Bezant Resources Plc

Annual Report

and

Financial Statements

For the year ended 30 June 2011

Contents

Bezant Resources Plc

Corporate directory

Directors:	G Nealon	*Executive Chairman*
	E Kirby	*Non-Executive Director*
	B Olivier	*Technical Director*
	R Siapno	*Non-Executive Director*

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Chairman's statement

I am pleased to be able to report to our shareholders upon the further progress made by the Company during its last financial year ended 30 June 2011 and also on our ongoing activities in the period subsequent to our financial year end to date.

Mankayan Project, Philippines:

On 19 January 2011, the Board announced the positive results of an independent technical and economic Block Cave Conceptual Scoping Study (the ''Study''), commissioned in August 2010 from TWP Australia Pty. Limited and Mining Plus Pty. Limited on our Mankayan Project on the Island of Luzon, approximately 260km north of Manila (the ''Mankayan Project''). As the Study neared completion, the Company was able to announce maiden JORC compliant Probable Ore Reserves of 189 million tonnes grading at 0.46% copper and 0.49g/t of gold, resulting in total Recoverable Metal Reserves of 811,000 tonnes of copper and 2.21 million ounces of gold. A total mineable inventory statement was also reported in the order of 400 million tonnes of ore at an average grade of 0.38% copper and 0.42 g/t of gold, equating to approximately 1.4 million tonnes of copper and 3.9 million ounces of gold, the latter relating to all of the indicated, inferred and unclassified material incorporated by the mine design within the Study.

As previously announced, the Board had for some time been conducting a comprehensive review of the strategic options available for its Mankayan Project. Following this review process, in late February 2011, the Company announced that whilst forming a long term commercial or joint venture partnership to finance and/or assist with the further evaluation and development of the Mankayan Project remained a possible option, the Board believed that an outright sale of the project was the most viable and lowest risk objective for the Company, in order to realise shareholder value in the near term. The Company subsequently undertook an extensive sale process with a number of interested parties being granted access to a data room, on a confidential basis, containing information on the project. A shortlist of four selected parties then proceeded to make one or more site visits to the project area with meetings being held with the local community and relevant government officials.

Following a competitive tender process, the Board concluded that the proposed transaction with Goldfields Netherlands Services BV (''Gold Fields'') was the most attractive proposal, and following a relatively lengthy period of due diligence and commercial and legal negotiations, on 5 October 2011, I was delighted to announce the proposed grant of an option for the disposal of our wholly owned subsidiary Asean Copper Investments Limited (''Asean'') to Gold Fields. The summary terms of the Option Agreement provided for a non-refundable upfront cash payment of US$7 million with a further cash sum of US$63 million payable upon the potential future exercise of the option in order to acquire the entire issued share capital of Asean. The option may be exercised by Gold Fields at any time until 31 January 2013. The proposed grant of the option was formally approved by shareholders at a General Meeting held on 26 October 2011 and the non-refundable cash payment of US$7 million was duly received by the Company that day.

Prior to the General Meeting, the Board's position regarding the distribution of any future sale proceeds to shareholders was clarified as follows:

''In the event that the Option is exercised and the sale and transfer of the issued shares in Asean is completed the Company anticipates that approximately 50% of the gross sale proceeds will potentially be available for distribution to Shareholders. A return of cash to Shareholders will be subject, inter alia, to obtaining professional advice from our financial, legal and tax advisers and prevailing exchange rates at the appropriate time, and taking into account the view of Shareholders at that time (as appropriate). Of the 50% of funds retained, all taxes will be paid out of this sum with the remainder being retained to progress the Company's copper/gold exploration portfolio.''

There can of course be no certainty that Gold Fields will exercise the option, but given their current level of financial commitment to the Philippines in relation to Lepanto Consolidated Mining Company's adjacent Far Southeast project, your Board currently considers that there is a good probability that the option will be exercised. Notwithstanding the latter, your Board also believes that the receipt of the non-refundable upfront cash payment of US$7 million significantly enhances the Company's financial position in the current very uncertain global economic climate.

Eureka Project, Argentina:

In early December 2010, the Company announced that it had entered into an Asset Purchase Agreement (the "APA") under which it was assigned the exclusive rights and obligations in respect of an Exploration Agreement with an Option to Purchase and Side Letter (together the "Option Agreement") to acquire up to 100 per cent. of a newly incorporated Company (Puna Metals S.A.), holding a package of 11 prospective copper and gold exploration licences in the province of Jujuy, north-west Argentina (the "Eureka Project").

The APA required the Company to issue an initial four million new ordinary shares to the vendor and pay cash consideration of US$200,000, to be followed by a further tranche of four million new ordinary shares by no later than 30 April 2011, such shares being duly allotted on 18 April 2011.

The Option Agreement covers a two year period, whereby in return for staggered cash payments of up to, in aggregate, US$3.9 million to 30 December 2012, the Company will acquire up to 100 per cent. of the Eureka Project.

The Company has to date paid the first two tranches of US$0.5 million each and now owns 27.5 per cent. of Puna Metals S.A. Bezant is the sole operator and has total discretion over all exploration expenditure on the Eureka Project, which currently has unaudited unclassified resource estimates, based on historic exploration activities, in the order of, in aggregate, up to approximately 62 million tonnes grading at approximately 1% copper and approximately 52,000 ounces of gold as credits.

On 15 August 2011, the Company announced that it had completed Phase I of its initial exploration programme in relation to the evaluation of historical data and the generation of a geographic information system ("GIS") database. This included the identification of encouraging geophysical responses with zones of high electrical chargeability and resistivity, which shall provide additional targets for the Company's planned ongoing exploration programme. The Company is currently engaged in completing an environmental base line study, along with the preparation of statutory Environmental & Social Impact Assessment Reports for submission to the Provincial authorities, prior to being permitted to commence Phase II of its initial exploration programme in early 2012.

Mkurumu Project, Tanzania:

The Company still maintains its 46 per cent. interest in the Mkurumu Project, alongside AngloGold Ashanti ("AGA"), holding an identical 46 per cent., and Tanzanian locals holding the remaining 8 per cent. As previously reported, the Board fully impaired all of the exploration costs incurred in respect of the Company's Tanzanian projects in the Company's last financial year, in the absence of achieving an Inferred Resource estimate within any of the defined tenement areas. The Company is currently negotiating for a possible Net Smelter Return Royalty with AGA, in lieu of expending any further exploration costs on the Mkurumu joint venture project.

Financial / Other:

For the twelve month period ended 30 June 2011, the Company incurred a loss after tax of £1,550,000 (2010: loss of £1,610,000). This loss reflects expenditure incurred on our ongoing activities, completion of the Conceptual Scoping Study for the Mankayan Project and the initial acquisition costs associated with our new Eureka Project in Argentina.

In January 2011, we were delighted to announce the appointment of Singer Capital Markets Limited ("SCML") as sole Corporate Broker to the Company and in late February 2011, the Company successfully completed a fundraising which involved a placing of 9,498,935 new ordinary shares by SCML with both existing and new investors at a price of 50 pence per share, raising approximately £4.75 million before expenses. The net proceeds from the Placing (and the upfront non-refundable fee in respect of the Gold Fields Option Agreement) are to be used primarily to assist in funding the option exercise and initial work programmes in respect of the Eureka Project.

Chairman's statement (continued)

I would like to take this opportunity to once again thank all of our employees and shareholders for their continuing support and look forward to reporting further progress in due course.

Gerard A. Nealon
Executive Chairman

18 November 2011

Review of operations and activities

1. Philippines – Mankayan Copper-Gold Porphyry Project

1.1 Background

The Mineral and Production Sharing Agreement covers a total of 534 hectares in the Guinaoang area of the Philippines (the ''Mankayan Project''). The Mankayan Project is located in the Mankayan-Lepanto mining district, an area of porphyry copper belts in the Philippines, and is similar to several other deposits that have already been developed by third parties, such as the St Thomas deposit near Baguio City. The project site is situated adjacent to the copper/gold mine owned and run by Lepanto Consolidated Mining Company. The Mankayan-Lepanto area has been mined for centuries and is readily accessible by both road and air. The Mankayan deposit was discovered in the early 1970s and since then has been extensively drilled, with four historical programmes being completed covering more than 45,000 metres of diamond drilling over 48 holes. From late 2007 to mid 2009 the Company completed a 9,778 metre drill programme over 9 holes along the full strike length of the deposit in order to expand on, and test the validity of, the historical drilling results and to provide samples for density and metallurgical analysis. In 2009 the Company achieved an upgrade in the Mineral Resource to 221.6 million tonnes Indicated and 36.2 million tonnes Inferred at a 0.4% copper cut-off. The upgraded Mineral Resource consisted of an Indicated Resource of 2.42 billion pounds (1.1 million tonnes) of copper and 3.7 million ounces of gold, as well as an Inferred Resource of 0.44 billion pounds (0.2 million tonnes) of copper and 0.6 million ounces of gold.

1.2 Maiden Reserve Estimation

During the reporting period, the Company achieved another significant resource upgrade for its Mankayan Project through the establishment of a maiden Independent Ore Reserve and Mineable Inventory Statement produced by Mining Plus Pty. Ltd (''Mining Plus''). The Ore Reserve Statement was prepared in accordance with the guidelines of the Australasian Code for Reporting Exploration Results, Mineral Resources and Ore Reserves (JORC Code – 2004 edition).

The Ore Reserve and Mineable Inventory Statements stem from the mine design and production schedule produced by Mining Plus for Bezant as part of its Mankayan Block Cave Conceptual (technical and economic) Study. The mine design encompassing the Indicated, Inferred and unclassified material, was used to calculate the mineable section of the deposit and forms the basis of the Mineable Inventory Statement. The Ore Reserves produced by Mining Plus were based on the above mentioned Resource Estimation independently provided by Snowden Mining Industry Consultants Pty. Ltd (''Snowden'') and announced by the Company in July 2009 of 221.6Mt at 0.49% Copper and 0.52g/t Gold. The Ore Reserve estimates are shown in Table 1 below.

Table 1: Mankayan Project Ore Reserves

JORC (2004)	Tonnes	Grade		Metal Units	
Reserve Category	(Mt)	Cu (%)	Au (g/t)	Cu tonnes (t)	Au (ounces)
Probable	189	0.46	0.49	811,000	2,210,000
Proven	N/A				

The complete mine design was evaluated for approximately 389Mt of ore at an average grade of 0.38% Cu and 0.42g/t gold. The mine design incorporated Indicated, Inferred and unclassified material and resulted in a Mineable Inventory Statement (see Table 2 below).

Table 2: Total Mineable Inventory Statement

Tonnes	Grade		Metal Units	
(Mt)	Cu (%)	Au (g/t)	Cu tonnes (Mt)	Au (M ounces)
389	0.38	0.42	1.4**	3.9**

** – assuming metallurgical recoveries of 94% and 74% for copper and gold respectively.

1.3 Completion of Independent Scoping Study

In January 2011, the Company announced the results of a conceptual (technical and economic) study (the "Study") on its Mankayan Project prepared by TWP Australia Pty. Limited ("TWP") and Mining Plus. The Study specifically focused on determining a conceptual mining, extraction and processing method.

The conceptual mine design completed for the Study utilised a block caving mining method. Block caving is considered to be an appropriate and common method to mine large deposits, such as that encountered at Mankayan, provided the characteristics of the rock mass lend the ore body to be suitable for caving. The Study applied the general principles of block cave mining to the Mankayan deposit and considered the distinct characteristics of the ore body. It presented an overall mine layout in accordance with the highest industry standards.

An annual mine production rate of 12 million tonnes per annum ("Mtpa") was selected, resulting in a mine life of 42 years, which was seen to be well within the capabilities of the ore body. At a draw down rate of 100 millimetres per day, approximately 12 Mtpa per lift would be produced and was identified by TWP as being the maximum tonnage capable of being hoisted through a single shaft hoisting configuration, derived from benchmarking shaft haulage at some of the world's biggest underground mines, including those within Australia and specifically those block caving mines that are mining up to 500 metre ore columns.

Due to the size and geometry of the Mankayan deposit, the determination of the block cave lift was considered analogous to that of Rio Tinto's North Parkes block cave operations in Australia. The column height chosen for the Mankayan deposit was therefore 350 metres, deemed to be the most suitable height for the ore body. The block cave has been split into two lifts, whereby the Lift 1 extraction level has been placed at 769m below surface (811mRL) and the Lift 2 extraction level at 1,125m below surface (455mRL). Laterally, the location of each lift was determined by firstly positioning Lift 2 at the bottom of the ore body, whereby the footprint would cover the majority of the ore without including any waste. Lift 1 was then positioned approximately 350 metres above Lift 2, but also positioned to ensure that the majority of the Lift 1 ore development would also be caved by Lift 2, the level at which the base of the lift would begin, as per Figure 1.

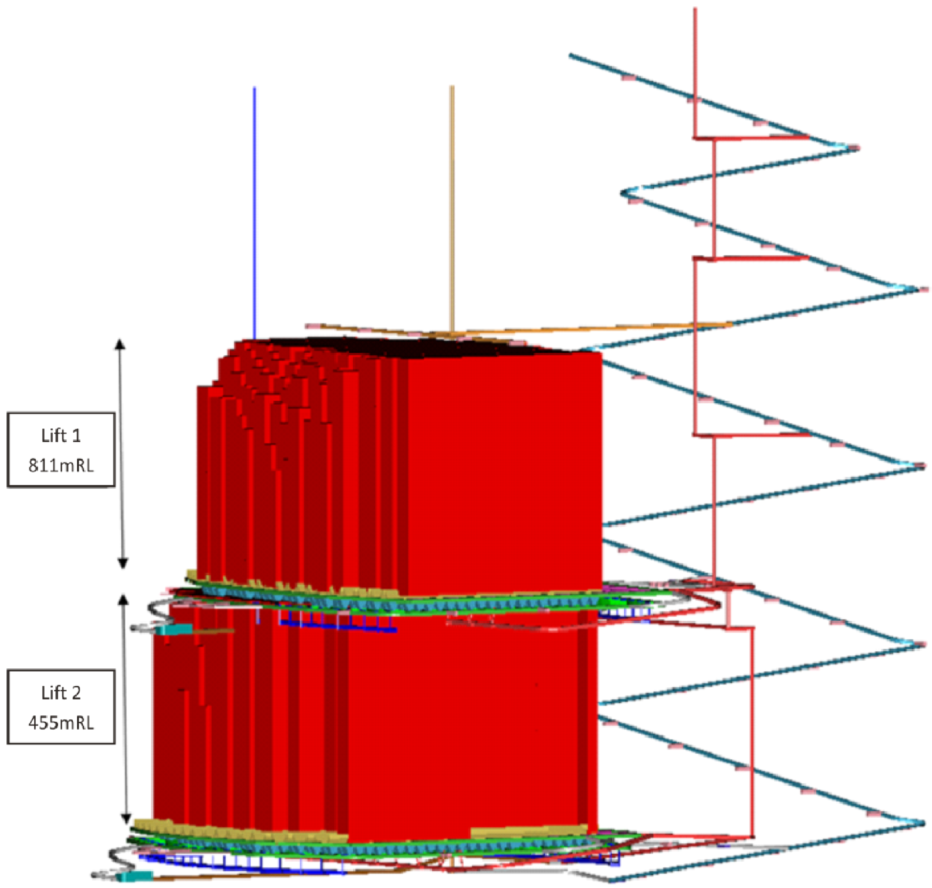

Figure 1. Isometric View of the Guinaoang / Mankayan Mine Design

The conceptual mine comprises a ventilation shaft, a haulage shaft for ore hoisting and a decline ramp used primarily to transport personnel to and from the mine workings, as well as to haul waste to the surface dumps. This allows for uninterrupted ore haulage through the shaft without incurring delays for the transportation of personnel.

The major surface infrastructures are sited at least 300 metres away from the cave zone such that stresses generated from the caving operation should have minimal impact. Due to the size of the ore body, a crusher is required on the eastern and western side of each lift. The conceptual mine is designed such that all water underground will flow to sumps or drainage holes that link to a central pumping station developed at the bottom of the decline. A workshop has also been designed near Lift 1, close to the return airway.

The block cave layout was designed such that each mining lift will have an undercut level, an extraction level, a fresh airway level, a return airway level and a crushing/conveying level.

The concentrator design was based on Australian and international experience of proven operations, with high-throughput copper-gold ore treatment. The single processing line incorporates two-stage milling in closed circuit with cyclones, flash flotation cells and dedicated flash cleaner cells. A pebble crusher operates in closed circuit with the primary mill.

Mill cyclone overflow gravitates to rougher and scavenger flotation. Rougher concentrates are reground before cleaning. Scavenger and cleaner scavenger tails are thickened before discharge to the tailings storage facility. Copper and a portion of the gold are recovered by froth flotation to a copper sulphide concentrate, that is then sold to international or local smelters. The remaining gold is recovered on site as bullion, by gravity concentration of the flash flotation concentrate.

Review of operations and activities (continued)

Concentrator operating costs were based on an estimate of consumables such as mill liners, steel balls, flotation reagents, water and electrical power. Flotation reagent cost estimates allow for the use of modern high-technology selective copper/gold collectors. Cyanide is not used in any part of the process.

The key operational and economic parameters for the Mankayan Project, as set out in the Study, are summarised below:

Ore tonnes	400,054,062t
Average Cu grade	0.38%
Average Au grade	0.42g/t
Recovered Cu metal	1,432,696t
Recovered Au metal	4,015,179oz
Capital development	37,664m (metres)
Operating development	94,909m
Longhole drilling	2,566,150m
Annual mine production rate	12Mtpa
Estimated mine life	42 years
Total costs per tonne (including mining, milling, processing, royalty, capital costs, equipment ownership, administrative costs etc.)	US$21.01
Total mining, milling and processing costs per tonne	US$15.37
Total revenue per tonne	US$33.72
Total capital infrastructure costs over project's life	US$1.2 billion

2. Argentina – Eureka Copper-Gold Project

2.1 Background

During the reporting period the Company announced the staged acquisition of the Eureka Project in northern Argentina. The project comprises a package of 11 highly prospective copper and gold exploration licences. The 11 licences are located north-west of Jujuy near to the Argentine border with Bolivia and cover, in aggregate, an area in excess of approximately 5,500 hectares and is accessible via a series of gravel roads. To date, no JORC compliant or equivalent resource estimate has been established, but historic exploration activities have been conducted on the project area since the 1980s by Minera Penoles, Codelco and Mantos Blancos, with unaudited unclassified estimates in the order of, in aggregate, up to approximately 62 million tonnes grading at 1% copper and approximately 52,000 ounces of gold as credits. The copper oxide mineralisation occurs in loosely consolidated conglomerates and is the focus of the project's economic potential. The near surface mineralisation is amenable to heap leaching, while the carbonate content of the conglomerate is reported to be low, thereby reducing potential acid consumption.

2.2 Completion of Stage 1 of the Eureka work programme (Post Period End)

As announced in August 2011, interpretation of an historic three-dimensional Induced Polarisation (IP) survey has identified a broad consistent zone of high electrical chargeability in the central part of the survey area. The zone develops at 100 – 150m depth and appears to be approximately 200m thick, dipping to the west whilst plunging and thickening to the south as shown in Figure 2. The IP survey covered an area of approximately 2.5km by 1.25km with a 3-D array, line spacing of 200m and 50m station spacing along the lines. The data is presented as 3-D inversion models of electrical chargeability and resistivity.

Review of operations and activities (continued)

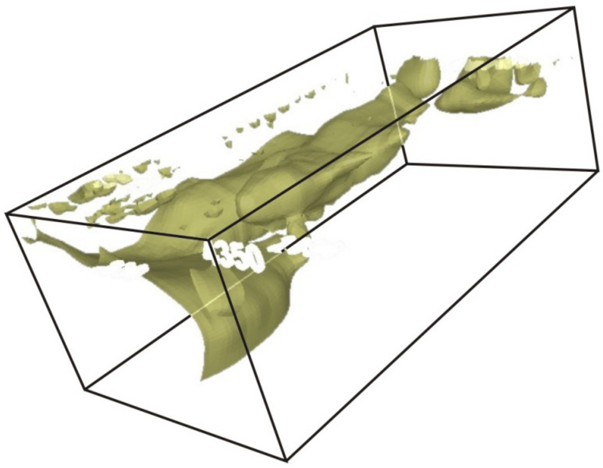

Figure 2. Zones of high chargeability.

The zone of high electrical chargeability is also associated with a high resistivity zone, which also dips to the west, as shown in Figure 3. Based on dips identified from surface mapping, management has interpreted this feature to probably occur within the Eureka Formation.

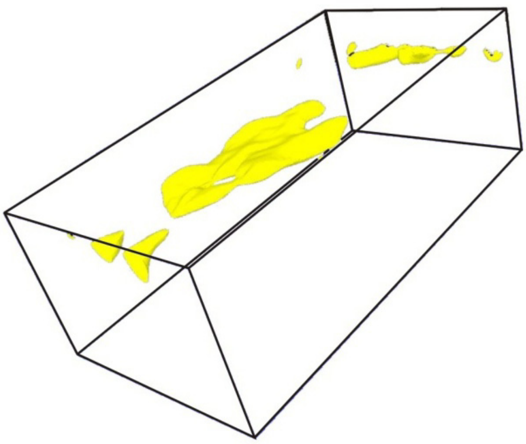

Figure 3. Zones of high resistivity.

The combination of elevated electrical chargeability and higher resistivity may indicate a silicified interval within the Eureka Formation as shown in Figure 4. A strong, partly defined, chargeability high anomaly has also been identified at the southern end of the survey area.

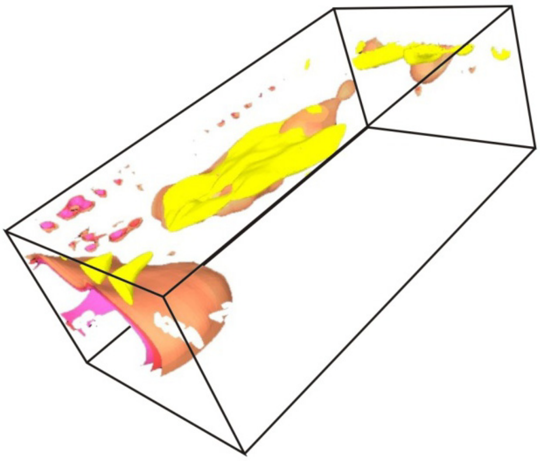

Figure 4. Zones of high chargeability and resistivity.

The zones of high electrical chargeability and resistivity together with the voluminous anomaly located in the southern part of the survey area, presents additional targets for the drilling phase of the Company's initial planned exploration programme.

The Company has also now reviewed, digitised and compiled the existing historical data on the project area, including regional and local geological maps, into a Geographic Information System ("GIS") database. This digital database will be used to facilitate stage two of the initial work programme.

3. Tanzania – Mkurumu and other gold projects/tenements

All exploration activities in Tanzania have now been discontinued. The Company is currently negotiating for a Net Smelter Royalty position with AngloGold Ashanti in lieu of any further expenditure on its Mkurumu Project in Tanzania, in which it retains a 46 per cent. interest, the original exploration costs for which having been fully impaired last year.

Dr. Bernard Olivier
Technical Director

18 November 2011.

Board of directors

Mr. Gerry Nealon *(Executive Chairman) (Appointed 8 December 2004)*

Experience and Expertise

Gerry Nealon, aged 51, is a Chartered Chemist holding the degrees of B.Sc. (Hons) in Biochemistry and M.Sc. in Forensic Science. He has approximately thirty years career experience, primarily in the areas of forensic science, quality systems, risk management, research & development, corporate governance and due diligence. He was initially employed by Government agencies, primarily within the UK and Australia, prior to moving into the private sector and founding his own consulting company in 1994. His main areas of operation have principally been related to Australia, South Africa, Singapore, Malaysia, Thailand, the USA and South America.

Other current directorships

Executive Chairman of LP Hill Plc (listed on AIM) since August 2009 along with being a Director of its subsidiaries Enviroplats Limited and Tranomaro Mineral Development Corporation Limited since September 2009. Non-Executive Chairman of Magnum Mining and Exploration Limited (listed on ASX) since May 2006 and Director of Limerick Global Consulting Pty. Limited since May 1994.

Former directorships in the last 5 years

Sylvania Resources Limited, Great Australian Resources Limited, Clean Water Australia Pty. Limited, Invest Tech Pte. Limited and Floran Asia Pte. Limited.

Special responsibilities

Chairman of the Board / Executive Committee.

Interests in shares and options

439,560 options over ordinary shares in Bezant Resources Plc.

Dr. Bernard Olivier *(Executive Technical Director) (Appointed 26 April 2007)*

Experience and Expertise

Bernard Olivier, aged 35, received his PhD in Economic Geology from the University of Stellenbosch, South Africa in 2006. He has been working as a geologist since 1998 and has worked throughout various African and Asian countries, among them Tanzania, South Africa, Zambia, Burundi, Malawi, Namibia, Cambodia, Lao PDR and the Philippines. He has worked on various exploration and development projects as well as active mining operations on a variety of commodities including, gold, gemstones, uranium, diamonds, PGE's, base metals and coal.

Other current directorships

CEO of Richland Resources Ltd, Non-executive Director of LP Hill Plc (both listed on AIM) and Director of Serengeti Resources Limited.

Former directorships in the last 5 years

Great Australian Resources Limited (listed on ASX) and Kirkwood Resources Limited.

Special responsibilities

Technical Director / Executive Committee.

Interests in shares and options

219,780 options over ordinary shares in Bezant Resources Plc.

Board of directors (continued)

Mr. Ronnie Siapno *(Non-Executive Director) (Appointed 25 October 2007)*

Experience and Expertise

Ronnie Siapno, aged 47, graduated from the Saint Louis University in the Philippines in 1986 with a Bachelor of Science degree in Mining Engineering and is currently a member of both the Philippine Institute of Mining, Metallurgical and Geological Engineers and the Philippine Society of Mining Engineers. Since graduation, he has held various consulting positions such as Mine Planning Engineer to Benguet Exploration Inc., Mine Production Engineer to Pacific Chrome International Inc., Exploration Engineer to both Portman Mining Philippines Inc. and Phoenix Resources Philippines Inc. and Geotechnical Engineer to Pacific Falkon Philippines Inc. He is currently the President of Crescent Mining and Development Corporation.

Other current directorships

Mana Resources Development Corporation.

Former directorships in the last 5 years

None.

Special responsibilities

Mankayan Project Director of Operations.

Remuneration & Audit Committees.

Interests in shares and options

None.

Dr. Evan Kirby *(Non-Executive Director) (Appointed 4 December 2008)*

Experience and Expertise

Evan Kirby, aged 60, is a metallurgist with over 30 years of international involvement. At the end of 1975, he moved to South Africa and worked for Impala Platinum, Rand Mines and then Rustenburg Platinum Mines. In 1992, he moved to Australia to work for Minproc Engineers and then Bechtel Corporation from 1997 until 2002. After leaving Bechtel, he established his own consulting company to continue with his ongoing mining project involvement. His personal "hands on" experience covers the financial, technical, engineering and environmental issues associated with a wide range of mining and processing projects.

Other current directorships

Luiri Gold Limited (listed on AIM), Nyota Minerals Limited (listed on AIM and ASX), Global Resource Ventures Limited and Metallurgical Management Services Pty. Limited.

Former directorships in the last 5 years

China Goldmines Plc, Washington Resources Limited, Sylvania Resources Limited, Great Australian Resources Limited and Wedgetail Exploration N.L.

Special responsibilities

Remuneration & Audit Committees.

Interests in shares and options

None.

Directors' report
For the year ended 30 June 2011

The Directors present their report together with the audited financial statements of Bezant Resources Plc and its subsidiary undertakings (the ''Group'' or ''Bezant'') for the year ended 30 June 2011.

Principal activity

The Company is registered in England and Wales, having been first incorporated on 13 April 1994 under the Companies Act 1985 with registered number 2918391 as a public company limited by shares, in the name of Yieldbid Public Limited Company. On 19 September 1994, the Company changed its name to Voss Net Plc, with a second change of name to that of Tanzania Gold Plc on 27 September 2006. On 9 July 2007, the Company further changed its name to its current name of Bezant Resources Plc.

The Company was listed on the Alternative Investment Market (AIM) operated by the London Stock Exchange on 14 August 1995.

The principal activity of the Group is natural resource exploration, development and beneficiation.

The FTSE Sector is that of Mining and the FTSE Sub-sector that of Gold Mining.

Results and dividends

The Group's results for the year are set out in the financial statements. The Directors do not propose to recommend any distribution by way of dividend for the year ended 30 June 2011.

Principal risks and uncertainties facing the Company

The principal risks and uncertainties facing the Company are the risk of not finding adequate mineral reserves, risks associated with securing personnel, services and equipment required to develop its assets given the continued high levels of demand in the resources industry, uncertainties concerning fluctuations in commodity prices and also those relating to the prevailing foreign exchange rates. However, the Company has managed to secure service contracts in relation to its exploration activities (currently limited to the Philippines and Argentina) on a timely basis, such that our projects continue to be developed in accordance with applicable work programmes, and has an established network of contacts, key contractors and other personnel that will assist in their further development. The Company is also exposed to sovereignty risks relating to change of local Governments and any possible subsequent changes in jurisdiction concerning the maintenance or renewal of licences and also the equity position permitted to be held within the Company's subsidiaries.

Performance of the Company

The Company is an exploration entity whose assets comprise early-stage projects that are not yet at the production stage. Currently, no revenue is generated from those projects. The key performance indicators for the Company are therefore linked to the achievement of project milestones and the increase in overall enterprise value.

Group structure and changes in share capital

Details of movements in share capital during the year are set out in Note 20 to the financial statements.

Directors

The following directors have held office during the period:

Gerry Nealon
Bernard Olivier
Ronnie Siapno
Evan Kirby

Directors' interests

The beneficial and non-beneficial interests of the Directors and their related parties in the Company's shares were as follows:

	30 June 2011			30 June 2010	
	Ordinary shares of 0.2p each	Share options	Notes	Ordinary shares of 0.2p each	Share options
G. Nealon	-	439,560	(1)	-	439,560
B. Olivier	-	219,780	(2)	-	219,780
R. Siapno	-	-		-	-
E. Kirby	-	-		-	-

Notes:
(1) 439,560 share options granted on 15 June 2007 with an exercise price of 91 pence per share and now vested in full.
(2) 219,780 share options granted on 15 June 2007 with an exercise price of 91 pence per share and now vested in full.

Report on Directors' remuneration and service contracts

This report has been prepared in accordance with the requirements of Schedule 2 of Part 1 to the Companies Act 2006 (the "Schedule") and also meets the requirements of the Listing Rules of the Financial Services Authority and describes how the Board has applied the Principles of Good Governance relating to Directors' Remuneration. A resolution to approve the report will be proposed at the Annual General Meeting of the Company at which the Financial Statements are to be approved.

Executive remuneration packages are prudently designed to attract, motivate and retain Directors of the necessary calibre and to reward them for enhancing value to shareholders. The performance measurement of the Executive Directors and key members of senior management and the determination of their annual remuneration packages is undertaken by the Remuneration Committee. The remuneration of Non-Executive Directors is determined by the Board within limits set out in the Articles of Association.

Executive Directors are entitled to accept appointments outside the Company providing the Board's permission is sought.

The service contracts of all the Executive and Non-Executive Directors are subject to a twelve month termination period respectively. Under the current service contracts, the executive Chairman and the executive Technical Director are paid £90,000 and £72,000 in total per annum respectively as direct salary, with these amounts being paid to the Consulting Company of each Director. Each Non-Executive Director is entitled to £12,000 per annum as Directors' fees along with relevant Consulting Fees as applicable, with the aggregate of Salary, Directors' fees and Consulting fees detailed in the Directors' Remuneration Summary Table below and in Note 27.

Each Director is also paid all reasonable expenses incurred wholly, necessarily and exclusively in the proper performance of his duties.

The Group does not operate a pension scheme and has not paid any contributions to any pension scheme for Directors or employees.

Directors' remuneration

Remuneration of the Directors was as follows:

	Directors' Fees	Salary and Consulting Fees	Superannuation & 'ER NIC	Benefits in kind	Share based payment – shares and options	Total
	£	£	£	£	£	£
G. Nealon	-	90,000	-	-	-	90,000
B. Olivier	-	72,000	-	-	-	72,000
R. Siapno	12,000	-	-	-	-	12,000
E. Kirby	12,000	38,000	-	-	-	50,000

1. Directors' remuneration shown above comprises all of the salaries, Directors' fees, consulting fees and other benefits and emoluments paid to Directors.
2. All share options have now vested in full.

Environment, Health, Safety and Social Responsibility Policy Statement

The Company adheres to the above Policy, whereby all operations are conducted in a manner that protects the environment, the health and safety of employees, third parties, and the entire local communities in general.

The Company is principally involved with two exploration projects located within the Philippines and Argentina respectively. The Company is also currently negotiating for a Net Smelter Royalty position in lieu of any further expenditure on its main exploration project in Tanzania, the original exploration costs for which having been fully impaired last year.

The Company has submitted a suitable Environmental Program to the relevant Authority in each of these geographic areas in accordance with applicable law, having been duly approved prior to the instigation of any exploration activities.

During the reporting period, our operations were closely managed in order to maintain our policy aims, with no matters of concern arising.

There have been no convictions in relation to breaches of any applicable legislation recorded against the Group during the reporting period.

Substantial & Significant Shareholdings

The Company has been notified, in accordance with Chapter 5 of the FSA's Disclosure and Transparency Rules, or is aware of the following interests in its ordinary shares as at 17 November 2011 of those shareholders with a 3% and above equity holding in the Company.

	Number of Ordinary Shares	Percentage of issued share capital
Vidacos Nominees Limited	7,814,124	12.02%
Pershing Nominees Limited	6,102,001	9.39%
WB Nominees Limited	4,906,614	7.55%
Rathbone Nominees Limited	4,361,611	6.71%
TD Waterhouse Nominees (Europe) Limited	3,962,534	6.10%
Barclayshare Nominees Limited	2,840,319	4.37%
Prism Nominees	2,303,024	3.54%

Issue of Warrants

No Warrants were issued or exercised, during the Reporting Period.

Creditor payment policy and practice

It is the Company's policy that payments to suppliers are made in accordance with those terms and conditions agreed between the Company and its suppliers, provided that all trading terms and conditions have been complied with.

Political and charitable contributions

There were no political or charitable contributions made by the Group during the year ended 30 June 2011.

Information to shareholders – Web site

The Company has its own web-site (www.bezantresources.com) for the purposes of improving information flow to shareholders, as well as to potential investors.

Statement of responsibilities of those charged with governance

The Directors are responsible for preparing the financial statements in accordance with applicable laws and International Financial Reporting Standards as adopted by the European Union. Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group and of the Company and of the profit or loss of the Group for that year. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on a going concern basis, unless it is inappropriate to presume that the Group will continue in business.

The Directors confirm that the financial statements comply with the above requirements.

The Directors are responsible for keeping proper accounting records which at any time disclose with reasonable accuracy the financial position of the Company (and the Group) and enable them to ensure that the financial statements comply with the Companies Act 2006. The Directors are also responsible for safeguarding the assets of the Company (and the Group) and for taking steps for the prevention and detection of fraud and other irregularities. In addition, they are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

Statement of disclosure to auditor

So far as the Directors, at the time of approval of their report, are aware:

- there is no relevant audit information of which the Company's auditors are unaware, and
- the Directors have taken all steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

UHY Hacker Young LLP have expressed their willingness to continue as the auditors of the Company, and in accordance with section 489 of the Companies Act 2006, a resolution to re-appoint them will be proposed at the Company's forthcoming Annual General Meeting.

Annual General Meeting

The Company will hold an Annual General Meeting on 14 December 2011 and the wording of each resolution to be tabled is set out in the Notice of Meeting and Form of Proxy.

Resolution 6, which is to be tabled as a special resolution, is to grant the Directors the authority to allot shares or rights over shares on a non pre-emptive basis. The Directors recommend that shareholders of the Company vote in favour of this resolution. The granting of this authority is in keeping with the Company's historical practice. It will also enable the Directors to allot shares in accordance with the Share Option Plan ratified by the Company's shareholders at a general meeting of the Company held on 9 July 2007 and will also provide the Directors with flexibility to make the commercial decision to allot shares or rights over shares on a non pre-emptive basis for the benefit of the Company if required.

Shareholders who are unable to attend the Annual General Meeting and who wish to appoint a proxy in their place must ensure that their proxy is appointed in accordance with the provisions set out in the Notice of Meeting **by 11.00 a.m. on 12 December 2011**.

By order of the Board

Dr. Bernard Olivier
Executive Director

18 November 2011.

Corporate governance

Combined Code

Although the Company is not obligated to comply with the Combined Code on the Principles of Good Governance and Code of Best Practice, the Directors have stated their intention to comply with these principles in so far as practicable for a company of its size. The Company is committed to high standards of corporate governance and the board is accountable to the Company's shareholders. The Company has adopted the Corporate Governance Guidelines for Smaller Quoted Companies (September 2010).

Board of Directors and Committees

During the year the Directors met on a frequent basis, with three of the four Directors operating from within the same office. The Board consists of two executive Directors (one of whom is Chairman) and two non-executive Directors. Therefore, at least half of the Board is comprised of non-executive Directors, as recommended by provision A.3.2 of the Combined Code.

The Board is responsible for determining policy and business strategy, setting financial and other performance objectives and monitoring achievement. The Chairman takes responsibility for the conduct of the Company and Board meetings and ensures that Directors are properly briefed to enable full and constructive discussions to take place. However, no formal schedule of Board Meetings has been deemed necessary to date and no schedule of matters specifically reserved to the Board for decision, has yet been established.

To enable the Board to function effectively and to discharge its duties, Directors are given full and timely access to all relevant information. They have free access to the advice and services of the Company's Solicitors and the Company Secretary and may seek independent advice at the expense of the Company, where appropriate. However, no formal procedure has been agreed with the Board regarding the circumstances in which individual Directors may take independent professional advice.

The Combined Code states that there should be a nomination committee to deal with the appointment of both executive and non-executive Directors except in circumstances where the Board is small. The Directors consider the size of the current board to be small and have not therefore established a nomination committee. The appointment of executive and non-executive Directors is currently a matter for the Board as a whole. This position will be reviewed should the number of Directors increase substantially.

The current Directors' biographical details are set out on pages 12 to 13.

The non-executive Directors are independent of management and are free from any business or any other relationship which could interfere materially with the exercise of their independent judgement. The non-executive Directors are appointed for specified terms and are subject to re-election and to the Companies Act provisions relating to the removal of a director. Reappointment of non-executive Directors is not automatic.

Under the Company's Articles of Association, the appointment of all new Directors must be approved by shareholders in General Meeting. In addition, one third of directors are required to retire and to submit themselves for re-election at each Annual General Meeting.

Corporate governance (continued)

The Directors have established the following two committees, both of which report to the Board and have written terms of reference which deal clearly with their respective authorities and duties.

Audit committee

The audit committee receives reports from management and the external auditors relating to the interim report and the annual accounts, reviews reporting requirements and ensures that the maintenance of accounting systems and controls is effective. The audit committee comprises both of the non-executive Directors, namely Dr. Evan Kirby and Mr. Ronnie Siapno.

The audit committee has unrestricted access to the Company's auditors. The audit committee also monitors the controls which are in force and any perceived gaps in the control environment. The Board believes that the current size of the Group does not justify the establishment of an independent internal audit department. Finance personnel are periodically instructed to conduct specific reviews of business functions relating to key risk areas and to report their findings to the Board.

Remuneration committee

The remuneration committee determines the scale and structure for the remuneration of the executive Directors and approves the granting of options to Directors and senior employees and the performance related conditions thereof. It also determines matters relating to the issue of Warrants and share options, when applicable. It is currently comprised of the two non-executive Directors; Dr. Evan Kirby and Mr. Ronnie Siapno.

The remuneration and terms and conditions of appointment of the non-executive Directors is determined by the Board.

Internal control

The Board is responsible for establishing and maintaining the Group's system of internal control. Internal control systems manage rather than eliminate risks to which the Group is exposed and such systems, by their nature, can provide reasonable but not absolute assurance against misstatement or loss. There is a continuous process for identifying, evaluating and managing the significant risks faced by the Group. The key procedures which the Directors have established with a view to providing effective internal control, are as follows:

- Identification and control of business risks

  The Board identifies the major business risks faced by the Group and determines the appropriate course of action to manage those risks.

- Budgets and business plans

  Each year the Board approves the business plan and annual budget. Performance is monitored and relevant action taken throughout the year with regular reporting to the board upon likely changes to the business forecast.

- Investment appraisal

  Capital expenditure is controlled by budgetary process and authorisation levels. For expenditure beyond specified levels, detailed written proposals have to be submitted to the Board. Appropriate due diligence work is carried out, if a business or asset is to be acquired.

- Annual review and assessment

  The Board is currently carrying out a detailed review and assessment of the effectiveness of the Group's system of internal control, a process that will be maintained on an annual basis.

Going concern

The Group meets its day to day working capital requirements through the cash balances held with its bankers.

The Directors have formed the judgement that at the time of approving the financial statements, the Group and the Company had adequate resources to continue in existence for the foreseeable future. Therefore, the Directors consider the adoption of the going concern basis in preparing the financial statements to be appropriate. Currently, the Company does not seek any borrowings to operate the Company and all future supplemental funding is raised through investors as and when required to finance working capital requirements and also that relating to potential new projects, as they may develop. It is also possible that further funding requirements maybe addressed through the suitable disposal of asset(s), pending the prior approval of shareholders at a duly convened General Meeting where appropriate.

Relations with shareholders

The Board attaches considerable importance to the maintenance of good relationships with shareholders. Presentations by the Directors to institutional shareholders and City analysts are made as and when considered appropriate by the Board and the Company's advisers.

All shareholders are invited to attend the Annual General Meeting and all General Meetings, when required, and are encouraged to take the opportunity of putting questions to the Board.

The Annual General Meeting is regarded as an opportunity to communicate directly with private shareholders.

Dr. Evan Kirby
Non-executive Director

18 November 2011.

UHY Hacker Young
Chartered Accountants

UHY Hacker Young LLP
Quadrant House
4 Thomas More Square
London E1W 1YW

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BEZANT RESOURCES PLC FOR THE YEAR ENDED 30 JUNE 2011

We have audited the financial statements of Bezant Resources plc for the year ended 30 June 2011 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statements of Changes in Equity, the Consolidated and Parent Company Balance Sheets, the Consolidated and Parent Company Cash Flow Statements and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of responsibilities of those charged with governance, set out on page 18, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 30 June 2011 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the Parent Company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

UHY Hacker Young LLP
Quadrant House
4 Thomas More Square
London E1W 1YW

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF BEZANT RESOURCES PLC (continued)
FOR THE YEAR ENDED 30 JUNE 2011

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Guy Swarbreck (Senior Statutory Auditor)
for and on behalf of UHY Hacker Young
Chartered Accountants

Statutory Auditor
Quadrant House
4 Thomas More Square
London E1W 1YW

18 November 2011

Bezant Resources Plc

Consolidated Statement of Comprehensive Income
For the year ended 30 June 2011

	Notes	2011 £'000	2010 £'000
Continuing operations			
Group revenue		**-**	-
Cost of sales		**-**	-
Gross profit/(loss)		**-**	-
Administrative expenses	**3**	**(1,555)**	(1,370)
Impairment expenses	**4**	**-**	(244)
Group operating loss	**5**	**(1,555)**	(1,614)
Interest receivable	**6**	**5**	4
Other income		**-**	-
Total Income		**5**	4
Loss before taxation		**(1,550)**	(1,610)
Taxation	**8**	**-**	-
Loss for the year		**(1,550)**	(1,610)
Attributable to:			
Equity holders of the Company		**(1,550)**	(1,610)
Other comprehensive income/(expense):			
Foreign currency reserve movement		**58**	(3)
Other comprehensive income/(expense) for the year		**58**	(3)
Total comprehensive expense for the year attributable to equity holders of the Company		**(1,492)**	(1,613)
Loss per share (pence)			
Basic & Diluted	**9**	**(2.88p)**	(3.74p)

Bezant Resources Plc

Consolidated and Company Statements of Changes in Equity
For the year ended 30 June 2011

	Share Capital £'000	Share Premium £'000	Other Reserves £'000	Accumulated Losses £'000	Total Equity £'000
Consolidated					
Balance at 1 July 2010	**1,032**	**23,810**	**332**	**(15,880)**	**9,294**
Current year loss	**-**	**-**	**-**	**(1,550)**	**(1,550)**
Foreign currency reserve	**-**	**-**	**58**	**-**	**58**
Total comprehensive expenses for the year	**-**	**-**	**58**	**(1,550)**	**(1,492)**
Share issues	**35**	**7,118**	**-**	**-**	**7,153**
Share issue costs	**-**	**(237)**	**-**	**-**	**(237)**
Cost of share-based payments	**-**	**-**	**-**	**-**	**-**
Balance at 30 June 2011	**1,067**	**30,691**	**390**	**(17,430)**	**14,718**
Consolidated					
Balance at 1 July 2009	1,016	21,904	296	(14,270)	8,946
Current year loss	-	-	-	(1,610)	(1,610)
Foreign currency reserve	-	-	(3)	-	(3)
Total comprehensive expenses for the year	-	-	(3)	(1,610)	(1,613)
Share issues	16	1,960	-	-	1,976
Share issue costs	-	(54)	-	-	(54)
Cost of share-based payments	-	-	39	-	39
Balance at 30 June 2010	1,032	23,810	332	(15,880)	9,294

Consolidated and Company Statements of Changes in Equity
For the year ended 30 June 2011 (continued)

	Share Capital £'000	Share Premium £'000	Other Reserves £'000	Accumulated Losses £'000	Total Equity £'000
Company					
Balance at 1 July 2010	**1,032**	**23,810**	**265**	**(15,759)**	**9,348**
Current year loss	**-**	**-**	**-**	**(1,533)**	**(1,533)**
Total comprehensive expenses for the year	**-**	**-**	**-**	**(1,533)**	**(1,533)**
Share issues	**35**	**7,118**	**-**	**-**	**7,153**
Share issue costs	**-**	**(237)**	**-**	**-**	**(237)**
Cost of share-based payments	**-**	**-**	**-**	**-**	**-**
Balance at 30 June 2011	**1,067**	**30,691**	**265**	**(17,292)**	**14,731**
Company					
Balance at 1 July 2009	1,016	21,904	226	(14,158)	8,988
Current year loss	-	-	-	(1,601)	(1,601)
Total comprehensive expenses for the year	-	-	-	(1,601)	(1,601)
Share issues	16	1,960	-	-	1,976
Share issue costs	-	(54)	-	-	(54)
Cost of share-based payments	-	-	39	-	39
Balance at 30 June 2010	1,032	23,810	265	(15,759)	9,348

Bezant Resources Plc

Consolidated and Company Balance Sheets
As at 30 June 2011

	Notes	Consolidated 2011 £'000	Consolidated 2010 £'000	Company 2011 £'000	Company 2010 £'000
ASSETS					
Non-current assets					
Intangible assets – goodwill	14	**-**	-	**-**	-
Plant and equipment	15	**23**	30	**23**	28
Investment in subsidiary	16	**-**	-	**-**	-
Investments	16	**7,783**	7,429	**7,959**	7,429
Deferred exploration and evaluation costs	17	**2,532**	-	**2,532**	-
Total non-current assets		**10,338**	7,459	**10,514**	7,457
Current assets					
Trade and other receivables	13	**16**	16	**16**	16
Cash at bank and in hand		**4,418**	1,938	**4,255**	1,938
Total current assets		**4,434**	1,954	**4,271**	1,954
TOTAL ASSETS		**14,772**	9,413	**14,785**	9,411
LIABILITIES					
Current liabilities					
Trade and other payables	18	**54**	119	**54**	63
Total current liabilities		**54**	119	**54**	63
NET ASSETS		**14,718**	9,294	**14,731**	9,348
EQUITY					
Share capital	20	**1,067**	1,032	**1,067**	1,032
Share premium account	20	**30,691**	23,810	**30,691**	23,810
Share based payment reserve	22	**265**	265	**265**	265
Other reserves	22	**125**	67	**-**	-
Accumulated losses	22	**(17,430)**	(15,880)	**(17,292)**	(15,759)
SHAREHOLDERS' EQUITY		**14,718**	9,294	**14,731**	9,348

These financial statements were approved by the Board of Directors on 18 November 2011 and signed on its behalf by:

Dr. Bernard Olivier
Executive Director

Company Registration No. 02918391

Bezant Resources Plc

Consolidated and Company Cash Flow Statements
For the year ended 30 June 2011

	Notes	Consolidated 2011 £'000	Consolidated 2010 £'000	Company 2011 £'000	Company 2010 £'000
Net cash outflow from operating activities	**24**	**(1,649)**	(1,228)	**(1,576)**	(1,231)
Cash flows from investing activities					
Interest received		**5**	4	**5**	4
Other income		**39**	31	**39**	31
Proceeds from sale of investments		**-**	-	**-**	-
Payments for plant and equipment		**(5)**	(11)	**(5)**	(12)
Payments to fund exploration		**(128)**	(121)	**(128)**	(121)
Payments to acquire associate		**-**	-	**(7)**	-
Payments to acquire available for sale investments		**(314)**	-	**-**	-
Loans to associates and subsidiaries		**(144)**	(123)	**(628)**	(123)
Net cash outflow from investing activities		**(547)**	(220)	**(724)**	(221)
Cash flows from financing activities					
Cash proceeds from issue of shares		**4,749**	1,801	**4,749**	1,801
Share issue costs		**(237)**	(54)	**(237)**	(54)
		4,512	1,747	**4,512**	1,747
Increase in cash		**2,316**	299	**2,212**	295
Cash and cash equivalents at beginning of year		**1,938**	1,642	**1,938**	1,642
Foreign exchange movement		**164**	(3)	**105**	1
Cash and cash equivalents at end of year		**4,418**	1,938	**4,255**	1,938

General information

Bezant Resources plc is a company incorporated in England and Wales. The address of its registered office and principal place of business is disclosed in the corporate directory. The Group is quoted on AIM, a market operated by the London Stock Exchange plc, and has the TIDM code of BZT. Information required pursuant to AIM Rule 26 is available via the Group's website at www.bezantresources.com.

1. Accounting policies

1.1 Accounting policies

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

Basis of preparation

The financial information, which incorporates the financial information of the Company and its subsidiary undertakings (the "Group"), has been prepared using the historical cost convention and in accordance with International Financial Reporting Standards ("IFRS") including IFRS 6 'Exploration for and Evaluation of Mineral Resources', as adopted by the European Union ("EU").

Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiary undertakings and have been prepared using the principles of acquisition accounting, which includes the results of the subsidiaries from their dates of acquisition.

All intra-group transactions, income, expenses and balances are eliminated fully on consolidation.

A subsidiary undertaking is excluded from the consolidation where the interest in the subsidiary undertaking is held exclusively with a view to subsequent resale and the subsidiary undertaking has not previously been consolidated in the consolidated accounts prepared by the parent undertaking.

Business Combination

On acquisition, the assets and liabilities and contingent liabilities of a subsidiary are measured at their fair values at the date of acquisition. Any excess of the cost of acquisition over the fair values of the identifiable net assets acquired is recognised as goodwill. Any deficiency of the cost of acquisition below the fair values of the identifiable net assets acquired (i.e. discount on acquisition) is credited to profit and loss in the period of acquisition. The interest of minority shareholders is stated at the minority's proportion of the fair values of the assets and liabilities recognised. Subsequently, any losses applicable to the minority interest in excess of the minority interest are allocated against the interests of the parent.

Investment in associated companies is accounted for using the equity method.

1.1 Accounting policies (continued)

New IFRS standards and interpretations not applied

At the date of approval of these financial statements, the following Standards and Interpretations were in issue but not yet effective, which may be applicable to the Group and have not been applied in these financial statements :

International Financial Reporting Standards (IFRS/IFRIC)		*Effective date – financial periods beginning on or after*
IFRS 9	Financial Instruments – Classification and Measurement	1 January 2013
IFRS 12	Disclosure of Interest in Other Entities	1 January 2013
IFRS 13	Fair Value Measurement	1 January 2013
IAS 1	Presentation of Items of Other Comprehensive Income (Amendment to IAS 1)	1 July 2012
IAS 19	Employee Benefits (2011)	1 January 2013

The Group does not anticipate that the adoption of these standards will have a material effect on its financial statements in the period of initial adoption.

1.2 Significant accounting judgements, estimates and assumptions

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Share-based payment transactions:

The Group measures the cost of equity-settled transactions with Directors, consultants and employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using a Black and Scholes model, although any such share options are currently vested in full.

Impairment of investments:

The Group determines whether investments are impaired when indicators, based on facts and circumstances, suggest that the carrying amount may exceed its recoverable amount. Such indicators include the point at which a determination is made as to whether or not commercial mining reserves exist in the associate in which the investment is held.

1.3 Revenue recognition

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

(i) Sale of goods

Revenue from the sale of goods (precious and semi precious metals) is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Risks and rewards of ownership are considered passed to the buyer at the time of delivery of the goods to the customer.

(ii) Interest income

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

1.4 Financial assets

Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trade. A financial asset is classified in this category, if acquired principally for the purpose of selling in the short-term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. The Group's loans and receivables comprise 'trade and other receivables' along with cash and cash equivalents in the balance sheet.

c) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

Recognition and measurement

Purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all the financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the statement of comprehensive income. Financial assets are derecognised when the rights to receive cashflows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are carried at cost, as reduced by appropriate allowances for estimated irrecoverable amounts.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the statement of comprehensive income within 'other (losses)/gains' in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the statement of comprehensive income as part of other income when the Group's right to receive payments is established.

The fair values of quoted investments are based on current market prices, but if the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cashflow analysis and option pricing models, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

1.5 Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. Financial liabilities include trade and other payables.

Trade and other payables are carried at cost which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the Group.

Equity instruments are recorded at the fair value of the consideration received, net of direct issue costs.

1.6 Cash and cash equivalents

Cash comprises cash at bank and in hand. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purposes of the Cash Flow Statement, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

1.7 Trade and other receivables

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

1.8 Foreign currency transactions and balances

(i) Functional and presentational currency

Items included in the Group's financial statements are measured using Pounds Sterling ("£"), which is the currency of the primary economic environment in which the Group operates ("the functional currency"). The financial statements are presented in Pounds Sterling ("£"), which is the functional currency of the Company and is the Group's presentational currency.

The individual financial statements of each Group company are presented in the functional currency of the primary economic environment in which it operates.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies, are recognised in the income statement.

Transactions in the accounts of individual Group companies are recorded at the rate of exchange ruling on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rates ruling at the balance sheet date. All differences are taken to the income statement.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised as income or as expenses, for the period in which the operation is disposed of.

1.9 Interest in jointly controlled entities

The Group's interests in jointly controlled entities are brought to account using the equity method of accounting in the consolidated financial statements. The parent entity's interests in jointly controlled entities are brought to account using the cost method. Where the Group acquires an interest in a jointly controlled entity, the acquisition cost is amortised on a basis consistent with the method of amortisation used by the jointly controlled entity, in respect to assets to which the acquisition costs relate.

1.10 Deferred tax

Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

1.11 Plant and equipment

Plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the profit and loss account during the financial period in which they are incurred.

Depreciation on these assets is calculated using the diminishing value method to allocate the cost less residual values over their estimated useful lives as follows:

Plant and equipment – 33.33%
Fixtures and fittings – 7.5%

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

1.12 Impairment of assets

At each reporting date, the Company 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 profit and loss account.

1.13 Trade and other payables

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

1.14 Share-based payments

The Company has made share-based payments to certain employees, directors and advisers by way of issues of share options. The fair value of these payments is calculated by the Company using the Black Scholes option pricing model. The expense is recognised on a straight line basis over the period from the date of award to the date of vesting, based on the Company's best estimate of the shares that will eventually vest. Currently, such options are fully vested.

1.15 Goodwill

Goodwill is the difference between the amount paid on the acquisition of the subsidiary undertakings and the aggregate fair value of their separable net assets. Goodwill is capitalised as an intangible asset and in accordance with IFRS 3 'Business Combinations' is not amortised but tested for impairment when there are any indications that its carrying value is not recoverable. As such, goodwill is stated at cost less any provision for impairment in value. If a subsidiary undertaking is subsequently sold, goodwill arising on acquisition is taken into account in determining the profit and loss on sale.

1.16 Exploration and evaluation 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 which 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 when an obligating event occurs 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 a discounted basis. Any changes in the estimates for the costs are accounted for 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.

2. Segment reporting

For the purposes of segmental information, the operations of the Group are focused in four geographical segments, namely the UK, Tanzania, Argentina and the Philippines and comprise one class of business: the exploration, evaluation and development of mineral resources. The UK is used for the administration of the Group.

The Group's operating loss arose from its operations in the UK, Tanzania, Argentina and the Philippines.

For the year ended 30 June 2011

	UK £'000	Tanzania £'000	Argentina £'000	Philippines £'000	Total £'000
Consolidated operating loss	(1,533)	(17)	-	-	(1,550)
Included in the consolidated operating loss are the following income/(expense) items:					
Depreciation	(10)	-	-	-	(10)
Interest received	5	-	-	-	5
Foreign currency gain/(loss)	(91)	-	-	-	(91)
Total Assets	4,456	-	2,868	7,448	14,772
Total Liabilities	(54)	-	-	-	(54)
Expenditure for reportable segment, non-current assets	5	-	-	-	5

For the year ended 30 June 2010

	UK £'000	Tanzania £'000	Argentina £'000	Philippines £'000	Total £'000
Consolidated operating loss	(1,601)	(9)	-	-	(1,610)
Included in the consolidated operating loss are the following income/(expense) items:					
Depreciation	(8)	-	-	-	(8)
Interest received	4	-	-	-	4
Foreign currency gain	108	-	-	-	108
Loss arising from the impairment of assets	-	(244)	-	-	(244)
Share based payments	(39)	-	-	-	(39)
Total Assets	1,999	2	-	7,412	9,413
Total Liabilities	(63)	(56)	-	-	(119)
Expenditure for reportable segment, non-current assets	11	-	-	-	11

3. Administrative expenses

	Year ended 30 June 2011 £'000	Year ended 30 June 2010 £'000
Ongoing administrative expenses	**1,545**	1,323
Depreciation and amortisation	**10**	8
Share-based payment expense	**-**	39
	1,555	1,370

4. Impairment expenses

	Year ended 30 June 2011 £'000	Year ended 30 June 2010 £'000
Exploration expenditure	**-**	244
Interest in Joint Venture	**-**	-
Investment in listed company	**-**	-
	-	244

5. Operating loss

	Year ended 30 June 2011 £'000	Year ended 30 June 2010 £'000
The Group's operating loss is stated after charging/(crediting):		
Parent Company auditor's remuneration – audit services	**31**	25
Other auditors	**1**	6
Share-based payment expense	**-**	39
Depreciation of tangible assets	**10**	8
Foreign exchange loss/(gain)	**91**	(108)

6. Interest receivable

	Year ended 30 June 2011 £'000	Year ended 30 June 2010 £'000
Bank interest receivable	**5**	4

7. Interest payable

	Year ended 30 June 2011 £'000	Year ended 30 June 2010 £'000
Bank interest payable	**-**	-

8. Taxation

	Year ended 30 June 2011 £'000	Year ended 30 June 2010 £'000
UK Corporation tax		
– current year	-	-
Total current tax charge	-	-
Factors affecting the tax charge for the year:		
Loss on ordinary activities before tax	**(1,550)**	(1,610)
Loss on ordinary activities multiplied by the standard rate of UK corporation tax of 26% (2010: 28%)	**(403)**	(451)
Effects of:		
Non-deductible expenses	**18**	13
Tax losses	**385**	438
Current tax charge	-	-

The standard rate of UK corporation tax is 26%.

At the balance sheet date, the Company has unused losses carried forward of £5,408,000 (2010: £3,940,000) available for offset against suitable future profits. Most of the losses were sustained in the United Kingdom.

A deferred tax asset has not been recognised in respect of such losses due to the uncertainty of future profit streams. The contingent deferred tax asset is estimated to be £1,406,000 (2010: £1,063,800).

9. Loss per share

The basic and diluted loss per share have been calculated using the loss for the 12 months ended 30 June 2011 of £1,550,000 (2010: £1,610,000). The basic loss per share was calculated using a weighted average number of shares in issue of 53,805,262 (2010: 42,993,758).

The diluted loss per share has been calculated using an additional weighted average number of shares in issue and to be issued of 56,003,062 (2010: 45,191,558).

The diluted loss per share and the basic loss per share are recorded as the same amount, as the conversion of share options decreases the basic loss per share, thus being anti-dilutive.

10. Holding Company profit and loss account

In accordance with the provisions of Section 408 of the Companies Act 2006, the Parent Company has not presented a separate income statement. A loss for the 12 month period ended 30 June 2011 of £1,533,000 (2010: £1,601,000) has been included in the profit and loss account.

11. Directors' emoluments

The Directors' emoluments of the Group are as follows:

	Year ended 30 June 2011 £'000	Year ended 30 June 2010 £'000
Wages, salaries and fees	**224**	177
Share-based payments	**-**	39
	224	216

12. Employee information

	Year ended 30 June 2011 £'000	Year ended 30 June 2010 £'000
Average number of employees including directors:		
Management and technical	**5**	5

	Year ended 30 June 2011 £'000	Year ended 30 June 2010 £'000
Salaries	**20**	17
Share-based payments	**-**	-
	20	17

13. Trade and other receivables

	Consolidated		**Company**	
	2011 £'000	2010 £'000	**2011 £'000**	2010 £'000
Due within one year:				
VAT recoverable	**15**	7	**15**	7
Prepayments	**1**	9	**1**	9
	16	16	**16**	16

14. Intangible assets

	Year ended 30 June 2011 £'000
Goodwill	
Cost	
At 1 July 2010	**4,500**
Additions	**-**
At 30 June 2011	**4,500**
Impairment	
At 1 July 2010	**4,500**
Impairment charge for the period	**-**
At 30 June 2011	**4,500**
Net book value as at 30 June 2011 and 30 June 2010	**-**

15. Plant and equipment

	Consolidated		Company	
	2011	2010	**2011**	2010
	£'000	£'000	**£'000**	£'000
Plant and equipment				
Cost				
At 1 July 2010	**54**	43	**50**	38
Additions	**5**	11	**5**	12
Disposals	**(5)**	-	**-**	-
At 30 June 2011	**54**	54	**55**	50
Depreciation				
At 1 July 2010	**24**	16	**22**	14
Charge for the period	**10**	8	**10**	8
Disposals	**(3)**	-	**-**	-
At 30 June 2011	**31**	24	**32**	22
Net book value as at 30 June	**23**	30	**23**	28

16. Investments

16.1 Joint Venture investments

Anglo Tanzania Gold Limited ("ATGL"), a wholly owned subsidiary of the Company, has previously entered into a Joint Venture agreement with Ashanti Exploration Tanzania Limited ("Ashanti"), which is known as the Mkurumu Joint Venture ("Mkurumu" or "JV").

The principal objective of the JV had been to carry out Prospecting Operations on the Prospecting Area, with the view ultimately to developing and exploiting economically viable Mineral Substances occurring on, in and under the Prospecting Area. The relationship of the Parties under the agreement is contractual only and it is not intended to constitute a partnership or to create any fiduciary relationship between the parties.

Ashanti originally held a 92% share of the prospecting area and Mafulira Village Mining Company Limited held, and currently still holds, an 8% share. Following the successful completion of a two-staged exploration programme, ATGL obtained a 46% interest in the Mkurumu project from Ashanti and therefore currently holds, an equal interest to that of Ashanti.

It was envisaged that all expenditure incurred in the carrying out of Prospecting Operations up until the Pre-feasibility stage was to be accounted for by ATGL as an 'Investment' and all costs that were directly attributable to the JV were to be capitalised in the Balance Sheet as such under Fixed Assets. As reported, all costs associated with the Mkurumu project have now been impaired by the end of this reporting period:

Expenditure incurred to date is as follows:

	Year ended 30 June 2011 £'000	Year ended 30 June 2010 £'000
Investment in Mkurumu project	**538**	538
(Provision for impairment of Investment in JV)	**(538)**	(538)
Net carrying value	**-**	-

16.2 Other investments

	Consolidated		Company	
	2011	2010	**2011**	2010
	£'000	£'000	**£'000**	£'000
Investment in associates	**5,614**	5,614	**5,621**	5,614
Investment*	**314**	-	**-**	-
Loan to associate	**1,835**	1,798	**1,835**	1,798
Loan to subsidiary	**-**	-	**1,065**	582
(Provision for loan recoverability)	**-**	-	**(582)**	(582)
Loan to administration provider	**20**	17	**20**	17
Interest in Joint Venture	**538**	538	**-**	-
(Provision for impairment of investment in Joint Venture)	**(538)**	(538)	**-**	-
	7,783	7,429	**7,959**	7,429

*Staggered acquisition payment, see note 28

16.2.1 Investment in associates

	Consolidated		Company	
	2011	2010	**2011**	2010
	£'000	£'000	**£'000**	£'000
Acquisition of interest in associate				
As at 1 July	**5,614**	5,614	**5,614**	5,614
Movement for the year	**-**	-	**7**	-
As at 30 June	**5,614**	5,614	**5,621**	5,614

16.2.2 The Group's share of the results of its associate and its assets and liabilities are as follows:

Crescent Mining and Development Corporation operates in the Philippines

	2011	2010
	£'000	£'000
Assets	**678**	674
Liabilities	**773**	752
Profit/(loss) for the year	**(16)**	3
% Interest held	**64***	40

The Group's direct and indirect holding in Crescent Mining and Development Corporation ("CMDC") amounts to 64%(*) of the total share capital of CMDC. However, some of the Group's holdings are held through a separate Filipino entity, in which the Group does not exercise control but merely has minority influence. Accordingly, it is the opinion of the Directors that the Group does not exercise control over CMDC and it is therefore treated as an associated company.

Bezant Holdings Inc. operates in the Philippines

	2011	2010
	£'000	£'000
Assets	**16**	17
Liabilities	**12**	12
Profit/(loss) for the year	**1**	-
% Interest held	**40**	40

16.3 Investments – subsidiary undertakings

Subsidiary undertakings of the Company as at 30 June 2011 were as follows:

	Acquisition date	Total £'000
Tanzania Gold Limited	29 September 2006	**4,500**
Impairment of investment		**(4,500)**
Net book value as at 30 June 2011 and 30 June 2010		**-**

The Company's subsidiary undertakings held as fixed asset investments as at 30 June 2011 were as follows:

	Country of incorporation	Principal Activity	Percentage of ordinary share capital held
Tanzania Gold Limited	Ireland	Holding Company	100%
Anglo Tanzania Gold Limited	England	Gold and copper exploration (held indirectly)	100%
Asean Copper Investments Limited	Hong Kong	Holding Company	100%
Eureka Mining & Exploration SA	Argentina	Gold and copper exploration (held indirectly)	100%

17. Deferred exploration and evaluation costs

	Consolidated		Company	
	2011	2010	2011	2010
	£'000	£'000	£'000	£'000
Opening balance	**-**	121	**-**	121
Acquisition costs incurred during the year	**2,532**	123	**2,532**	123
Expenditure written off	**-**	(244)	**-**	(244)
Expenditure carried forward at 30 June	**2,532**	-	**2,532**	-

18. Trade and other payables

	Consolidated		Company	
	2011	2010	2011	2010
	£'000	£'000	£'000	£'000
Trade creditors	**12**	81	**12**	43
Other creditors & accruals	**42**	38	**42**	20
	54	119	**54**	63

19. Financial instruments

(a) Interest rate risk

As at 30 June 2011, the Group had sterling cash deposits of £4,192,022 (2010: £1,846,036). The Company's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rates on classes of financial assets and financial liabilities, was as follows:

Financial assets	**2011** **%**	**2011 Amount £'000**	2010 %	2010 Amount £'000
Cash in Sterling	**94.91**	**4,192**	95.25	1,846
Cash in US Dollars	**3.32**	**147**	0.57	11
Cash in AUS Dollars	**1.27**	**56**	4.18	81
Cash in ARG Pesos	**0.50**	**22**	-	-
	100.00	**4,417**	100.00	1,938

(b) Net fair value

The net fair value of financial assets and financial liabilities approximates to their carrying amount as disclosed in the balance sheet and in the related notes.

(c) Currency risk

The functional currency for the Group's operating activities is the pound sterling and for drilling activities it is Tanzanian Shilling in Tanzania and US Dollars in the Philippines and Argentina respectively. The Group has not hedged against currency depreciation but continues to keep the matter under review.

(d) Financial risk management

The Directors recognise that this is an area in which they may need to develop specific policies should the Group become exposed to wider financial risks as the business develops.

(e) Liquidity risk management

The Directors have regard to the maintenance of sufficient cash resources to fund the Group's immediate operating and exploration activities. Cash resources are managed in accordance with planned expenditure forecasts.

(f) Capital risk management

The Directors recognise that the Group's capital is its equity reserves. The Group's current objective is to manage its capital in a manner that ensures that the funds raised meet its operating and exploration expenditure commitments. Currently, the Company does not seek any borrowings to operate the Company and all future supplemental funding is raised through investors as and when required to finance working capital requirements and also that relating to potential new projects, as they may develop. It is also possible that further funding may be addressed through the suitable disposal of current asset(s), following the approval of shareholders at General Meeting where appropriate.

20. Share capital

Number	Class	Nominal value	Year ended 30 June 2011 £'000	Year ended 30 June 2010 £'000
Authorised				
690,432,500	Ordinary	0.2p	**1,381**	1,381
7,959,196	Deferred	4p	**319**	319
625,389	Deferred	99p	**619**	619
			2,319	2,319
Allotted, called up and fully paid				
64,993,603 (2010: 47,494,668)	Ordinary	0.2p	**129**	94
7,959,196	Deferred	4p	**319**	319
625,389	Deferred	99p	**619**	619
			1,067	1,032

	Number of shares
The movement in the Ordinary share capital is summarised below:	
Ordinary shares as at 1 July 2010	**47,494,668**
6 December 2010 – Shares issued for project acquisition	**4,000,000**
25 February 2011 – Subscription shares issued	**9,498,935**
18 April 2011 – Shares issued for project acquisition	**4,000,000**
Ordinary shares as at 30 June 2011	**64,993,603**

	2011 £'000
The share premiums arising as a result of the above share transactions were as follows:	
As at 1 July 2010	**23,810**
6 December 2010 – Shares issued for project acquisition	**1,194**
25 February 2011 – Subscription shares issued	**4,730**
18 April 2011 – Shares issued for project acquisition	**1,194**
	30,928
Less: share issue costs	**(237)**
As at 30 June 2011	**30,691**

The deferred shares have no rights to vote or participate in dividends. On a return of capital on liquidation or otherwise (other than on conversion, redemption or purchase by the Company of any of its own shares), holders of deferred shares are entitled, *pro rata* to their holdings of deferred shares, to be paid out of the assets of the Company available for distribution to the members, after payment to the holders of ordinary shares of the amounts paid up thereon and the sum of £100,000 on each ordinary share, the amount paid up or credited as paid up on the deferred shares. The holders of the deferred shares are not entitled to any further right to participate in the assets of the Company.

21. Share based payments

	Year ended 30 June 2011 £'000	Year ended 30 June 2010 £'000
The Group recognised the following charge in the profit and loss accounts in respect of its share-based payment plans: As required by International Financial Reporting Standard 2 – 'Share-based payments' ("IFRS 2")	-	39

These are based on the requirements of IFRS 2 on share-based payments. For this purpose, the weighted average estimated fair value for the share options granted was calculated using a Black and Scholes option pricing model in respect of options. The volatility measured at the standard deviation of expected share price return is based on statistical analysis of the share price since re-admission to AIM on 29 September 2006 to the date of grant, being 15 June 2007 and this has been calculated at 60.96%. The risk free rate has been taken as 5.5%.

The estimated fair values and other details which have been processed into the model are as follows:

Number of share options	**Grant date**	**Option exercise price**	**Fair value**	**Expected exercise date**
2,197,800	15 June 2007	91p	7p	15 June 2008
			12p	15 June 2009
			17p	15 June 2010

The options vested in three equal parts on 15 June 2008, 15 June 2009 and 15 June 2010.

The options lapse on 15 June 2017.

22. Statement of movement on reserves

Consolidated	**Share-based payment reserve £'000**	**Foreign exchange reserve £'000**	**Revaluation reserve £'000**	**Accumulated losses £'000**
At 1 July 2010	**265**	**67**	**-**	**(15,880)**
Cost of share-based payments	**-**	**-**	**-**	**-**
Current year loss	**-**	**-**	**-**	**(1,550)**
Currency translation differences on foreign operations	**-**	**58**	**-**	**-**
At 30 June 2011	**265**	**125**	**-**	**(17,430)**

22. Statement of movement on reserves (continued)

Company	Share-based payment reserve £'000	Foreign exchange reserve £'000	Revaluation reserve £'000	Accumulated losses £'000
At 1 July 2010	**265**	**-**	**-**	**(15,759)**
Cost of share-based payments	**-**	**-**	**-**	**-**
Current year loss	**-**	**-**	**-**	**(1,533)**
At 30 June 2011	**265**	**-**	**-**	**(17,292)**

23. Reconciliation of movements in shareholders' funds

	Consolidated		Company	
	2011 £'000	2010 £'000	**2011 £'000**	2010 £'000
Loss for the year	**(1,550)**	(1,610)	**(1,533)**	(1,601)
Shares issued less costs	**6,916**	1,922	**6,916**	1,922
Currency translation differences on foreign currency operations	**58**	(3)	**-**	-
Cost of share-based payments	**-**	39	**-**	39
Opening shareholders' funds	**9,294**	8,946	**9,348**	8,988
Closing shareholders' funds	**14,718**	9,294	**14,731**	9,348

24. Reconciliation of operating loss to net cash outflow from operating activities

	Consolidated		Company	
	2011 £'000	2010 £'000	**2011 £'000**	2010 £'000
Group operating loss	**(1,550)**	(1,610)	**(1,533)**	(1,601)
Depreciation and amortisation	**10**	8	**10**	8
Interest income	**(5)**	(4)	**(5)**	(4)
Share-based payment charge	**-**	39	**-**	39
VAT refunds received	**(39)**	(31)	**(39)**	(31)
Impairment in investments	**-**	244	**-**	244
Foreign exchange loss	**-**	(135)	**-**	(158)
Shares issued in lieu of payment	**-**	175	**-**	175
Decrease in debtors	**-**	85	**-**	85
(Decrease)/Increase in creditors	**(65)**	1	**(9)**	12
Net cash outflow from operating activities	**(1,649)**	(1,228)	**(1,576)**	(1,231)

25. Analysis of changes in net funds

	30 June 2010 £'000	Cash flows excluding acquisitions £'000	Cash acquired with subsidiaries £'000	**30 June 2011 £'000**
Cash at bank and in hand (net funds)	1,938	2,480	-	**4,418**

26. Reconciliation of net cash flow to movement in net funds

	Year ended 30 June 2011 £'000	Year ended 30 June 2010 £'000
Increase in cash	**2,480**	296
Opening net funds	**1,938**	1,642
Net funds as at 30 June	**4,418**	1,938

27. Related party transactions

(a) Parent entity

The parent entity within the Group is Bezant Resources Plc.

(b) Subsidiaries

Interests in subsidiaries are set out in note 16.

(c) Associates

Interests in associates are set out in note 16.

(d) Transactions with related parties

The following table provides details of payments to related parties during the year and outstanding balances at the balance sheet date:

Group	**30 June 2011**		30 June 2010	
	Paid during the year £'000	**Outstanding balances at the balance sheet date £'000**	Paid during the year £'000	Outstanding balances at the balance sheet date £'000
Limerick Global Consulting Pty. Ltd	**90**	**-**	70	-
Serengeti Resources Pty. Ltd	**72**	**-**	47	-
Metallurgical Management Services Pty. Ltd	**50**	**-**	50	-
	212	**-**	167	-

Related parties

Limerick Global Consulting Pty. Ltd is a consultancy company controlled by the director Mr. Gerard Nealon. Serengeti Resources Pty. Ltd is a consultancy company controlled by the director Dr. Bernard Olivier. Metallurgical Management Services Pty. Ltd is a consultancy company controlled by the director Dr. Evan Kirby.

28. Commitments

The Company has committed to providing continued financial support to its associate in the Philippines and has undertaken not to call upon its loan advances to that entity before 01 July 2012.

The Company announced on 7 December 2010, that an Asset Purchase Agreement (the "APA") had been entered into for the assignment of the exclusive rights and obligations in respect of an Exploration Agreement with an Option to Purchase and Side Letter (together the "Option Agreement"), to enable its subsidiary Anglo Tanzania Gold Limited ("ATGL") to acquire up to 100 per cent. of a new project holding company in Argentina, Puna Metals S.A. Puna Metals S.A. will wholly own 11 exploration licenses located in the Jujuy Province of north-west Argentina (the "Eureka Project").

The APA required the Company to issue an initial four million new ordinary shares and pay cash consideration of US$200,000, to be followed by a further tranche of four million new ordinary shares to be issued by no later than 30 April 2011. These shares were duly issued on 18 April 2011.

The Option Agreement enables ATGL to progressively acquire up to a 100 per cent. interest in Puna Metals S.A., if certain outstanding staggered cash payments are satisfied over a two year period to 30 December 2012 of up to, in aggregate, US$3.9 million as follows:

Payment Due Date	Cash Payment Required (US$)	Ownership of Puna Metals S.A Received (%)	Cumulative Ownership of Puna Metals S.A Achieved (%)
On incorporation of Puna Metals S.A	Nil*	2.5	2.5
1 March 2011	500,000**	12.5	15.0
1 September 2011	500,000	12.5	27.5
1 March 2012	500,000	12.5	40.0
By 30 December 2012	2,400,000	60.0	100.0
Total:	3,900,000	100.0	

Note:

* – an initial US$100,000 due under the Option Agreement had already been settled by the vendors.

** – staggered acquisition payment made, see note 16.2.

29. Events after the balance sheet date

On 5 October 2011, the Company announced the proposed Grant of an Option for the disposal of Asean Copper Investments Limited ("Asean") to Gold Fields Netherlands Services BV ("Gold Fields"). The summary terms of the Option Agreement provided for a non-refundable upfront cash payment of US$7 million with a further cash sum of US$63 million being payable, upon the potential future exercise of the option, to acquire the entire issued share capital in Asean. The option may be exercised by Gold Fields at any time until 31 January 2013. The Grant of the Option was duly approved by shareholders at a General Meeting held on 26 October 2011.

Save for the above, there has not arisen in the interval between the year end and the date of this report any other item, transaction or event of a material or unusual nature likely, in the opinion of the directors of the Company, to effect:

(i) The Company's operations in future financial periods; or

(ii) The results of those operations in future financial periods; or

(iii) The Company's state of affairs in future financial periods.

BEZANT RESOURCES PLC
(the ''Company'')

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 02918391)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (''AGM'') of the members of the Company will be held at the offices of Joelson Wilson LLP, 30 Portland Place, London W1B 1LZ, at 11.00 a.m. on 14 December 2011.

Members will be asked to consider and, if thought fit, pass the resolutions set out below. Resolutions 1 to 5 will be proposed as ordinary resolutions and Resolution 6 will be proposed as a special resolution. The business to be transacted under Resolutions 1 to 5 is deemed to be ordinary business under the Company's Articles of Association and Resolution 6 is deemed to be special business under the Company's Articles of Association.

ORDINARY RESOLUTIONS

(1) To receive and consider the Company's annual report and financial statements for the twelve months ended 30 June 2011 and the reports of the directors and auditors thereon.

(2) To approve and consider the Remuneration Report as detailed on pages 15 to 16 of the Company's annual report and financial statements.

(3) To approve the re-appointment of Dr. Evan Kirby as a Non-Executive Director of the Company, having been made a director previously, and being eligible for re-election.

(4) To ratify the re-appointment of UHY Hacker Young LLP as auditors of the Company and to authorise the directors to fix their remuneration.

(5) THAT, for the purposes of section 551 of the Companies Act 2006 (''the Act''):

(i) the directors of the Company be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities up to an aggregate maximum nominal amount of £43,329.07 to such persons and at such times and on such terms and conditions as the Directors think proper, such authority, unless previously revoked or varied by the Company in a General Meeting, to expire at the conclusion of the next Annual General Meeting of the Company following the date on which this resolution is passed or, if earlier, fifteen months from the date of this resolution; and

(ii) the Company be and is hereby authorised prior to the expiry of such period referred to in sub-paragraph (i) above to make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired;

so that all previous and existing authorities conferred on the Directors in respect of the allotment of relevant securities pursuant to the said Section 551 of the Act be and they are hereby revoked provided that this resolution shall not affect the right of the Directors to allot relevant securities in pursuance of any offer or agreement entered into prior to the date hereof.

SPECIAL RESOLUTION

(6) THAT, subject to and conditional upon the passing of resolution number 5 in this Notice, the Directors be and are hereby empowered in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act), wholly for cash, under the authority conferred on them by resolution number 5 in this Notice to allot relevant securities as if section 561(1) of the Act did not apply to such allotment, provided that the power conferred by this resolution shall be limited to:

(i) the allotment and issue of equity securities in connection with an issue or offering by way of rights in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective numbers of equity securities held by or deemed to be held by them on the record date of such allotment subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body in any territory;

(ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities pursuant to the exercise of any existing share options issued pursuant to the Company's Share Option Plan ratified by the Company's shareholders at the General Meeting of the Company held on 9 July 2007;

(iii) the allotment (otherwise than pursuant to sub-paragraphs (i) and (ii) above) of equity securities for cash or rights over equity securities up to an aggregate nominal value not exceeding £25,997.44 and this power, unless renewed, shall expire at the conclusion of the next Annual General Meeting of the Company following the date on which this resolution is passed or if earlier fifteen months from the date of the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. This authority shall replace all existing authorities conferred on the Directors in respect of the allotment of equity securities to the extent that the same have not previously been utilised.

By Order of the Board

York Place Company Secretaries Limited

Company Secretary

Registered Office:
Level 6 Quadrant House
4 Thomas More Square
London E1W 1YW

Dated: 18 November 2011

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING:

Entitlement to attend, speak and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members on the Company's register of members at:
   - 6.00 p.m. on 12 December 2011; or,
   - in the event that this AGM is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting, shall be entitled to attend, speak and vote at the AGM in respect of the number of ordinary shares registered in their name at that time.

Changes to the register of members after 6.00 p.m. on 12 December 2011 shall be disregarded in determining the rights of any person to attend, speak and vote at the AGM.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the AGM and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please contact the Company's Registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU for further information.
4. A proxy does not need to be a member of the Company but must attend the AGM to represent you. Details of how to appoint the Chairman of the AGM or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

Appointment of proxy using hard copy proxy form

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
   - completed and signed;
   - sent or delivered to the Company's Registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
   - received by the Registrar no later than 11.00 a.m. on 12 December 2011.

   In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

   Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form, together with a duly completed certificate of non-revocation of such power or authority.

Appointment of proxies through CREST

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

   In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (**EUI**) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID) **Capita Registrars (CREST Participant ID Number RA 10)** by 11.00 a.m. on 12 December 2011. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

   CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

   The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointment of proxy by joint members

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company's Registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

11. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 48 hours before the date and time of the meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

12. As at 6.00 p.m. on 18 November 2011, the Company's issued share capital comprised 64,993,603 ordinary shares of £0.002 per share, 7,959,196 deferred shares of £0.04 per share and 625,389 deferred shares of £0.99 per share. Each ordinary share carries the right to one vote at a general meeting of the Company, deferred shares do not carry any rights to vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 18 November 2011 is 64,993,603.

Documents on display

13. Copies of the service contracts and letters of appointment of executive directors of the Company will be available for inspection:
- For at least 15 minutes prior to the meeting; and
- During the meeting.

Communication

14. Except as provided above, members who have general queries about the AGM should communicate via telephonic means or in writing to the registered address of the Company (no other methods of communication will be accepted):

Gerry Nealon
Tel: +61 41 754 1873

Bernard Olivier
Technical Director, Bezant Resources Plc
Tel: +61 40 894 8182

You may not use any electronic address to communicate with the Company for any purposes in connection with this Notice of AGM.

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