

Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001.

Name of entity

CELAMIN HOLDINGS NL

ABN

82 139 255 771

Quarter ended ("current quarter")

31 December 2010

Consolidated statement of cash flows

Cash flows related to operating activities	Current Quarter \$A	Year to date (6 months) \$A
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for		
(a) exploration and evaluation	(2,753,428)	(2,915,193)
(b) development	-	-
(c) production	-	-
(d) administration	(309,473)	(452,226)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	22,483	34,473
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other (provide details if material)	-	-
Net Operating Cash Flows	(3,040,418)	(3,332,946)
Cash flows related to investing activities		
1.8 Payment for purchases of:		
(a) prospects/farmins	-	-
(b) equity investments	(594,954)	(844,954)
(c) other fixed assets	-	-
1.9 Proceeds from sale of:		
(a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	58,575
1.10 Loans to other entities	-	-
1.11 Loans repaid by other entities	-	-
1.12 Other (provide details if material)	-	-
Net investing cash flows	(594,954)	(786,379)
1.13 Total operating and investing cash flows (carried forward)	(3,635,372)	(4,119,325)

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1.13	Total operating and investing cash flows (brought forward)	(3,635,372)	(4,119,325)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares	5,760,000	5,767,687
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other – Capital raising costs	(319,833)	(335,766)
	Other – Proceeds from partly paid shares (not yet allotted)	-	-
	Net financing cash flows	5,440,167	5,431,921
	Net increase (decrease) in cash held	1,804,795	1,312,596
1.20	Cash at beginning of quarter/year to date	828,883	1,321,082
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	2,633,678	2,633,678

Payments to directors of the entity and associates of the directors

Payments to related entities of the entity and associates of the related entities

		Current quarter \$A
1.23	Aggregate amount of payments to the parties included in item 1.2	147,258
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Employment costs and Consultancy fees paid director related entities during the December 2010 quarter.

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

During the quarter the Company issued the following securities under the acquisition agreement with Celamin Limited:

- 2,500,000 fully paid ordinary shares at a deemed issue price of \$0.55 (55 cents);
- 7,500,000 partly paid shares at a deemed issue price of \$0.001 (one tenth of a cent); and
- 5,000,000 options exercisable at \$0.20 on or before 31 March 2014 at a deemed issue price of \$0.01.

The deemed issue price is determined through reference to the current market value at the time of the issue.

The issue of the above securities together with cash payments was for the acquisition of 10% of the share capital of Celamin Limited.

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- 2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

Nil

Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	-	-
3.2 Credit standby arrangements	-	-

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	100
4.2 Development	-
4.3 Production	-
4.4 Administration	200
Total	300

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	634	279
5.2 Deposits at call	2,000	550
5.3 Bank overdraft	-	-
5.4 Other	-	-
Total: cash at end of quarter (item 1.22)	2,634	829

Changes in interests in mining tenements

	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements relinquished, reduced or lapsed			
6.2	Interests in mining tenements acquired or increased			

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Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1 Partly paid +securities <i>(description)</i>	18,126,801	18,126,801	\$0.001	\$0.001
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions	8,300,000	8,300,000	\$0.001	\$0.001
7.3 +Ordinary securities	46,634,003	33,960,505		
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	2,500,00 16,000,000	2,500,000 16,000,000	\$0.55 \$0.36	\$0.55 \$0.36
7.5 +Convertible debt securities <i>(description)</i>	-	-	-	-
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7 Options <i>(description and conversion factor)</i>	25,367,001 Exercise price: \$0.20 Expiry: 31/03/2014	25,367,001	\$0.01	\$0.01
7.8 Issued during quarter	5,000,000 Exercise price: \$0.20 Expiry: 31/03/2014	5,000,000	\$0.01	\$0.01
7.9 Exercised during quarter				
7.10 Expired during quarter				
7.11 Debentures <i>(totals only)</i>				
7.12 Unsecured notes <i>(totals only)</i>				

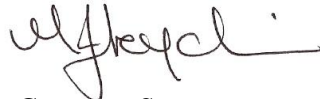
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Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).
- 2 This statement does give a true and fair view of the matters disclosed.

Sign here:



Company Secretary

Date: 27 January 2011

Print name: MELANIE LEYDIN

Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 1022: Accounting for Extractive Industries* and *AASB 1026: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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