

**MLS**

**METALS AUSTRALIA LTD**

ACN: 008 982 474

**ANNUAL REPORT**

**2010**

# METALS AUSTRALIA LTD

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**METALS AUSTRALIA LTD  
CORPORATE DIRECTORY**

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**DIRECTORS**

Hersh Solomon Majteles (Chairman)  
Alexander Clemen  
David Zukerman

**AUDITORS**

Grant Thornton (WA) Partnership  
10 Kings Park Road  
West Perth WA 6005

**COMPANY SECRETARY**

Norman Grafton

**BANKERS**

Westpac  
40 St Georges Terrace  
Perth WA 6000

**REGISTERED OFFICE**

1<sup>st</sup> Floor, 8 Parliament Place  
West Perth WA 6005

Telephone: (08) 9481 7833  
Facsimile: (08) 9481 7835

**SHARE REGISTRY**

Advanced Share Registry Limited  
150 Stirling Highway  
Nedlands WA 6009

Telephone: (08) 9389 8033  
Facsimile: (08) 9389 7871

**SOLICITORS**

Blakiston & Crabb  
1202 Hay Street  
West Perth WA 6005  
PO Box 454  
West Perth WA 6872  
Telephone: (08) 9322-7644  
Facsimile: (08) 9322 1506  
Email: office@blakcrab.com.au

**SECURITIES EXCHANGE LISTING**

The Company is listed on the Australian  
Securities Exchange

Home Exchange: Perth, Western Australia

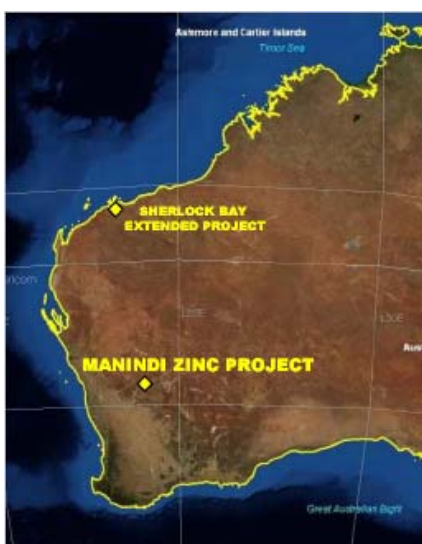
ASX code for shares: MLS

## OPERATIONS REPORT, 2009-2010

With a portfolio comprising several commodities in Africa and Australia, Metals Australia ('Metals') is positioning itself securely in a range of commodities over the coming years. As legal proceedings continue in Namibia, work is underway on zinc, uranium and gold projects within Australia. Metals also has an active project generation programme to identify new opportunities for the Company.

### AUSTRALIAN PROJECTS

#### 1. WESTERN AUSTRALIAN PROJECTS



Metals currently holds an interest in two base metals projects and one uranium project in Western Australia.

The Manindi zinc project is located in the Murchison District and is being explored by Metals with a view to expanding the existing resources and examining the project's copper potential.

The Sherlock Bay base metal joint venture project is located in the Pilbara region and is being managed and explored by Australasian Resources Ltd (ARH). The project surrounds ARH's Sherlock Bay nickel deposit.

The Marmion Uranium project is located in the Eastern Goldfields and has the potential to contain calcrete-hosted styles of uranium mineralisation.

##### 1.1 Manindi Zinc Project - Murchison district

The Manindi zinc project is located in the Murchison District of Western Australia, 20 km southwest of the defunct Youanmi gold mine. The project comprises a series of volcanogenic massive sulphide zinc deposits. The geological environment shows similarities to those of other base metal sulphide deposits in the Yilgarn Craton of Western Australia such as the Golden Grove deposits located to the west of Manindi, at Yalgoo, and the Teutonic Bore-Jaguar deposits in the Eastern Goldfields.

Metals has previously delineated a JORC resource of:

1.354 million tonnes @ 6.04% Zinc, 0.25% Copper, 3.4 gpt Silver & 0.25 gpt Gold

The resource is divided into the following categories (at a **1% Zinc** cut-off):

<b>Measured</b>	<b>497,000 tonnes @ 7.32% Zinc</b>
<b>Indicated</b>	<b>438,000 tonnes @ 6.38% Zinc</b>
<b>Inferred</b>	<b>419,000 tonnes @ 4.14% Zinc</b>

Ongoing review of the project is showing a number of possible controls on mineralisation that have not been previously recognised. This may potentially lead to development of more targets for

copper and zinc rich mineralisation at and around the presently drilled area. Metals is aiming to identify further targets for exploration to expand the existing resource base, which may then allow the project to be developed.

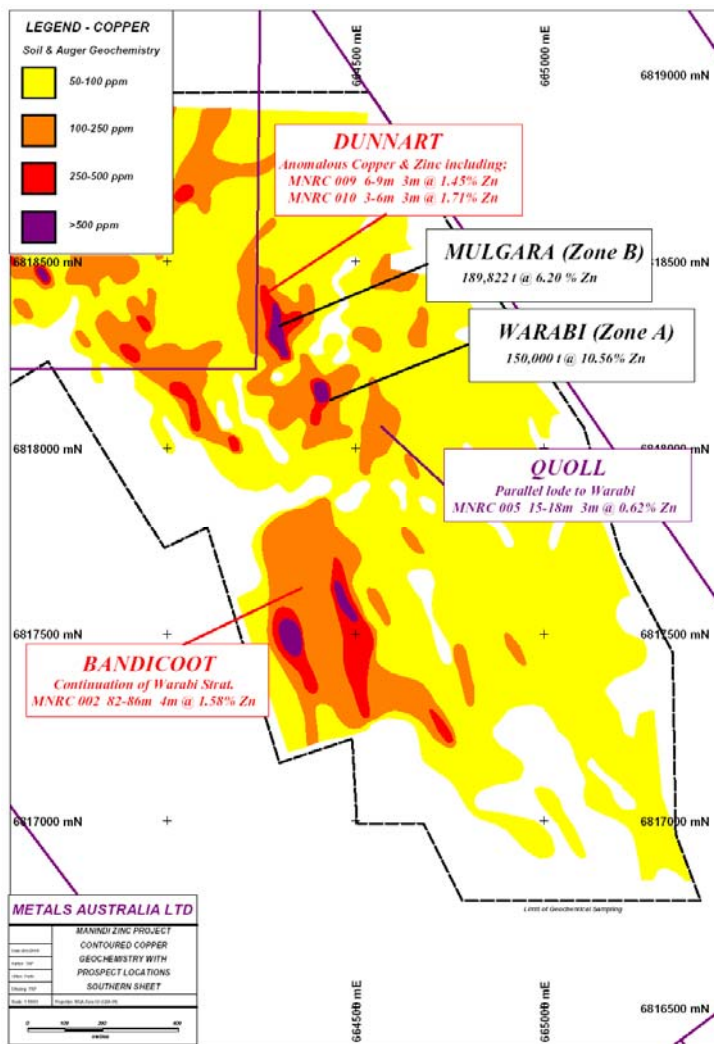
### Potential copper mineralisation

Field work and drilling have previously identified copper mineralisation associated with a gossan to the north of Mulgara (Zone B). Limited sampling of the gossan indicates that it hosts **visible copper** mineralisation and requires further investigation.

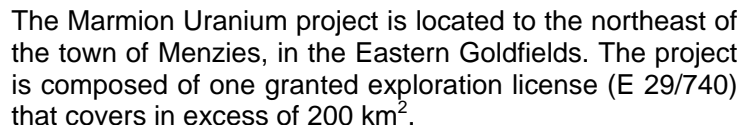
Drilling at Mulgara has previously intersected near surface mineralisation in the southern area of the gossan and included:

**MND 003 4.90 metres @ 3.95% Copper from 5.70 metres.**

*This gossan and its associated copper mineralisation are limited in extent at surface, but show distinct relationships to structure that must be investigated further, and may have implications for more extensive copper mineralisation elsewhere at Manindi. In addition, a field evaluation of the 'Wombat' prospect in the southern project area will be undertaken.*

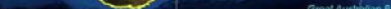


Surface Copper Geochemistry over the Mulgara & Warabi deposits and their surrounds.



The lease area covers the eastern end of Lake Ballard, the north end of Lake Marmion and more than 16 km of calcrete-bearing channel deposits linking the two lakes.

The project is prospective for calcrete-hosted uranium mineralisation, specifically playa lake styles of mineralisation as found at Mega Uranium's Lake Maitland project and channel calcrete styles, such as the mineralisation at BHP's Yeelirrie deposit.



A review of historical uranium exploration performed in the area shows only limited work, with no exploration in recent times. The eastern end of the Lake Ballard area was explored in the late 1970s by Uranerz, with grab samples returning up to **100 ppm U<sub>3</sub>O<sub>8</sub>**. The northern end of Lake Marmion was explored by Afmeco in 1978, having conducted radiometric surveys and a limited shallow drilling programme. The drilling was limited to 5 holes only at the margin of the lake due to access issues, and only intersected low grade (<50 ppm) uranium mineralisation.



Imagery of the Marmion Uranium Project show the tenement outline and target areas.

The areas of highest potential are the channel deposits between the two lakes (palaeochannel target). These deposits, which are over 16 km long, are yet to be explored, but have the potential host to Yeelirrie style calcrete-hosted mineralisation.

### 1.3 Sherlock Bay Extended Base Metal Project - Pilbara

The Sherlock Bay Extended project is composed of an Exploration Licence (E 47/1227) and two Exploration Licence Applications (ELA 47/1769 and ELA 47/1770), which cover an area of more than 470 km<sup>2</sup> and surround the main Sherlock Bay nickel deposit (wholly owned by Australasian Resources Ltd - 'ARH'). The project is prospective for nickel, copper, silver and gold mineralisation.



The project is a joint venture between ARH (70% interest) and Metals (30% interest). ARH are the managers of the project, with Metals being 'free-carried' through to the completion of a bankable feasibility study and the decision to commence commercial mining.

ARH are planning further programmes of sampling and drilling across the tenement to test a number of target areas.

## 2. Victorian Gold Projects (EL 5242 – 5245)



Metals has recently been granted tenure **over four historical gold mining areas in western Victoria, namely the South Arnaud (EL5242), Wedderburn (EL5243), Scarsdale (EL5244) and Moyston (EL5245) projects.** The tenure allows for low impact gold exploration over a number of historical gold mining areas that have not been adequately explored utilising modern exploration methods.

Government records show that over 450 gold prospects, mines and occurrences are documented within the four licence areas. Combined production from predominantly shallow working within reef and vein gold deposits was over 59,000 ounces, at average grades **in excess of 16 gpt gold.** A similar amount of gold was also recovered from alluvial deposits in the licence areas.

These gold fields were discovered in the Victorian Gold Rush of the mid-1800s, with all significant gold mining activity ceasing in these areas by 1930. The Company believes that a significant opportunity exists in western Victoria, and **that historic mining has only exploited the upper portions of the extensive gold mineralising systems.**

A detailed review of the geology, structure and historical exploration data is currently underway for all of the project areas. This study will be utilised to formulate the field exploration programme as work progresses on the projects.

Metals looks forward to updating shareholders as exploration advances in Victoria.

### 3. Namibian Uranium Projects



The Mile 72 & Enko Valley uranium projects have the potential to host near surface, pedogenic and syngenetic uranium deposits. Prior to Metals' involvement, the projects had little or no exploration undertaken on them in the past twenty years. Metals has focused on systematically exploring the Mile 72 uranium project.

Metals has held the two licences since March 2006 and they fell due for renewal in May and June 2008. Metals lodged its applications to renew the licences in February and May 2008.

The vendor of the tenements lodged a court application against the Company, the Minister of Mines and Energy and the vendor's former partner who facilitated the tenement acquisition in 2005. Judgement was given in favour of the vendor on the 30 July 2009.

The Board of the Company and its lawyers had a number of concerns with the judgment made in the second half of 2009, and after seeking further legal advice, lodged an appeal against the judgment in the Namibian Supreme Court.

The appeal against the judgment was heard and concluded in the Supreme Court of Namibia on 5 July 2010. In accordance with normal practice the three Judges have reserved their decision on the Appeal in order to write and deliver their judgment. Their decision has not been delivered at the date of this report.

#### **Project Generation**

Metals is constantly reviewing opportunities for new projects. In particular, the areas surrounding our projects in Victoria and Western Australia are constantly monitored, and other opportunities are being investigated at other localities throughout Australia. The Company will continue to seek out and evaluate 'low-cost' exploration opportunities to add to the Company's project portfolio.

#### **Competent Persons Declaration**

The information in this report that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Timothy Putt of Exploration and Mining Information Systems, who is a member of The Australasian Institute of Geoscientists and the Society of Economic Geologists. Mr. Putt has sufficient experience that is relevant to the various styles of mineralisation and types of deposit under consideration, and to the activity that they are undertaking to qualify as Competent Persons as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resource and Ore Reserves". Timothy Putt consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

#### **Forward-Looking Statements**

This document may include forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning Metals Australia Ltd's planned exploration programme and other statements that are not historical facts. When used in this document, the words such as "could," "plan," "estimate," "expect," "intend," "may", "potential," "should," and similar expressions are forward-looking statements. Although Metals Australia Ltd believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements.



## **METALS AUSTRALIA LTD DIRECTORS' REPORT**

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The Directors present their report on the consolidated entity consisting of Metals Australia Ltd and its controlled entities for the year ended 30 June 2010.

### **DIRECTORS**

The following were Directors of Metals Australia Ltd during the financial year and up to the date of this report:

Hersh Solomon Majteles (Chairman)  
David Zukerman  
Alexander Clemen

### **PRINCIPAL ACTIVITIES**

The principal continuing activities of the consolidated entity are the exploration of mineral deposits and investment.

### **RESULTS**

The Group loss for the financial year after providing for income tax amounted to \$1,430,631 (2009: \$1,484,960 loss).

### **DIVIDENDS**

Since the end of the previous financial year, no dividend has been declared or paid by the Company.

### **FINANCIAL POSITION**

The net assets of the group have decreased by \$983,075 from \$6,536,074 at 30 June 2009 to \$5,552,999 at 30 June 2010.

### **SIGNIFICANT CHANGES**

There have not been any significant changes in the state of affairs of the Group during the financial year, other than as noted in this financial report.

### **LIKELY DEVELOPMENTS**

The Group will continue to focus on its exploration and investment activities.

### **INFORMATION ON DIRECTORS AND COMPANY SECRETARY**

(a) Qualifications, experience and special responsibilities of Directors:-

(i) Hersh Solomon Majteles LLB, FAICD

Mr Majteles is a commercial lawyer and has been in private practice in Western Australia since 1972. He has been a board member of a number of publicly listed companies involved in the mining, resources, energy and biotech sectors for over twenty five years. Mr Majteles is also a Director of Blaze International Ltd, Prime Minerals Ltd, Power Resources Ltd and Promesa Limited. During the past three years, he was also a Director of Equatorial Resources (formerly Equix) Limited until 5 November 2009.

(ii) Alexander Clemen B.Sc (Hons), FAusIMM

Mr Clemen is a qualified geologist with over thirty years experience practising in this field. He has worked for several large international mining companies in various parts of the world and has gained experience in exploring for gold, base metals, industrial minerals and diamonds. During the past three years he has served as a Director of Golden Deeps Ltd and Sabre Resources Ltd.

# METALS AUSTRALIA LTD

## DIRECTORS' REPORT

(ii) David Zukerman

Mr Zukerman has an accounting and finance background. He has held a number of public company directorships in Australia and Asia during the past twenty five years. During the past three years he has served as a Director of Golden Deeps Ltd and Sabre Resources Ltd and was formerly a Director of Tiger Resources Ltd.

(b) Qualifications, experience and special responsibilities of Company Secretary:-

Norman Grafton FCIS

Mr Grafton has extensive experience in both Australian and international commerce, having previously been based in Singapore, Papua New Guinea and Jamaica. Prior to returning to Australia, he was Director of Finance and Company Secretary of the largest agro-industrial operation in Jamaica, on secondment from a major UK firm of corporate managers. During the last three years, he was a Director of Orchid Capital Limited.

(c) Relevant interests of Directors in shares and options of the Company at the date of this report:-

Name	Ordinary Shares	Options
H S Majteles	2,950,000	1,400,000
A Clemen	450,010	1,400,000
D Zukerman	-	1,400,000

(d) Directors' interest in contracts:-

No Director has an interest, whether directly or indirectly, in a contract or proposed contract with the Company.

### REMUNERATION REPORT (AUDITED)

2010

Key Management Personnel	Short-term Benefits		Share-based Payment	Total
	Directors Fees/Super	Consulting Fees/Super	Options	
	\$	\$	\$	
H S Majteles	27,250	-	-	27,250
A Clemen	12,000	62,400	-	74,400
D Zukerman	-	16,486	-	16,486
N Grafton	-	38,604	-	38,604
<b>TOTAL</b>	<b>39,250</b>	<b>117,490</b>	<b>-</b>	<b>156,740</b>

# METALS AUSTRALIA LTD DIRECTORS' REPORT

2009

Key Management Personnel	Short-term Benefits		Share-based Payment	Total
	Directors Fees/Super	Consulting Fees/Super	Options	
	\$	\$	\$	
H S Majteles	25,000	-	-	25,000
A Clemen	12,000	72,800	-	84,800
D Zukerman	-	25,003	-	25,003
N Grafton	-	54,500	-	54,500
<b>TOTAL</b>	<b>37,000</b>	<b>152,303</b>	<b>-</b>	<b>189,303</b>

No person entitled to exercise the option had or has any right by virtue of the option to participate in any share issue of any other body corporate.

The Company does not have any officers or senior executives, other than the Directors.

Directors receive a fixed fee (plus statutory superannuation where appropriate), with executive directors being remunerated for any professional service conducted for the Company. Directors did not receive any benefits in the form of share-based payments during the year under review.

There are no retirement schemes for any directors or any loans or any other type of compensation.

Board policy on the remuneration for this exploration Company is influenced by comparing fees paid to directors in other companies within the exploration industry, and then set at a level to attract qualified people, to accept the responsibilities of directorship. No director, executive or employee has an employment contract.

Being an exploration company, with no earnings, a relationship is yet to be established between an emolument policy and the company's performance.

## ANALYSIS OF MOVEMENT IN OPTIONS

The movement during the reporting period, of options over ordinary shares in the Company held by each Company Director is detailed below.

Name	Held at 1 July 2009	Granted During Year	Value of Options			Held at 30 June 2010
			Exercised In Year	Expired In Year	Sold In Year	
	\$	\$	\$	\$	\$	\$
H S Majteles	163,209	-	-	(47,009)	-	116,200
A Clemen	163,209	-	-	(47,009)	-	116,200
D Zukerman	163,209	-	-	(47,009)	-	116,200
	<b>489,627</b>	<b>-</b>	<b>-</b>	<b>(141,027)</b>	<b>-</b>	<b>348,600</b>

No options were granted during the year under review.

# METALS AUSTRALIA LTD

## DIRECTORS' REPORT

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### MEETINGS OF DIRECTORS

The following table sets out the number of meetings of the Company's Directors held during the year ended 30 June 2010 and the number of meetings attended by each Director.

Name	Eligible to attend	Attended
H S Majteles	6	6
A Clemen	6	6
D Zukerman	6	6

The Company does not have a formally appointed audit committee as all Directors are involved in all activities of the Company and the size and scope of operations does not warrant its formation.

### RETIREMENT, ELECTION AND CONTINUATION IN OFFICE OF DIRECTORS

David Zukerman retired by rotation as a Director at the Annual General Meeting on 27 November 2009 and was re-elected.

At the forthcoming Annual General Meeting, H S Majteles retires by rotation as a Director and offers himself for re-election.

### ENVIRONMENTAL ISSUES

The Company's objective is to ensure that a high standard of environmental care is achieved and maintained on all properties. There are no known environmental issues outstanding.

### EVENTS SUBSEQUENT TO BALANCE DATE

On 15 September 2010 Metals Australia Limited issued the following shares and unlisted options as approved at the General Meeting on 10 September 2010:

- (i) 13,665,000 ordinary shares issued at 0.85 cents each.
- (ii) 163,665,000 options issued at 0.01 cents each, of which 150,000,000 were granted to Colbern Fiduciary Nominees Pty Ltd.

The company was granted Exploration Licence Scarsdale (EL5244) and Moyston (EL5245) on the 7<sup>th</sup> July 2010.

Except for the above, no other matters or circumstances have arisen since the end of the financial year which significantly affected or could significantly effect the operations of the consolidated group, the results of those operations, or the state of affairs of the consolidated group in future financial years

### INDEMNIFYING OFFICER OR AUDITORS

No indemnities have been given, or insurance premiums paid, during or since the end of the financial year, for any person who is or has been an officer or auditor of the entity.

### SHARE OPTIONS

As at the date of this report, the following options over unissued ordinary shares are on issue:

28,400,000 unlisted options, each exercisable for one ordinary share on or before 31 December 2010 at an exercise price of 10.5 cents each.

163,665,000 options issued, each exercisable for one ordinary share on or before 30 September 2013 at an exercise price of 2.0 cents each.

# METALS AUSTRALIA LTD

## DIRECTORS' REPORT

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### PROCEEDINGS ON BEHALF OF THE COMPANY

Apart from as disclosed elsewhere regarding the Namibian tenements, no person has applied for leave of court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

### AUDITOR'S INDEPENDENCE DECLARATION

A copy of the independent auditor's declaration as required by section 307c of the *Corporations Act 2001* is set out on page 46.

### DIRECTORS' BENEFITS

Except as detailed in note 6 no Director of the Company has received or become entitled to receive during or since the end of the previous financial year, any benefit (other than a benefit included in the aggregate amounts of emoluments received or due and receivable by Directors shown in the accounts or the fixed salary of a full time employee of the Company or of a related corporation) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which he is a member or with a company in which he has a substantial financial interest.

### AUDIT COMMITTEE

No Audit Committee has been formed as the Directors believe that the Company is not of a size to justify having a separate Audit Committee. Given the small size of the Board, the Directors believe an Audit Committee structure to be inefficient.

### NON AUDIT SERVICES

The Board of Directors, is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons;

- All non-audit services are reviewed and approved by the audit committee prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- The nature of the services provided does not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

During the year under review, Grant Thornton also provided services in relation to taxation matters. Details of the amounts paid and payable to the auditor of the company, Grant Thornton (WA) Partnership for audit and non-audit services provided during the year are set out in Note 5 to the Financial Statements.

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



D N Zukerman  
DIRECTOR

Dated this twenty eighth day of September 2010  
Perth, Western Australia

**METALS AUSTRALIA LTD**  
**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 30 JUNE 2010**

	Note	Consolidated 2010 \$	2009 \$
<b>Revenue</b>			
Interest earned		146,554	249,551
Investments marked to market		74,868	24,670
		<u>221,422</u>	<u>274,221</u>
<b>Expenditure</b>			
Depreciation		38,827	40,093
Impairment of Exploration costs		725,363	1,015,948
Management fees		232,530	208,416
Directors' fees and services		101,056	64,253
Stock exchange fees		27,040	23,043
Occupancy costs		170,756	223,979
Other operating costs		356,481	183,449
		<u>1,652,053</u>	<u>1,759,181</u>
<b>(Loss) before income tax</b>		<b>(1,430,631)</b>	<b>(1,484,960)</b>
Income tax	4	-	-
<b>(Loss) after income tax</b>		<b><u>(1,430,631)</u></b>	<b><u>(1,484,960)</u></b>
Attributable to:			
Minority interest		-	-
Members of the parent entity	16	(1,430,631)	(1,484,960)
Other comprehensive Income:			
Exchange differences on translating foreign controlled entities		447,556	28,707
<b>Total Comprehensive (Loss) for the year</b>		<b><u>(983,075)</u></b>	<b><u>(1,456,253)</u></b>
Total Comprehensive income attributable to:			
Minority interest		-	-
Members of the parent entity		(983,075)	(1,456,253)
		<u>(983,075)</u>	<u>(1,456,253)</u>
<b>Earnings per share</b>		<b>2010 Cents</b>	<b>2009 Cents</b>
Basic loss per share	18	<u>(0.21)</u>	<u>(0.22)</u>

Diluted earnings per share has no effect as compared to the Basic earnings per share.

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



**METALS AUSTRALIA LTD**  
**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AS AT 30 JUNE 2010**

	Notes	2010 \$	Consolidated 2009 \$
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	7	2,737,856	3,899,442
Trade and other receivables	8	35,302	62,044
<b>TOTAL CURRENT ASSETS</b>		<b>2,773,158</b>	<b>3,961,486</b>
<b>NON-CURRENT ASSETS</b>			
Plant and equipment	9	29,467	70,599
Investments	10	375,084	300,216
Other financial assets	11	-	-
Exploration and evaluation expenditure	12	2,504,909	2,408,126
<b>TOTAL NON-CURRENT ASSETS</b>		<b>2,909,460</b>	<b>2,778,941</b>
<b>TOTAL ASSETS</b>		<b>5,682,618</b>	<b>6,740,427</b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	13	129,619	204,353
<b>TOTAL CURRENT LIABILITIES</b>		<b>129,619</b>	<b>204,353</b>
<b>TOTAL LIABILITIES</b>		<b>129,619</b>	<b>204,353</b>
<b>NET ASSETS</b>		<b>5,552,999</b>	<b>6,536,074</b>
<b>EQUITY</b>			
Issued capital	14	22,010,523	22,010,523
Share option reserve	15	2,265,406	2,265,406
Foreign currency translation reserve		418,959	(28,597)
Accumulated losses	16	(19,141,889)	(17,711,258)
<b>PARENT EQUITY INTEREST</b>		<b>5,552,999</b>	<b>6,536,074</b>
Minority interest	17	-	-
<b>TOTAL EQUITY</b>		<b>5,552,999</b>	<b>6,536,074</b>

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

**METALS AUSTRALIA LTD**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 30 JUNE 2010**

**CONSOLIDATED ENTITY**

	<b>Issued Capital</b>	<b>Option Reserve</b>	<b>Foreign Currency Translation Reserve</b>	<b>Accumulated Losses</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Balance as at 1 July 2008</b>	<b>22,010,523</b>	<b>2,265,406</b>	<b>(57,304)</b>	<b>(16,226,298)</b>	<b>7,992,327</b>
Total other comprehensive income for the year	-	-	28,707	-	28,707
Loss attributable to members of parent entity	-	-	-	(1,484,960)	(1,484,960)
<b>Balance as at 30 June 2009</b>	<b>22,010,523</b>	<b>2,265,406</b>	<b>(28,597)</b>	<b>(17,711,258)</b>	<b>6,536,074</b>
Total other comprehensive income for the year	-	-	447,556	-	447,556
Loss attributable to members of parent entity	-	-	-	(1,430,631)	(1,430,631)
<b>Balance as at 30 June 2010</b>	<b>22,010,523</b>	<b>2,265,406</b>	<b>418,959</b>	<b>(19,141,889)</b>	<b>5,552,999</b>

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

**METALS AUSTRALIA LTD**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED 30 JUNE 2010**

		<b>Consolidated</b>	
	<b>Note</b>	<b>2010</b>	<b>2009</b>
		<b>\$</b>	<b>\$</b>
<b>Cash flow from operating activities</b>			
Payments to suppliers		(956,867)	(592,144)
Interest received		168,890	227,663
Net cash inflow/(outflow) from operating activities	19(a)	(787,977)	(364,511)
<b>Cash flow from investing activities</b>			
Exploration and evaluation expenditure		(822,595)	(493,351)
Proceeds from the sale of Property, plant and equipment		982	-
Purchase of Property, plant and Equipment		-	(27,472)
Net cash (outflow) from investing activities		(821,613)	(520,823)
Net increase (decrease) in cash and cash equivalents held		(1,619,590)	(885,335)
Cash and cash equivalents at the beginning of the financial year		3,899,442	4,760,455
Effect of exchange rates on cash holdings in foreign currencies		448,005	24,321
Cash and cash equivalents at the end of the financial year	7	2,737,856	3,899,442

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

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**NOTES TO THE FINANCIAL STATEMENTS**

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**1. CORPORATE INFORMATION**

The financial report of Metals Australia Ltd (the Company) for the year ended 30 June 2010 was authorised for issue in accordance with a resolution of the Directors on twenty eighth September 2010.

Metals Australia Ltd is a company incorporated in Australia, limited by shares which are publicly traded on the Australian Securities Exchange.

The nature of the operations and principal activities of the Group are mineral exploration and investment.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**(a) Basis of Preparation**

The financial report is a general-purpose financial report, which has been prepared in accordance with the requirements of the *Corporations Act 2001* and Australian Accounting Standards and complies with other requirements of the law. The financial report has also been prepared on an accruals basis and on a historical cost basis, except for financial assets and liabilities, which have been measured at fair value.

The financial report is presented in Australian Dollars.

The financial statements of the Company and Group have been prepared on a going concern basis which anticipates the ability of the Company and Group to meet its obligations in the normal course of the business. It is considered that the Company should obtain sufficient funds from capital raising to enable it to meet its obligations. If the Company is unable to continue as a going concern then it may be required to realise its assets and extinguish its liabilities, other than in the normal course of business and amounts different from those stated in the financial statements.

**(b) Statement of compliance**

The financial report complies with Australian Accounting Standards and International Financial Reporting Standards (IFRS).

**(c) Adoption of New and Revised Accounting Standards**

During the current year the Group adopted all of the new and revised Australian Accounting Standards and Interpretations applicable to its operations which became mandatory.

The adoption of these standards has impacted the recognition, measurement and disclosure of certain transactions. The following is an explanation of the impact the adoption of these standards and interpretations has had on the financial statements of Metals Australia Limited:

**AASB 8: Operating Segments**

In February 2007 the Australian Accounting Standards Board issued AASB 8 which replaced AASB 114: Segment Reporting. As a result, some of the required operating segment disclosures have changed with the addition of a possible impact on the impairment testing of goodwill allocated to the cash generating units (CGUs) of the entity. Below is an overview of the key changes and the impact on the Group's financial statements.

*Measurement impact*

Identification and measurement of segments — AASB 8 requires the 'management approach' to the identification measurement and disclosure of operating segments. The 'management approach' requires that operating segments be identified on the basis of internal reports that are regularly reviewed by the entity's chief operating decision maker, for the purpose of allocating resources and assessing performance. This could also include the identification of operating segments which sell primarily or exclusively to other internal operating segments. Under AASB 114, segments were identified by business and geographical areas, and only segments deriving revenue from external sources were considered.

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### NOTES TO THE FINANCIAL STATEMENTS

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The adoption of the 'management approach' to segment reporting has resulted in the identification of reportable segments largely consistent with the prior year.

Under AASB 8, operating segments are determined based on management reports using the 'management approach', whereas under AASB 114 financial results of such segments were recognised and measured in accordance with Australian Accounting Standards. This has resulted in changes to the presentation of segment results, with inter-segment sales and expenses such as depreciation and impairment now being reported for each segment rather than in aggregate for total group operations, as this is how they are reviewed by the chief operating decision maker.

#### *Impairment testing of the segment's goodwill*

AASB 136: Impairment of Assets, para 80 requires that goodwill acquired in a business combination shall be allocated to each of the acquirer's CGUs, or group of CGUs that are expected to benefit from the synergies of the combination. Each cash generating unit (CGU) which the goodwill is allocated to must represent the lowest level within the entity at which goodwill is monitored, however it cannot be larger than an operating segment. Therefore, due to the changes in the identification of segments, there is a risk that goodwill previously allocated to a CGU which was part of a larger segment could now be allocated across multiple segments if a segment had to be split as a result of changes to AASB 8.

Management have considered the requirements of AASB 136 and determined the implementation of AASB 8 has not impacted the CGUs of each operating segment.

#### *Disclosure impact*

AASB 8 requires a number of additional quantitative and qualitative disclosures, not previously required under AASB 114, where such information is utilised by the chief operating decision maker. This information is now disclosed as part of the financial statements.

### **AASB 101: Presentation of Financial Statements**

In September 2007 the Australian Accounting Standards Board revised AASB 101 and as a result, there have been changes to the presentation and disclosure of certain information within the financial statements. Below is an overview of the key changes and the impact on the Group's financial statements.

#### *Disclosure impact*

Terminology changes — the revised version of AASB 101 contains a number of terminology changes, including the amendment of the names of the primary financial statements.

Reporting changes in equity — the revised AASB 101 requires all changes in equity arising from transactions with owners, in their capacity as owners, to be presented separately from non-owner changes in equity. Owner changes in equity are to be presented in the statement of changes in equity, with non-owner changes in equity presented in the statement of comprehensive income. The previous version of AASB 101 required that owner changes in equity and other comprehensive income be presented in the statement of changes in equity.

Statement of comprehensive income — the revised AASB 101 requires all income and expenses to be presented in either one statement, the statement of comprehensive income, or two statements, a separate income statement and a statement of comprehensive income. The previous version of AASB 101 required only the presentation of a single income statement.

The Group's financial statements now contain a statement of comprehensive income.

Other comprehensive income — The revised version of AASB 101 introduces the concept of 'other comprehensive income' which comprises of income and expenses that are not recognised in profit or loss as required by other Australian Accounting Standards. Items of other comprehensive income are to be disclosed in the statement of comprehensive income. Entities are required to disclose the income tax relating to each component of other comprehensive income. The previous version of AASB 101 did not contain an equivalent concept.

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**(d) New Accounting Standards for Application in Future Periods**

The AASB has issued new, revised and amended standards and interpretations that have mandatory application dates for future reporting periods. The Group has decided against early adoption of these standards. A discussion of those future requirements and their impact on the Group follows:

New / revised pronouncement	Superseded pronouncement	Explanation of amendments	Effective date (i.e. annual reporting periods ending on or after)	Example disclosure of impact of new standard on the financial report (if standard is not early adopted)	Related pronouncement which must be early adopted if this standard is early adopted	Likely impact
<b>Accounting Standards</b>						
AASB 9 Financial Instruments  AASB 2009-11 Amendments to Australian Accounting Standards arising from AASB 9	AASB 139 Financial Instruments: Recognition and Measurement (part)	AASB 9 introduces new requirements for the classification and measurement of financial assets. AASB 9 uses a single approach to determine whether a financial asset is measured at amortised cost or fair value, replacing the many different rules in AASB 139 and removes the impairment requirement for financial assets held at fair value.	31 December 2013	AASB 9 amends the classification and measurement of financial assets; the effect on the entity will be that more assets are held at fair value and the need for impairment testing has been limited to assets held at amortised cost only.	IFRS 9	Depending on assets held, there may be significant movement of assets between fair value and cost categories and ceasing of impairment testing on available for sale assets.
AASB 2009-5 Further Amendments to Australian Accounting Standards arising from the Annual Improvements Project [AASB 5, 8, 101, 107, 117, 118, 136 & 139]	N/a	Makes various amendments to a number of standards and interpretations in line with the IASB annual improvements project.	31 December 2010	Given the number of standards amended by AASB 2009-5, an example disclosure is not included.  Entities assess the impact of each of the amendments on their organisation.	Related standard where applicable	Varies depending on relevance, however impact is unlikely to be significant.
AASB 2009-9 Amendments to Australian Accounting Standards – Additional Exemptions for First-time Adopters	AASB 1 First Time adoption of Australian Equivalents to International Financial Reporting Standards (June 2007)	AASB 2009-9 makes amendments to ensure that entities applying Australian Accounting Standards for the first time will not face undue cost or effort in the transition process in particular situations.	31 December 2010	As this is not the first year of adoption of IFRSs, these amendments will not have any impact on the entity's financial report	AASB 1	No impact for entities who are applying IFRS.
AASB 2009-10 Amendments to Australian Accounting Standards – Classification of Rights Issues	AASB 132 Financial Instruments: Presentation	AASB 2009-10 makes amendments which clarify that rights, options or warrants to acquire a fixed number of an entity's own equity instruments for a fixed amount in any currency are equity instruments if the	31 January 2011	As the entity does not have any rights, options or warrants to acquire their own equity instruments, these amendments will not have any impact on the entity's financial report.	AASB 132	Potentially significant if rights issues have been offered and denominated in foreign currency.



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## NOTES TO THE FINANCIAL STATEMENTS

New / revised pronouncement	Superseded pronouncement	Explanation of amendments	Effective date (i.e. annual reporting periods ending on or after)	Example disclosure of impact of new standard on the financial report (if standard is not early adopted)	Related pronouncement which must be early adopted if this standard is early adopted	Likely impact
		entity offers the rights, options or warrants pro rata to all existing owners of the same class of its non-derivative equity instruments.				
AASB 2009-13 Amendments to AASB 1 arising from Interpretation 19	Interpretation 19	This standard amends AASB 1 to allow a first-time adopter to use the transitional provisions in Interpretation 19.	30 June 2011	As the entity is not a first-time adopter of IFRS, this standard will not have any impact.	None	Unlikely to have significant impact.
AASB 2010-01 Limited exemption from comparative AASB 7 disclosures for first time adopters (Amendments to AASB 1 and AASB 7)	AASB 1: First-time adoption of Australian Accounting Standards  AASB 7 Financial instruments: Disclosures	These amendments principally give effect to extending the transition provisions of AASB 2009-2 Amendments to Australian Accounting Standards – Improving Disclosures about Financial Instruments to first-time adopters of Australian Accounting Standards.	30 June 2011	As the entity is not a first-time adopter of IFRS, this standard will not have any impact.	None	Reduced disclosures for first-time adopters.
IFRS Annual Improvements 2010 (May 2010)	Various	Makes various amendments to a number of standards and interpretations.	Application dates either 30 June 2011 or 31 December 2011.	Given the number of standards amended by the Annual Improvements, an example disclosure is not included.  Entities should assess the impact of each amendment on their organisation.	None	Varies depending on relevance; however impact is unlikely to be significant.

The Group does not anticipate early adoption of any of the above reporting requirements and does not expect these requirements to have any material effect on the Group's financial Statements.

### (e) Basis of consolidation

The consolidated financial statements comprise the financial statements of Metals Australia Ltd and its subsidiaries ('the Group').

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

All intercompany balances and transactions, including unrealised profits arising from intra-group transactions, have been eliminated in full. Unrealised losses are eliminated unless costs cannot be recovered.

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

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**NOTES TO THE FINANCIAL STATEMENTS**

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Where there is loss of control of a subsidiary, the consolidated financial statements include the results for the part of the reporting period during which Metals Australia Ltd has control.

Minority interests in the net assets (excluding goodwill) of consolidated subsidiaries are identified separately for the Group's equity therein. Minority interests consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

**(f) Interest in joint venture operation**

The Group's interest in any joint venture operation is accounted for by recognising the Group's assets and liabilities from the joint venture, as well as expenses incurred by the Group and the Group's share of income earned from the joint venture, in the consolidated financial statements.

**(g) Foreign currency translation**

Both the functional and presentation currency of Metals Australia Ltd and its Australian subsidiary is the Australian Dollar (A\$). The functional currency of the Namibian subsidiary is the Namibian Dollar (N\$).

Cash remittances from the parent entity to the Namibian subsidiary are converted by the remitting bank into Rand and then converted to Namibian dollars using the same rate of exchange. That is, once the A\$ is translated to Rand by the bank, which then converts it to the same balance in Namibian dollars. As such, foreign currency transactions are initially recorded in the functional currency at the date of the transaction using the Rand. Monetary assets and liabilities denominated in the foreign currencies are retranslated at the rate of exchange at the reporting date.

Transactions in foreign currencies are initially recorded in the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the reporting date.

All differences in the consolidated financial report are taken to the statement of comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

As at the reporting date the assets and liabilities of any overseas subsidiaries would be translated into the presentation currency of Metals Australia Ltd at the rate of exchange ruling at the reporting date and the statement of comprehensive income are translated at the weighted average exchange rates for the period.

The exchange differences arising on the retranslation are taken directly to a separate component of equity.

On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in the statement of comprehensive income.

**(h) Property, plant and equipment**

Plant and equipment is stated at cost less accumulated depreciation and any impairment in value.

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset as follows:

Plant and equipment – over 3 to 5 years

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*Impairment*

The carrying values of plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amount.

The recoverable amount of plant and equipment is the greater of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the statement of comprehensive income in the period the item is derecognised.

**(i) Goodwill**

Goodwill on acquisition is initially measured at cost being the excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities.

Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Goodwill is not amortised.

Goodwill is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

As at the acquisition date, any goodwill acquired is allocated to each of the cash-generating units expected to benefit from the combination's synergies.

Impairment is determined by assessing the recoverable amount of the cash-generating unit to which the goodwill relates.

Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation.

Goodwill disposed of in this circumstance is measured on the basis of the relative values of the operation disposed of and the portion of the cash-generating unit retained.

**(j) Impairment of non-financial assets**

At each reporting date, the Group assesses whether there is any indication that a non-financial asset may be impaired. Where an indicator of impairment exists, the Group makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. It is determined for an individual asset, unless the asset's value in use cannot be estimated to be close to its fair value less costs to sell and it does not generate cash inflows that are largely independent of those from other assets or

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groups of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

**(k) Investments and other financial assets**

Financial assets in the scope of AASB 139 *Financial Instruments: Recognition and Measurement* are classified as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, or available-for-sale financial assets. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs. The Group determines the classification of its financial assets after initial recognition and, when allowed and appropriate, re-evaluates this designation at each financial year-end.

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

*(i) Financial assets at fair value through profit or loss*

Financial assets classified as held for trading are included in the category “financial assets at fair value through profit or loss”. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term with the intention of making a profit. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on investments held for trading are recognised in profit or loss.

*(ii) Held-to-maturity investments*

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity when the Group has the positive intention and ability to hold to maturity. Investments intended to be held for an undefined period are not included in this classification. Investments that are intended to be held-to maturity, such as bonds, are subsequently measured at amortised cost. This cost is computed as the amount initially recognised minus principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initially recognised amount and the maturity amount. This calculation includes all fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums and discounts. For investments carried at amortised cost, gains and losses are recognised in profit or loss when the investments are derecognised or impaired, as well as through the amortisation process.

*(iii) Loans and receivables*

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

*(iv) Available-for-sale-investments*

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

The fair values of investments that are actively traded in organised financial markets are determined by reference to quoted market bid prices at the close of business on the reporting date. For investments with no active market, fair values are determined using valuation techniques. Such techniques include: using recent arm's length market transactions; reference to

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the current market value of another instrument that is substantially the same; discounted cash flow analysis and option pricing models making as much use of available and supportable market data as possible and keeping judgemental inputs to a minimum.

**Fair value**

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

**Impairment**

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

**(l) Exploration and Evaluation Expenditure**

Exploration and evaluation 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, or sale, of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

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

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

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

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

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

**(m) Trade and other receivables**

Trade receivables, which generally have 30-90 day terms, 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 written off when identified.

**(n) Cash and cash equivalents**

Cash and short-term deposits in the statement of financial position comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

**(o) Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to

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settle the obligation and a reliable estimate can be made of the amount of the obligation.

Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of comprehensive income net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**(p) Share-based payment transactions**

*(i) Equity settled transactions:*

The Group provides benefits to Directors and consultants of the Group in the form of share-based payments whereby personnel render services in exchange for shares.

The cost of these equity-settled transactions was measured by reference to the fair value of the equity instruments at the date on which they were granted. The fair value was determined using the Black Scholes formula.

In valuing equity-settled transactions, no account was taken of any performance conditions, other than conditions linked to the price of the shares of Metals Australia Ltd (market conditions). The cost of equity-settled transactions was recognised, together with the corresponding increase in equity, on the date of grant of the options.

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

*(ii) Cash settled transactions:*

The Group does not provide benefits to employees in the form of cash-settled share based payments.

Any cash-settled transactions would be measured initially at fair value at the grant date using the Black-Scholes formula taking into account the terms and conditions upon which the instruments were granted. This fair value is expensed over the period until vesting with recognition of a corresponding liability. The liability is remeasured to fair value at each reporting date up to and including the settlement date with changes in fair value recognised in profit or loss.

**(q) Revenue**

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:

*Sale of goods*

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer and can be measured reliably. Risks and rewards are considered passed to the buyer at the time of delivery of the goods to the customer.

*Interest*

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



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*Dividends*

Revenue is recognised when the shareholders' right to receive the payment is established.

**(r) Income tax**

Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences:

- except where the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax credits and unused tax losses can be utilised:

- except where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and,
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in the statement of comprehensive income.

**(s) Other taxes**

Revenues, expenses and assets are recognised net of the amount of GST except:

- where the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Cash flows are included in the Statement of Cash Flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

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Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

**(t) 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.

**(u) Contributed equity**

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

**(v) Earnings per share**

Basic earnings per share is calculated as net profit/(loss) attributable to members of the parent, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted earnings per share is calculated as net profit/(loss) attributable to members of the parent, adjusted for:

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

**(w) Comparatives**

Comparatives are reclassified where necessary to be consistent with the current year's disclosures.

**3. Significant Accounting Judgments, Estimates and Assumptions**

In applying the Group's accounting policies, management continually evaluates judgments, estimates and assumptions based on experience and other factors, including expectations of future events that may have an impact on the Group. All judgments, estimates and assumptions made are believed to be reasonable based on the most current set of circumstances available to management. Actual results may differ from the judgments, estimates and assumptions. Significant judgments, estimates and assumptions made by management in the preparation of these financial statements are outlined below:

*(i) Significant accounting judgments include:*

- (a) Classification of and value of investments  
The Group has decided to classify investments in listed securities as "held for trading" investments and movements in fair value are recognised directly in the statement of comprehensive income. The fair value of listed shares has been determined by reference to published price quotations in an active market.
- (b) Provision in and loans to subsidiaries  
Investments in and loans to subsidiaries are fully provided for until such time as subsidiaries are in a position to repay loans.
- (c) Exploration expenditure  
The Group capitalises expenditure relating to exploration and evaluation where it is considered likely to be recoverable or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves. While there are certain areas of interest from which no reserves have been extracted, the directors are of the continued belief that such expenditure should not be written off since feasibility

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studies in such areas have not yet concluded. Such capitalised expenditure is carried at the end of the reporting period at \$2,504,909.

(ii) *Significant accounting estimates and assumptions include:*

(a) Share-based payment transactions

The Group measures the cost of equity-settled transactions with Directors, employees and consultants by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using the Black Scholes formula, with the assumptions detailed in note 6. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact expenses and equity.

The Group measure the cost of cash-settled share-based payments at fair value at the grant date using the Black-Scholes formula taking into account the terms and conditions upon which the instruments were granted.

(b) Provision for rehabilitation

Where applicable, the Group makes provision for material restoration obligations. The amount recognised includes the cost of reclamation and site rehabilitation after taking into account any restoration works which are carried out during exploration. The provision for rehabilitation costs is determined from an estimate of future costs which may be incurred in rehabilitating exploration sites.

(c) Estimation of useful lives of assets

The estimation of the useful lives of assets has been based on historical experience as well as manufacturers' warranties (for plant and equipment) and turnover policies (for motor vehicles). In addition, the condition of assets is assessed at least once per year and considered against the remaining useful life. Adjustments to useful life are made when considered necessary.

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**4. Income Tax**

	<b>Consolidated Group</b>	
	<b>2010</b>	<b>2009</b>
	<b>\$</b>	<b>\$</b>
The prima facie tax on profit/(loss) from ordinary activities before income tax is reconciled to the income tax as follows:		
Prima facie tax on profit/(loss) from ordinary activities before income tax at 30% (2009: 30%) Consolidated Group	(429,189)	(445,488)
Add:		
Tax effect of:		
Other non allowable items	135,282	169,908
Other assessable items		
Provisions		
Deferred tax asset not brought to account	337,580	323,999
Current year tax losses recouped		
Less:		
Tax effect of:		
Effect of overseas tax rate	(43,673)	(48,419)
Income tax attributable to entity	-	-
Unrecognised Deferred Tax Assets		
- Tax losses: operating losses	2,706,458	2,492,693
- Temporary differences	65,068	1,196,751
- Temporary differences equity	383	10,067
	2,771,909	3,699,511
Unrecognised Deferred Tax Liabilities	(754,996)	(732,662)

The benefits will only be obtained if: -

- (i) The companies derive future assessable income of a nature and of an amount sufficient to enable the benefit from the deduction for the losses to be realised;
- (ii) The companies continue to comply with the conditions for deductibility purposes imposed by the Law; and
- (iii) No changes in tax legislation adversely affect the companies in realising the benefits from the deductions for the losses.

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**5. Auditor's Remuneration**

	<b>Consolidated Group</b>	
	<b>2010</b>	<b>2009</b>
	<b>\$</b>	<b>\$</b>
Remuneration of the auditor of the parent entity, Grant Thornton (WA) Partnership		
- auditing or reviewing the financial report	19,900	23,370
- taxation services provided by a related practice of the auditor	11,164	3,000
Remuneration of other auditors of subsidiaries for:		
- auditing or reviewing the financial reports of subsidiaries	10,601	8,966
	<u>41,665</u>	<u>35,336</u>

**6. Interests of Key Management Personnel (KMP)**

Refer to the Remuneration Report contained in the Directors' Report for Details of the remuneration paid or payable to each member of the Group's key management personnel for the year ended 30 June 2010.

The totals of remuneration paid to KMP during the year are as follows:

	<b>2010</b>	<b>2009</b>
	<b>\$</b>	<b>\$</b>
Short-term employee benefits	136,402	182,553
Post-employment benefits	20,338	6,750
Termination benefits	-	-
Share-based payments	-	-
	<u>156,740</u>	<u>189,303</u>

**KMP Options and Rights Holdings**

The number of options over ordinary shares held by each KMP during the financial year is as follows:

<b>30 June 2010</b>	<b>Balance</b>	<b>Granted as</b>	<b>Options</b>	<b>Options</b>	<b>Balance</b>
	<b>1 July 2009</b>	<b>Compensation</b>	<b>Exercised</b>	<b>Expired</b>	<b>30 June 2010</b>
H S Majteles	2,400,000	-	-	(1,000,000)	1,400,000
A Clemen	2,400,000	-	-	(1,000,000)	1,400,000
D Zukerman	2,400,000	-	-	(1,000,000)	1,400,000
N Grafton	2,100,000	-	-	(700,000)	1,400,000
<b>Total</b>	<b>9,300,000</b>	<b>-</b>	<b>-</b>	<b>(3,700,000)</b>	<b>5,600,000</b>

All options issued to Key Management Personnel have vested and are exercisable at 30 June 2010.

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**KMP Options and Rights Holdings**

The number of options over ordinary shares held by each KMP during the financial year is as follows:

<b>30 June 2009</b>	<b>Balance 1 July 2008</b>	<b>Granted as Compensation</b>	<b>Options Exercised</b>	<b>Options Expired</b>	<b>Balance 30 June 2009</b>
H S Majteles	2,400,000	-	-	-	2,400,000
A Clemen	2,400,000	-	-	-	2,400,000
D Zukerman	2,400,000	-	-	-	2,400,000
N Grafton	2,100,000	-	-	-	2,100,000
<b>Total</b>	<b>9,300,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,300,000</b>

**KMP Shareholdings**

The number of ordinary shares in Metals Australia Ltd held by each KMP during the financial year is as follows:

<b>30 June 2010</b>	<b>Balance 1 July 2009</b>	<b>Granted as Compensation</b>	<b>Issued on exercise of options during the year</b>	<b>Other changes during the year</b>	<b>Balance 30 June 2010</b>
H S Majteles	2,950,000	-	-	-	2,950,000
A Clemen	450,010	-	-	-	450,010
D Zukerman	-	-	-	-	-
N Grafton	-	-	-	-	-
<b>Total</b>	<b>3,400,010</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,400,010</b>

**KMP Shareholdings**

The number of ordinary shares in Metals Australia Ltd held by each KMP during the financial year is as follows:

<b>30 June 2009</b>	<b>Balance 1 July 2008</b>	<b>Granted as Compensation</b>	<b>Issued on exercise of options during the year</b>	<b>Other changes during the year</b>	<b>Balance 30 June 2009</b>
H S Majteles	2,950,000	-	-	-	2,950,000
A Clemen	10	-	-	450,000	450,010
D Zukerman	-	-	-	-	-
N Grafton	-	-	-	-	-
<b>Total</b>	<b>2,950,010</b>	<b>-</b>	<b>-</b>	<b>450,000</b>	<b>3,400,010</b>

There are no retirement schemes for any Directors or any loans or any other type of compensation.

Directors' fees are paid on a quarterly basis. Consulting fees for professional services are paid as events occur.

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**7. Cash and Cash Equivalents**

	<b>Consolidated Group</b>	
	<b>2010</b>	<b>2009</b>
	<b>\$</b>	<b>\$</b>
Represented by		
Cash at bank	237,856	99,442
Bank term deposits	2,500,000	3,800,000
	2,737,856	3,899,442

**8. Trade and Other Receivables**

Current		
Other debtors	35,302	62,044

**9. Plant and Equipment**

Plant and Equipment, at cost	109,234	136,533
Less: accumulated depreciation	(79,767)	(65,934)
	29,467	70,599
Movement:		
Opening written down value	70,599	83,220
Additions	1,610	27,472
Disposals	(3,915)	-
Depreciation	( 38,827)	(40,093)
Closing written down value	29,467	70,599

**10. Investments**

Shares in listed companies (at fair value through profit or loss)	375,084	300,216

**11. Other Financial Assets**

Non-Current		
Investment in subsidiaries	-	-
Less: provision for diminution	-	-
Loans to subsidiaries	-	-
Less: provision for non-recovery	-	-
	-	-

**12. Exploration and Evaluation Expenditure**

Opening balance	2,408,126	2,926,337
Expenditure for the year	822,146	497,737
Impairment of Exploration expenditure	(725,363)	(1,015,948)
	2,504,909	2,408,126

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The company has fully impaired its accumulated exploration and evaluation costs in Namibia as it does not presently have title to the Namibian tenements .

The company's Australian exploration properties may be subject to claim(s) under native title, or contain sacred sites or sites of significance to Aboriginal people. As a result exploration properties or areas within the tenement may be subject to exploration and/or mining restrictions or incur a liability for compensation. It is not possible to quantify these restrictions and liabilities at this time.

**13. Trade and other Payables**

	<b>Consolidated Group</b>	
	<b>2010</b>	<b>2009</b>
	<b>\$</b>	<b>\$</b>
Current Payables	129,619	204,353

**14. Issued Capital**

There was no movement in ordinary share capital of the Company during the last two years.

<b>Date</b>	<b>Details</b>	<b>Number of Shares</b>	<b>Issue Price (cents)</b>	<b>Amount \$</b>
<b>1 July 2008</b>	<b>Balance</b>	<b>669,608,765</b>		<b>22,010,523</b>
<b>30 June 2009</b>	<b>Balance</b>	<b>669,608,765</b>		<b>22,010,523</b>
<b>30 June 2010</b>	<b>Balance</b>	<b>669,608,765</b>		<b>22,010,523</b>

The Company's capital consists of Ordinary Shares. The Company do not have a limited amount of authorised share capital. The Shares have no par value and are entitled to participate in dividends and the proceeds on any winding up of the Company in proportion to the number of Shares held.

At shareholders' meetings each fully paid ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

**15. Share Option Reserve**

<b>Date</b>	<b>Details</b>	<b>Number of Options</b>	<b>Unit Price (cents)</b>	<b>Amount \$</b>
<b>1 July 2008</b>	<b>Balance</b>	<b>134,550,000</b>		<b>2,265,406</b>
<b>30 June 2009</b>	<b>Balance</b>	<b>134,550,000</b>		<b>2,265,406</b>
30 September 2009	Options expired	(106,150,000)		-
<b>30 June 2010</b>	<b>Balance</b>	<b>28,400,000</b>		<b>2,265,406</b>

The weighted average remaining contractual life of options outstanding at year end was 0.5 years. The exercise price of outstanding shares at the end of the reporting period was 10.5 cents.

**Capital Management**

Management controls the capital of the group in order to maintain a good debt to equity ratio, and to ensure that the group can fund its operations and continue as a going concern.



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The group's debt and capital includes ordinary share capital, supported by financial assets.

There are no externally imposed capital requirements.

Management effectively manages the group's capital by assessing the group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include distributions to shareholders and share issues.

There have been no changes in the strategy adopted by management to control the capital of the group since the prior year.

**16. Accumulated Losses**

	<b>Consolidated Group</b>	
	<b>2010</b>	<b>2009</b>
	<b>\$</b>	<b>\$</b>
Accumulated losses at the beginning of the year	(17,711,258)	(16,226,298)
(Loss) for year	<u>(1,430,631)</u>	<u>(1,484,960)</u>
Accumulated losses at the end of the financial year	<u>(19,141,889)</u>	<u>(17,711,258)</u>

**17. Minority Interest**

Comprises:

Share capital

Accumulated losses

2	2
<u>(2)</u>	<u>(2)</u>
<u>-</u>	<u>-</u>

The parent company has taken over the losses of its subsidiaries as there is no firm commitment from the minority shareholders to provide additional funding to the subsidiary.

**18. Earnings per Share**

	<b>2010</b>	<b>2009</b>
	<b>Number</b>	<b>Number</b>
Weighted average number of shares on issue during the financial year used in the calculation of basic earnings per share	<u>669,608,765</u>	<u>669,608,765</u>
Basic (loss) per share – cents	<u>(0.21)</u>	<u>(0.22)</u>

There are no dilutive potential ordinary shares as the exercise of options to ordinary shares would have the effect of decreasing the loss per ordinary share and would therefore be non-dilutive.

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**19(a). Cashflow Information**

**Reconciliation to Statement of Cash Flows**

	<b>Consolidated Group</b>	
	<b>2010</b>	<b>2009</b>
	<b>\$</b>	<b>\$</b>
Operating (Loss) after income tax	(1,430,631)	(1,484,960)
Impairment of Exploration and evaluation expenditure	725,363	1,015,948
Revaluation of investments	(74,868)	(24,670)
Depreciation of plant & equipment	38,827	40,093
Decrease/(increase) in trade and other receivables	26,742	(17,617)
Increase/(decrease) in trade and other payables	(74,734)	106,695
Net cash inflow/(outflow) from operating activities	<u>(787,977)</u>	<u>(364,511)</u>

**19(b). Non cash share based payments**

No non-cash share based payments were made during the year under review.

**20. Financial Instruments**

**(a) Interest Rate Risk**

The consolidated entity'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 those financial assets and financial liabilities, is as follows:

	<b>Floating Interest Rate</b>		<b>Non-Interest Bearing</b>		<b>Total</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
	0.00% - 5.77%	0.00% - 7.83%				
Financial Assets						
Cash and cash equivalents	2,737,856	3,899,442	-	-	2,737,856	3,899,442
Loans and Receivables	-	-	35,302	34,082	35,302	34,082
Other Financial assets	-	-	375,084	300,216	375,084	300,216
Total Financial Assets	<u>2,737,856</u>	<u>3,899,442</u>	<u>410,386</u>	<u>334,298</u>	<u>3,148,242</u>	<u>4,233,740</u>
Financial Liabilities (at amortised cost)						
Trade and other payables	-	-	(129,619)	(176,392)	(129,619)	(176,392)
Net Financial Assets	<u>2,737,856</u>	<u>3,899,442</u>	<u>280,767</u>	<u>157,906</u>	<u>3,018,623</u>	<u>4,057,348</u>

**Reconciliation of Financial Assets to Net Assets**

	<b>Consolidated Group</b>	
	<b>2010</b>	<b>2009</b>
	<b>\$</b>	<b>\$</b>
Net financial assets	3,018,623	4,057,349
Exploration and evaluation expenditure	2,504,909	2,408,126
Plant & equipment	29,467	70,599
	<u>5,552,999</u>	<u>6,536,074</u>

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(b) Credit Risk

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets is the carrying amount of those assets, net of any provision for doubtful debts, as disclosed in the statement of financial position and notes to the financial report.

The consolidated entity does not have any material credit risk exposure to any single debtor or group of debtors under financial instruments entered into by the consolidated entity.

(c) Net Fair Values

The carrying amount of financial assets and financial liabilities recorded in the financial statements represent their respective net fair values determined in accordance with the accounting policies disclosed in Note 1 to the financial statements.

(d) Financial Risk Management

The Group's financial instruments consist mainly of deposits with recognised banks, investments in bank bills up to 90 days, accounts receivable and accounts payable, and loans to subsidiaries. Liquidity is managed, when sufficient funds are available, by holding sufficient funds in a current account to service current obligations and surplus funds invested in bank bills. The Directors analyse interest rate exposure and evaluate treasury management strategies in the context of the most recent economic conditions and forecasts. The main risks the Group is exposed to through its financial instruments are the depository banking institution itself, holding the funds, and interest rates. The Group's credit risk is minimal, as being an exploration company, no goods are sold, or services provided, for which consideration is claimed.

(e) Sensitivity Analysis

Interest Rate Risk, Foreign Currency Risk and Price Risk

The group has performed sensitivity analysis relating to its exposure to interest rate risk, foreign currency risk and price risk at balance date. This sensitivity analysis demonstrates the effect on the current year results and equity which could result from a change in these risks.

*Interest Rate Sensitivity Analysis*

At 30 June 2010, the effect on profit and equity as a result of changes in the interest rate, with all other variables remaining constant would be as follows:

	<b>Consolidated Group</b>	
	<b>2010</b>	<b>2009</b>
	<b>\$000</b>	<b>\$000</b>
Change in profit		
- Increase in interest rate by 2%	45	77
- Decrease in interest rate by 2%	(45)	(77)
Change in Equity		
- Increase in interest rate by 2%	45	77
- Decrease in interest rate by 2%	(45)	(77)

*Foreign Currency Risk Sensitivity Analysis*

There is minimal foreign currency risk as insignificant balances of foreign currency are held.

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(f) Liquidity Risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group manages this risk through the following mechanisms:

- Preparing forward looking cash flow analysis in relation to its operational, investing and financing activities
- Obtaining funding from a variety of sources
- Maintaining a reputable credit profile
- Managing credit risk related to financial assets

Cash flows realised from financial assets reflect management's expectation as to the timing of realisation. Actual timing may therefore differ from that disclosed. The timing of cash flows presented in the table to settle financial liabilities reflects the earliest contractual settlement dates and does not reflect management's expectations that banking facilities will be rolled forward.

Consolidated Group	Within 1 Year		1 to 5 Years		Over 5 Years		Total	
	2010	2009	2010	2009	2010	2009	2010	2009
<i>Financial Liabilities - Due for Payment</i>								
Trade and Other Payables	126,619	204,353	-	-	-	-	126,619	204,353
Total Expected Outflows	126,619	204,353	-	-	-	-	126,619	204,353
<i>Financial Assets - Cash Flows Realisable</i>								
Cash and Cash Equivalents	237,856	99,442	-	-	-	-	237,856	99,442
Bank Deposit over 3 months	2,500,000	3,800,000	-	-	-	-	2,500,000	3,800,000
Receivables	35,302	62,044	-	-	-	-	35,302	62,044
Total anticipated Inflows	2,773,158	3,961,486	-	-	-	-	2,773,158	3,961,486
Net (outflow)/inflow on financial instruments	2,646,539	3,757,133	-	-	-	-	2,646,539	3,757,133

**Consolidated**

2010	Level 1 \$000	Level 2 \$000	Level 3 \$000	Total \$000
<b>Financial assets:</b>				
<i>Financial assets at fair value through profit or loss:</i>				
— derivative instruments	-	-	-	-
— investments — held-for-trading	375,084	-	-	375,084
	375,084			375,084
<b>2009</b>				
<b>Financial assets:</b>				
<i>Financial assets at fair value through profit or loss:</i>				
— derivative instruments	-	-	-	-
— investments — held-for-trading	300,216	-	-	300,216
	300,216	-	-	300,216

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Included within Level 1 of the hierarchy are listed investments. The fair values of these financial assets have been based on the closing quoted bid prices at reporting date, excluding transaction costs.

In valuing unlisted investments, included in Level 2 of the hierarchy, valuation techniques such as those using comparisons to similar investments for which market observable prices are available have been adopted to determine the fair values of these investments.

Derivative instruments are included in Level 2 of the hierarchy with the fair values being determined using valuation techniques incorporating observable market data relevant to the hedged position.

**21. Investment in controlled entities**

Name of Entity	Country of Incorporation	Class of Shares	Equity Holding (%)		Book Value of Investment		Contribution to Consolidated Result	
			2010 %	2009 %	2010 \$	2009 \$	2010 \$	2009 \$
Karrilea Holdings Pty Ltd	Australia	Ordinary	80	80	-	-	-	-
Metals Namibia (Pty) Ltd	Namibia	Ordinary	100	100	-	-	(873,457)	(599,260)

**22. Related Parties**

Subsidiaries Karrilea Holdings Pty Ltd and Metals Namibia (Pty) Ltd have been loaned \$2,853,000 (2009: \$2,787,711) and \$1,150,856 (2009: \$741,062) respectively.

All transactions with Directors are disclosed in Note 6.

**23. Operating Segments**

**Segment Information**

**Identification of reportable segments**

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (Chief Operating decision makers) in assessing performance and determining the allocation of resources. As the Group is focused on mineral exploration, the Board monitors the Group based on actual versus budgeted exploration expenditure incurred by area of interest. The internal reporting framework is the most relevant to assist the Board with making decisions regarding the Group and its ongoing exploration activities, while also taking into consideration the results of exploration work that has been performed to date.

The Company is managed on the basis of area of interest. Operating segments are therefore determined on the same basis.

**Segments**

The three reportable segments are as follows:

- (i) Western Australian Base Metal Projects;
- (ii) Victorian Gold Projects; and
- (iii) Namibian Uranium Projects.

**Basis of Accounting for purposes of reporting by operating segments**

*Accounting Policies Adopted*

All amounts reported to the Board of Directors as the chief decision maker with respect to operating segments are determined in accordance with accounting policies that are consistent to those adopted in the annual financial statements of the Group.

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There are no inter-segment transactions. Segment assets are clearly identifiable on the basis of their nature. Segment liabilities include trade and other payables and the provision for rehabilitation.

*Unallocated items*

Corporate costs are not considered core operations of any segment.

*Comparative information*

This is the first reporting period in which AASB 8: Operating Segments has been adopted. Comparative information has been restated to conform to the requirements of the Standard.

**Segment Performance**

<u>2010</u>	<u>Western Australian Base Metals</u>	<u>Victorian Gold</u>	<u>Namibian Uranium</u>	<u>Total</u>
	\$	\$	\$	\$
<b><u>Revenue from external sources</u></b>	-	-	-	-
Unallocated – Interest Revenue				146,554
Unallocated – Gain on Investments				<u>74,868</u>
Total group Revenue				221,422
 <b><u>Segment (Loss)</u></b>	 -	 -	 (725,363)	 (725,363)
Unallocated items- Corporate charges				<u>(705,268)</u>
Total Group Loss				<u>(1,430,631)</u>
 <b><u>Segment Assets</u></b>	 2,473,415	 31,494	 -	 2,504,909
Unallocated – Cash, Receivables, Plant & Equipment				<u>3,177,709</u>
Total Group Assets				<u>5,682,618</u>
 <b><u>Segment Liabilities</u></b>	 -	 -	 -	 -
Unallocated – Corporate Trade Payables				129,619
Total Group Liabilities				129,619

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<u>2009</u>	<u>Western Australian Base Metals</u>	<u>Victorian Gold</u>	<u>Namibian Uranium</u>	<u>Total</u>
	\$	\$	\$	\$
<b>Revenue from external sources</b>	-	-	-	-
Unallocated – Interest Revenue				249,551
Unallocated – Gain on Investments				24,670
Total group Revenue				274,221
<b>Segment (Loss)</b>	-	-	(1,015,948)	(1,015,948)
Unallocated items- Corporate charges				(469,012)
Total Group Loss				(1,484,960)
<b>Segment Assets</b>	2,408,126	-	-	2,408,126
Unallocated – Cash, Receivables, Plant & Equipment				4,332,301
Total Group Assets				6,740,427
<b>Segment Liabilities</b>	-	-	-	-
Unallocated – Corporate Trade Payables				204,353
Total Group Liabilities				204,353

**24. Commitments**

(i) Mining Tenements

As part of ongoing activities, the consolidated entity is required to commit to minimum expenditures to retain its interest in its mining tenements. Over the next five years this amounts to \$1,884,000, as follows:

<b>Year Ending 30 June</b>	<b>Amount \$</b>
2011	360,500
2012	384,200
2013	384,200
2014	366,700
2015	389,300
	<u><b>1,884,900</b></u>

**METALS AUSTRALIA LTD**  
**NOTES TO THE FINANCIAL STATEMENTS**

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(ii) Management Agreement

The Company has an agreement with a management service company for the provision of services at \$220,000 per annum plus CPI. Charges are at commercial terms in accordance with the agreement entered into on 14 November 2007 for a five year term.

**25. Contingent Liabilities**

No contingent liability exists for termination benefits under service agreements with directors or persons who take part in the management of the company. There were no contingent liabilities as at 30 June 2010.

**26. Events Subsequent to Balance Date**

On 15 September 2010 Metals Australia Limited issued the following shares and unlisted options as approved at the General Meeting on 10 September 2010:

- (iii) 13,665,000 ordinary shares issued at 0.85 cents each.
- (iv) 163,665,000 options issued at 0.01 cents each, of which 150,000,000 were granted to Colbern Fiduciary Nominees Pty Ltd.

The company was granted Exploration Licence Scarsdale (EL5244) and Moyston (EL5245) on the 7<sup>th</sup> July 2010.

**27. Parent Entity Information**

The following details information related to the parent entity, Metals Australia Ltd, at 30 June 2010. The information presented here has been prepared using consistent accounting policies as shown in Note 2.

	<b>Parent Entity</b>	
	<b>2010</b>	<b>2009</b>
	<b>\$</b>	<b>\$</b>
<b>ASSETS</b>		
Current assets	2,767,222	3,957,508
Non-current assets	410,110	323,718
<b>TOTAL ASSETS</b>	<b><u>3,177,332</u></b>	<b><u>4,281,226</u></b>
<b>LIABILITIES</b>		
Current liabilities	(123,534)	(195,170)
Non-current liabilities	-	-
<b>TOTAL LIABILITIES</b>	<b><u>(123,534)</u></b>	<b><u>(195,170)</u></b>
<b>EQUITY</b>		
Issued capital	22,010,523	22,010,523
Accumulated losses	(21,222,131)	(20,189,873)
<b>TOTAL EQUITY</b>	<b><u>788,392</u></b>	<b><u>1,820,650</u></b>
<b>RESERVES</b>		
Share option reserve	2,265,406	2,265,406
<b>TOTAL RESERVES</b>	<b><u>2,265,406</u></b>	<b><u>2,265,406</u></b>
<b>FINANCIAL PERFORMANCE</b>		
(Loss) for the year	(1,032,258)	(1,366,717)
Other comprehensive income	-	-
<b>TOTAL COMPREHENSIVE (LOSS)</b>	<b><u>(1,032,258)</u></b>	<b><u>(1,366,717)</u></b>



**METALS AUSTRALIA LTD**  
**NOTES TO THE FINANCIAL STATEMENTS**

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No guarantees have been entered into by the parent entity on behalf of its subsidiary.

No contingent liabilities exist.

No contractual commitments by the parent company exist, other than those for exploration commitments as set out below.

<b>Year Ending 30 June</b>	<b>Amount \$</b>
2011	202,500
2012	226,200
2013	226,200
2014	208,700
2015	231,300
	<u><b>1,094,900</b></u>

**METALS AUSTRALIA LTD  
DIRECTORS' DECLARATION**

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1. In the opinion of the Directors of Metals Australia Limited (the "Company"):

- (a) the financial statements and notes set out on pages 12 to 41, and the Remuneration disclosures that are contained in pages 8 to 9 of the Remuneration Report in the Directors' Report, are in accordance with the Corporations Act 2001, including:
  - (i) giving a true and fair view of the Group's financial position as at 30 June 2010 and of its performance, for the financial year ended on that date; and
  - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
  - (iii) complying with International Financial Reporting Standards as disclosed in Note 2.
- (b) the remuneration disclosures that are contained in page 8 to 9 of the Remuneration Report in the Directors' Report comply with Australian Accounting Standard AASB 124 Related Party Disclosures and
- (c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

2. The Directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the Chief Executive Officer and Chief Financial Officer for the financial year ended 30 June 2010.

Signed in accordance with a resolution of the Directors:



D N Zukerman  
DIRECTOR

Dated this twenty eighth day of September 2010  
Perth, Western Australia



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## **Independent Auditor's Report To the Members of Metals Australia Limited**

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

We have audited the accompanying financial report of Metals Australia Limited (the "Company"), which comprises the consolidated statement of financial position as at 30 June 2010, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes to the financial report and the directors' declaration of the consolidated entity comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

### **Directors' responsibility for the financial report**

The directors of the Company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Act 2001. This responsibility includes establishing and maintaining internal controls relevant to the preparation and fair presentation of the financial report that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. The directors also state, in the notes to the financial report, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, that compliance with the Australian equivalents to International Financial Reporting Standards ensures that the financial report, comprising the financial statements and notes, complies with International Financial Reporting Standards.

### **Auditor's responsibility**

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

### **Independence**

In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001.

### **Auditor's opinion**

In our opinion:

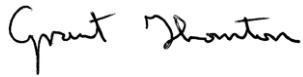
- a the financial report of Metals Australia Limited is in accordance with the Corporations Act 2001, including:
  - i giving a true and fair view of the consolidated entity's financial position as at 30 June 2010 and of its performance for the year ended on that date; and
  - ii complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
- b the financial report also complies with International Financial Reporting Standards as disclosed in the notes to the financial statements.

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

We have audited the Remuneration Report included in pages 8 to 9 of the directors' report for the year ended 30 June 2010. The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

**Auditor's opinion on the remuneration report**

In our opinion, the Remuneration Report of Metals Australia Limited for the year ended 30 June 2010, complies with section 300A of the Corporations Act 2001.



GRANT THORNTON (WA) PARTNERSHIP  
Chartered Accountants



P W Warr  
Partner

Perth, 28 September 2010

Grant Thornton (WA) Partnership  
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**Auditor's Independence Declaration  
To the Directors of Metals Australia Limited**

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Metals Australia Limited for the year ended 30 June 2010, I declare that, to the best of my knowledge and belief, there have been:

- a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b no contraventions of any applicable code of professional conduct in relation to the audit.



GRANT THORNTON (WA) PARTNERSHIP  
Chartered Accountants



P W Warr  
Partner

Perth, 28 September 2010

## **CORPORATE GOVERNANCE STATEMENT**

Metals Australia Ltd ACN 008 982 474 ("the Company") has adopted systems of control and accountability as the basis for the administration of corporate governance. Some of these policies and procedures are summarised below.

The following additional information about the Company's corporate governance practices is set out on the Company's website at [www.metalsaustralia.com.au](http://www.metalsaustralia.com.au) :

### **Principle 1 – Lay solid foundations for management and oversight**

#### **Responsibilities of the Board**

The Board is responsible for the following matters:

- ensuring the Company's conduct and activities are ethical and carried out for the benefit of all its stakeholders;
- development of corporate strategy, implementation of business plans and performance objectives;
- reviewing, ratifying and monitoring systems of risk management, codes of conduct, internal control system and legal and regulatory compliance;
- the appointment of the Company's Managing Director, Chief Executive Officer (or equivalent), Chief Financial Officer, Company Secretary and other senior executives;
- monitoring senior executives' performance and implementation of strategy;
- determining appropriate remuneration policies;
- allocating resources and ensuring appropriate resources are available to management;
- approving and monitoring the annual budget, progress of major capital expenditure, capital management, and acquisitions and divestitures; and
- approving and monitoring financial and other reporting.

#### **Chairman**

The Chairman is responsible for leadership of the Board and for the efficient organisation and conduct of the Board's business. The Chairman should facilitate the effective contribution of all directors and promote constructive and respectful relations between directors and between the Board and management of the Company. The Chairman is responsible for briefing directors on issues arising at Board meetings and ultimately is responsible for communications with shareholders and arranging Board performance evaluation.

#### **Corporate Manager**

The Managing Director or Chief Executive Officer is responsible for running the affairs of the Company under delegated authority from the Board. In carrying out his or her responsibilities the Managing Director must report to the Board in a timely manner and ensure all reports to the Board present a true and fair view of the Company's financial condition and operational results.

## **METALS AUSTRALIA LTD CORPORATE GOVERNANCE**

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### **Company Secretary**

The Company Secretary is responsible for monitoring the extent that Board policy and procedures are followed, and coordinating the timely completion and despatch of Board agendas and briefing material. All Directors are to have access to the Company Secretary.

### **Performance Evaluation**

The Chairman and/or the Corporate Manager are responsible for reviewing the performance of each executive at least once every calendar year with reference to the terms of their employment contract.

### **Reporting**

The Company, will, in the corporate governance statement section of its Annual Report, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 1.

## **Principle 2 - Structure the Board to add value**

### **Composition of the Board**

The Company will ensure that the Board will be of a size and composition that is conducive to making appropriate decisions and be large enough to incorporate a variety of perspectives and skills, and to represent the best interests of the Company as a whole rather than of individual shareholders or interest groups. It will not, however, be so large that effective decision-making is hindered.

### **Independent Directors**

The Company will regularly review whether each non-executive director is independent and each non-executive director should provide to the Board all information that may be relevant to this assessment. If a director's independence status changes this should be disclosed and explained to the market in a timely fashion.

The Company will endeavour to ensure that it has a majority of independent directors at all times, subject to the right of shareholders in general meeting to elect and remove directors.

### **Chairman**

The Chairman should be a non-executive director who is independent. The Chairman should not be the Chief Executive Officer of the Company. The Chairman's other positions should not be such that they are likely to hinder the effective performance of their role of Chairman of the Company.

### **Independent decision- making**

All Directors – whether independent or not - should bring an independent judgement to bear on Board decisions. Non-executive Directors are encouraged to confer regularly without management present. Their discussions are to be facilitated by the Chairman, if he is independent or the deputy Chairman. Non-executive Directors should inform the Chairman before accepting any new appointments as Directors.

### **Independent advice**

To facilitate independent decision the consent of the Chairman, individual Directors may seek independent professional advice, at the expense of the Company, on any matter connected with the discharge of their responsibilities.



## METALS AUSTRALIA LTD CORPORATE GOVERNANCE

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### **Procedure for selection of new Directors**

The Company believes it is not of a size to justify having a Nomination Committee. If any vacancies arise on the Board, all directors are involved in the search and recruitment of a replacement. The Board believes corporate performance is enhanced when the Board has an appropriate mix of skills and experience.

### **Induction and education**

The Board will implement an induction program to enable new directors to gain an understanding of:

- the Company's financial, strategic, operational and risk management position;
- the rights, duties and responsibilities of the directors;
- the roles and responsibilities of senior executives; and
- the role of any Board committees in operation.

Directors will have reasonable access to continuing education to update and enhance their skills and knowledge, including education concerning key developments in the Company and in the industries in which the Company's business is involved.

### **Access to information**

The Board has the right to obtain all information from within the Company which it needs to effectively discharge its responsibilities.

Senior executives are required on request from the Board to supply the Board with information in a form and timeframe, and of a quality that enables the Board to discharge its duties effectively. Directors are entitled to request additional information where they consider such information necessary to make informed decisions.

### **Reporting**

The Company, will, in the corporate governance statement section of its Annual Report, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 2.

### **Principle 3: Promote ethical and responsible decision-making**

#### **Code of conduct**

The Board has adopted the Code of Conduct set out at Appendix A to promote ethical and responsible decision making by directors, management and employees. The Code embraces the values of honesty, integrity, enterprise, excellence, accountability, justice, independence and equality of stakeholder opportunity, making the Board and any committees it convenes from time to time may seek advice from independent experts whenever it is considered appropriate.

The Board is responsible for ensuring that training on the Code of Conduct is provided to staff and officers of the Company.

The Board is responsible for making advisers, consultants and contractors aware of the Company's expectations set out in the Code of Conduct.

## METALS AUSTRALIA LTD CORPORATE GOVERNANCE

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### **Policy for trading in Company securities**

The Board has adopted a policy on trading in the Company's securities by Directors, senior executives and employees set out in Appendix B.

The Board is responsible for ensuring that the policy is brought to the attention of all affected persons and for monitoring compliance with the policy.

### **Reporting**

The Company, will, in the corporate governance statement section of its Annual Report, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 3.

### **Principle 4: Safeguard integrity in financial reporting**

#### **Audit and Risk Management**

The Company believes it is not of a size to justify having a separate Audit and Risk Management Committee. Ultimate responsibility for the integrity of the Company's financial reporting rests with the full Board. Given the small size of the Board, the Directors believe an Audit Committee structure to be inefficient. All Directors share responsibility for ensuring the integrity of the Company's financial reporting and appropriate Board processes must be implemented to perform the following audit and risk management functions:

- (1) external audit function:
  - (a) review the overall conduct of the external audit process including the independence of all parties to the process;
  - (b) review the performance of the external auditors;
  - (c) consider the reappointment and proposed fees of the external auditor; and
  - (d) where appropriate seek tenders for the audit and where a change of external auditor is recommended arrange submission to shareholders for shareholder approval;
- (2) reviewing the quality and accuracy of published financial reports;
- (3) reviewing the accounting function and ongoing application of appropriate accounting and business policies and procedures;
- (4) reviewing and imposing variations to the risk management and internal control policies designed and implemented by Company management; and
- (5) any other matters relevant to audit and risk management processes.

#### **Reporting**

The Company, will, in the corporate governance statement section of its Annual Report, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 4.

**Principle 5: Make timely and balanced disclosure**

**Disclosure Policy**

The Board has adopted a Disclosure Policy for ensuring timely and accurate disclosure of price-sensitive information to shareholders through the ASX set out in Appendix C.

The Disclosure Policy ensures that:

all investors have equal and timely access to material information concerning the Company including its financial position, performance, ownership and governance; and

Company announcements are subjected to a vetting and authorisation process designed to ensure they:

- (a) are released in a timely manner;
- (b) are factual;
- (c) do not omit material information; and
- (d) are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

**Reporting**

The Company, will, in the corporate governance statement section of its Annual Report, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 5.

**Principle 6: Respect the rights of shareholders**

**Communication with Shareholders**

The Board is committed to open and accessible communication with holders of the Company's shares and other securities. Disclosure of information and other communication will be made as appropriate by mail or email.

The Company's website will also be used to provide additional relevant information to security holders. The Board considers the following to be appropriate features for the Company's website:

- (a) placing the full text of notices of meeting and explanatory material on the website;
- (b) providing information about the last two years' press releases or announcements plus at least three years of financial data on the website.

**General Meetings**

The Company is committed to improving shareholder participation in general meetings. In order to achieve that objective, the Company has adopted guidelines of the ASX Corporate Governance Council for improving shareholder participation through the design and content of notices and through the conduct of the meeting itself.

## **Reporting**

The Company, will, in the corporate governance statement section of its Annual Report, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 6.

### **Principle 7: Recognise and manage risk**

#### **Creation and implementation of Company risk management policies**

It is the responsibility of [insert appropriate person by job title] to create, maintain and implement risk management and internal control policies for the Company, subject to review by the Board.

The Corporate Manager must report to the Board annually regarding the design, implementation and progress of the risk management policies and internal control systems.

#### **Audit and Risk Management**

As referenced with respect to Principle 4, the Board has not established an Audit and Risk Management Committee for the reasons given above.

#### **Review by the Board**

The Board will review the effectiveness of implementation of the risk management system and internal control system at least annually.

When reviewing risk management policies and internal control system the Board should take into account the Company's legal obligations and should also consider the reasonable expectations of the Company's stakeholders, including security holders, employees, customers, suppliers, creditors, consumers and the community.

#### **Corporate Manager**

The Corporate Manager is required annually to state in writing to the Board that the Company has a sound system of risk management, that internal compliance and control systems are in place to ensure the implementation of Board policies, and that those systems are operating efficiently and effectively in all material respects.

#### **Verification of financial reports**

The Chief Executive Officer and Chief Financial Officer (or equivalent) are required by the Company to state the following in writing prior to the Board making a solvency declaration pursuant to section 295(4) of the Corporations Act:

- (a) that the Company's financial reports contain a true and fair view, in all material respects, of the financial condition and operating performance of the Company and comply with relevant accounting standards; and
- (b) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and that the system is operating effectively in all material respects in relation to financial reporting risks.

## **Reporting**

The Company, will, in the corporate governance statement section of its Annual Report, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 7.

### **Principle 8: Remunerate fairly and responsibly**

#### **Director and senior executive remuneration policies**

The Company's remuneration policy is structured for the purpose of:

- (a) motivating senior executives to pursue the long-term growth and success of the Company; and
- (b) demonstrating a clear relationship between senior executives' performance and remuneration.

The Board's responsibility is to set the level and structure of remuneration for officers (including but not limited to directors and secretaries) and executives, for the purpose of balancing the Company's competing interests of:

- (a) attracting and retaining senior executives and Directors; and
- (b) not paying excessive remuneration.

Executive Directors' remuneration should be structured to reflect short and long-term performance objectives appropriate to the Company's circumstances and goals.

Executive Directors' and senior executives' remuneration packages should involve a balance between fixed and incentive-based pay, reflecting short and long-term performance objectives appropriate to the Company's circumstances and goals.

Non-executive Directors' remuneration should be formulated with regard to the following guidelines:

- (a) non-executive Directors should normally be remunerated by way of fees, in the form of cash, non-cash benefits, superannuation contributions or equity, usually without participating in schemes designed for the remuneration of executives;
- (b) non-executive Directors should not be provided with retirement benefits other than superannuation.

No Director may be involved in setting their own remuneration or terms and conditions and in such a case relevant directors are required to be absent from the full Board discussion.

#### **Remuneration Committee**

The Company believes it is not of a size to justify having a Remuneration Committee and that it has Board processes in place which raise the issues which would otherwise be considered by a committee.

## **Reporting**

The Company, will, in the corporate governance statement section of its Annual Report, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 8.

## *Appendix A – Code of Conduct*

### **Introduction**

- 1 This Code of Conduct sets out the standards which the Board, management and employees of the Company are encouraged to comply with when dealing with each other, the Company's shareholders and the broader community.

### **Responsibilities to shareholders**

- 2 The Company aims:
- 2.1 to increase shareholder value within an appropriate framework which safeguards the rights and interests of shareholders; and
  - 2.2 to comply with systems of control and accountability which the Company has in place as part of its corporate governance with openness and integrity.

### **Responsibilities to clients, employees, suppliers, creditors, customers and consumers**

- 3 The Company will comply with all legislative and common law requirements which affect its business.

### **Employment practices**

- 4 The Company will employ the best available staff with skills required to carry out the role for which they are employed. The Company will ensure a safe workplace and maintain proper occupational health and safety practices.

### **Responsibility to the community**

- 5 The Company will recognise, consider and respect environmental, native title and cultural heritage issues which arise in relation to the Company's activities and comply with all applicable legal requirements.

### **Responsibility to the individual**

- 6 The Company recognises and respects the rights of individuals and will comply with the applicable laws regarding privacy and confidential information.

### **Obligations relative to fair trading and dealing**

- 7 The Company will deal with others in a way that is fair and will not engage in deceptive practices.

### **Business courtesies, bribes, facilitation payments, inducements and commissions**

- 8 Corrupt practices are unacceptable to the Company. It is prohibited for the Company or its directors, managers or employees to directly or indirectly offer, pay, solicit or accept bribes or any other corrupt arrangements.

### **Conflicts of interest**

- 9 The Board, management and employees must report any situations where there is a real or apparent conflict of interest between them as individuals and the interest of the Company. Where a real or apparent conflict of interest arises, the matter must be brought to the attention of the Chairperson in the case of a Board member, the Managing Director or Chief Executive Officer (or equivalent) in the case of a member of management and a supervisor in the case of an employee, so that it may be considered and dealt with in an appropriate manner.

## METALS AUSTRALIA LTD CORPORATE GOVERNANCE

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### **Compliance with the Code of Conduct**

- 10 Any breach of compliance with this Code of Conduct is to be reported directly to the Chairperson.

### **Periodic review of Code**

- 11 The Company will monitor compliance with this Code of Conduct periodically by liaising with the Board, management and staff. Suggestions for improvements or amendments to this Code of Conduct can be made at any time to the Chairperson.

## *Appendix B – Policy for trading in Company securities*

### **Introduction**

- 1 The Company recognises and enforces legal and ethical restrictions on trading in its securities by relevant persons within and external to the Company. The terms of this securities dealing policy apply to the Company's directors, senior executives, employees and consultants (**Relevant Persons**).

### **Communication**

- 2 This policy will be communicated to all Relevant Persons and will be placed on the Company website.

### **Trading Restrictions**

- 3 Trading by Relevant Persons in the Company's securities is subject to the following limitations:
  - 3.1 No trading in Company securities shall take place during the seven preceding release of each quarterly report, half-yearly financial report, and annual financial report of the Company.
  - 3.2 No trading in the Company's securities shall take place directly or indirectly where it is known, or ought reasonably to have been known by the person intending to trade, that information exists that has not been released to the ASX and where that information is of a type that reasonably could be expected to encourage buying or selling were that information known by others.
  - 3.3 No trading shall take place in Company securities unless prior notice is given to the Chairman and approval is obtained from him.

### **Hardship**

- 4 During a period specified in paragraph 3.1, Relevant Persons may, after obtaining the Chairperson's consent, trade the Company's securities to the extent reasonably necessary to avoid or ameliorate documented hardship and suffering or as required by other extenuating circumstances.

### **Directors' trading and disclosures**

- 5 Within one day of a director being appointed to the Board, resigning or being removed from the Board, or trading in the Company's securities, full details of the director's notifiable interests in the Company's securities and changes in such interest must be advised to the Company Secretary so that a record is kept within the Company and so that necessary ASX notifications will occur.
- 6 All directors must notify the Company Secretary of any margin loan or similar funding arrangement entered into in relation to the Company's securities and any variations to such arrangements, including the number of securities involved, the circumstances in which the lender can make margin calls, and the right of the lender to dispose of securities.



## *Appendix C - Disclosure Policy*

### **Disclosure Requirements**

- 1       The Company recognises its duties pursuant to the continuous disclosure rules of the ASX Listing Rules and Corporations Act to keep the market fully informed of information which may have a material effect on the price or value of the Company's securities.
- 2       Subject to certain exceptions (in ASX Listing Rule 3.1A), the Company is required to immediately release to the market information that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

### **Responsibilities of directors officers and employees**

- 3       The Board as a whole is primarily responsible for ensuring that the Company complies with its disclosure obligations and for deciding what information will be disclosed. Subject to delegation, the Board is also responsible for authorising all ASX announcements and responses of the Company to ASX queries.
- 4       Every director, officer and employee of the Company is to be informed of the requirements of this policy and must advise the Managing Director, Chief Executive Officer (or equivalent), Chairperson or Company Secretary as soon as possible (and prior to disclosure to anyone else) of matters which they believe may be required to be disclosed.

### **Authorised Disclosure Officer**

- 5       The Board has delegated its primary responsibilities to communicate with ASX to the following Authorised Disclosure Officer:
  - 5.1       the Company Secretary or
  - 5.2       in the absence of the Company Secretary, a designated Executive Director, who is authorised to act in that capacity by the Board.

### **Responsibilities of Authorised Disclosure Officer**

- 6       Subject to Board intervention on a particular matter, the Authorised Disclosure Officer is responsible for the following:
  - 6.1       monitoring information required to be disclosed to ASX and coordinating the Company's compliance with its disclosure obligations;
  - 6.2       ASX communication on behalf of the Company, authorising Company announcements and lodging documents with ASX;
  - 6.3       requesting a trading halt in order to prevent or correct a false market;
  - 6.4       providing education on these disclosure policies to the Company's directors, officers and employees; and
  - 6.5       ensuring there are vetting and authorisation processes designed to ensure that Company announcements:
    - 6.5.1       are made in a timely manner;
    - 6.5.2       are factual;
    - 6.5.3       do not omit material information;
    - 6.5.4       are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

- 7 An Authorised Disclosure Officer must be available to communicate with the ASX at all reasonable times, and are responsible for providing contact details and other information to ASX to ensure such availability.

**Measures to avoid a false market**

- 8 In the event that ASX requests information from the Company in order to correct or prevent a false market in the Company's securities, the Company will comply with that request. The extent of information to be provided by the Company will depend on the circumstances of the ASX request.
- 9 If the Company is unable to give sufficient information to the ASX to correct or prevent a false market, the Company will request a trading halt.
- 10 If the full Board is available to consider the decision of whether to call a trading halt, only they may authorise it, but otherwise, the Authorised Disclosure Officer may do so.

**ASX Announcements**

- 11 Company announcements of price sensitive information are subjected to the following vetting and authorisation process to ensure their clarity, timely release, factual accuracy and inclusion of all material information:
- 11.1 The Authorised Disclosure Officer must prepare ASX announcements when required to fulfil the Company's disclosure obligations.
- 11.2 Proposed announcements must be approved by the Chairman or in his absence, urgent announcements may be approved by the person expressly authorised by the Board.
- 11.3 Announcements must first be released to the ASX Announcements Platform before being disclosed to any other private or public party (such as the media). After release of the announcement, it must be displayed on the Company's website, following which the Company can then release such information to media and other information outlets.
- 11.4 Wherever practical, all announcements must be provided to the directors, Corporate Manager and Company Secretary prior to release to the market for approval and comment.

**Confidentiality and unauthorised disclosure**

- 12 The Company must safeguard the confidentiality of information which a reasonable person would expect to have a material effect on the price or value of the Company's securities. If such information is inadvertently disclosed, the Authorised Disclosure Officer must be informed of the same and must refer it to the Chairman and Corporate Manager as soon as possible.

**External communications and Media Relations**

- 13 The Chairman, Company Secretary and such other person approved by the Board are authorised to communicate on behalf of the Company with the media, government and regulatory authorities, stock brokers, analysts and other interested parties or the public at large. No other person may do so unless specifically authorised by the Chairman, Company Secretary or such other approved person.
- 14 All requests for information from the Company must be referred to the Authorised Disclosure Officer for provision to the Chairperson and Managing Director or Chief Executive Officer (or equivalent).

**Breach of Disclosure Policy**

- 15 Serious breaches of this disclosure policy may be treated with disciplinary action, including dismissal, at the discretion of the Board.

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- 16      Where the breach is alleged against a member of the Board, that director will be excluded from the Board's consideration of the breach and any disciplinary action for the Company to take.

**Board Structure**

<b>Name of Director</b>	<b>Appointed</b>	<b>Executive</b>	<b>Non-Executive</b>	<b>Independent</b>	<b>Seeking re-election at 2009 AGM</b>
H S Majteles - Chairman	1987	No	Yes	Yes	Yes
A Clemen	1987	No	Yes	Yes	No
D Zukerman	2005	Yes	No	No	No

# METALS AUSTRALIA LTD SHAREHOLDER INFORMATION

Additional information included in accordance with listing requirements of the Australian Securities Exchange Limited.

## 1. SHAREHOLDING

### (a) Distribution of Shareholders

(a) As at 21 September 2010 the distribution of members and their shareholdings were:-

Range of Holding	Holders	Shares Held	Percent
1 1,000	84	58,134	0.01
1,001 5,000	289	1,008,324	0.14
5,001 10,000	444	3,816,143	0.56
10,001 100,000	1,809	83,964,982	12.29
100,001 and over	841	594,426,182	87.00
	<b>3,467</b>	<b>683,273,765</b>	<b>100.00</b>

(b) There exist 1,780 shareholders with unmarketable parcels of shares.

(c) The twenty largest shareholders as at 21 September 2010 which represents 34.45% of the paid up capital were as follows:

Name of Holder	Number	%
ANZ Nominees Limited <Cash Income Account>	48,286,300	7.07
Pan Pacific Mining Pty Ltd	35,000,000	5.12
Alban Hasslinger	20,000,000	2.93
I-CAN Limited	17,000,000	2.49
Doyle Family Superannuation Fund	16,015,668	2.34
Pio Services Limited	15,057,000	2.20
L C Asia Limited	12,720,000	1.86
Paul Thomson Furniture Pty Ltd <Thomson Super Fund A/c>	12,000,000	1.76
Bluebase Pty Ltd	11,765,000	1.72
Philip Hamlyn	7,250,000	1.06
Citicorp Nominees Pty Ltd	6,671,714	0.98
Boulevade Investments Pty Ltd	5,343,834	0.78
HSBC Custody Nominees (Australia) Pty Ltd	5,308,500	0.78
Miljenko, Iva & Frank Zuvela <Zuvela Super Fund A/c>	5,000,000	0.73
Giselle Doyle	4,363,759	0.64
Evangelos Kalafatas	3,609,195	0.53
South Banc Group Pty Ltd, S. Yannarakis & Megan Gale	3,551,975	0.52
Daniele Allen	3,500,000	0.51
Romadak Pty Ltd	3,150,000	0.46
Raymond Shimizu	3,110,000	0.45
	<b>238,702,945</b>	<b>34.93</b>

### (d) Substantial Shareholders

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

Name	Number of Ordinary Shares	Percentage of Issued Capital
Pan Pacific Mining Pty Ltd together with group member Caconda Pty Ltd	36,500,000	5.45%

## 2. Distribution of Option holders

One class comprising 28,400,000 unlisted options exists, which has an exercise price of 10.5 cents each, and which expire on 31 December 2010, and of which James del Piano holds 20,000,000.

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A second class comprising 163,665,000 unlisted options exists, which has an exercise price of 2 cents each, and which expire on 30 September 2013, which were granted at 0.01 cents each, and of which Colbern Fiduciary Nominees Pty Ltd holds 150,000,000