responsibilities to that committee.</p>

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**THREAT PROTECT AUSTRALIA LIMITED**  
**ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES**

The following additional information is required by the Australian Securities Exchange in respect of listed public companies only.

**1 Shareholding as at 30 September 2015**

**(a) Distribution of Shareholders**

Category (size of holding)	Number Ordinary
1 – 1,000	994
1,001 – 5,000	219
5,001 – 10,000	59
10,001 – 100,000	194
100,001 – and over	329
	1,795

**(b)** The number of shareholdings held in less than marketable parcels is 1,347.

**(c) Voting Rights**

The voting rights attached to each class of equity security are as follows:

Ordinary shares

- Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

**(d) 20 Largest Shareholders — Ordinary Shares as at 30 September 2015.**

NAME	Number of Ordinary Fully Paid Shares Held	% held of Issued Ordinary Capital
1. MS ALISON ELIZABETH HOWE	31,018,571	5.15
2. MS MICHELLE PYNES <THE REN WA BUDO A/C>	30,696,778	5.10
3. MS CHRISTINA MICHAEL	30,078,615	5.00
4. REDUN PTY LTD	30,069,215	4.99
5. MS CONCETTA FERRARA <FERRARA FAMILY A/C>	28,417,068	4.72
6. HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	22,203,811	3.69
7. MR PETER ARISTIDE PYNES + MRS LARA OLIMPIA PYNES <PYNES SUPERANNUATION A/C>	11,663,547	1.94
8. MS PAULA MARIE GRIEVES	10,969,295	1.82
9. INVIA CUSTODIAN PTY LIMITED <KOSOVICH INVESTMENT A/C>	10,000,000	1.66
10. SUNDOWNER INTERNATIONAL LTD	9,819,532	1.63
11. MR JOHN JOSEPH PALERMO	9,399,567	1.56
12. SUNDOWNER INTERNATIONAL LTD	7,892,770	1.31
13. ROBERT GOUDIE FINANCIAL ADVISERS PTY LTD <ROBERT GOUDIE FAMILY A/C>	7,750,000	1.29
14. QUICKSILVER ASSET PTY LTD	7,500,000	1.25
15. SIREN NOMINEES PTY LTD	7,500,000	1.25
16. MR JARRAD ROBERT STUART <STUART INVESTMENT A/C>	7,000,000	1.16
17. TISCAM PTY LTD <TISMAC SUPER FUND A/C>	6,480,424	1.08
18. PERSHING AUSTRALIA NOMINEES PTY LTD <ARGONAUT ACCOUNT>	6,437,500	1.07
19. WESTDAY ENTERPRISES PTY LTD	6,056,712	1.01
20. MR BRIAN TISDALE	5,696,138	0.95
<b>TOTAL</b>	<b>286,649,543</b>	<b>47.62</b>

**THREAT PROTECT AUSTRALIA LIMITED**  
**ADDITIONAL INFORMATION FOR LISTED PUBLIC**  
**COMPANIES**

- 2 The name of the Company Secretary is Mr Jay Richard Stephenson.
- 3 The address of the principal registered office in Australia is Suite 12, Level 1, 11 Ventnor Avenue, WEST PERTH WA 6005. Telephone (08) 6141 3500.
- 4 **Registers of securities are held at the following addresses**
- |                   |  |
|-------------------|--|
| Western Australia | Computershare Registry Services<br>Level 11, 172 St Georges Terrace, PERTH WA 6000 |
|-------------------|--|
- 5 **Stock Exchange Listing**
- Quotation has been granted for all the ordinary shares of the Company on all Member Exchanges of the Australian Stock Exchange Limited. ASX Code: TPS
- 6 **Unquoted Securities**
- Options over Un-issued Shares**
- There are 100,900,000 unlisted options at 30 September 2015, including 15,900,000 on issue to the Directors.
- 7 **Use of Funds**
- The Company has used its funds in accordance with its initial business objectives.

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**THREAT PROTECT AUSTRALIA LIMITED**  
**MINERAL TENEMENT LISTING**

Threat Protect Australia Limited (Formerly known as East Africa Resources Limited) holds interests in the following Tenements as at 30 September 2015:

<b>Licence Number</b>	<b>Area/Location</b>	<b>Interest at the end of the period</b>
<b>Madaba – Mkuju, Tanzania (100% ownership)</b>		
PL 9336/2013	Madaba – Liwale	100%
PL 9406/2013	Madaba – Liwale	100%
PL 9407/2013	Madaba – Liwale	100%

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