

# Appendix 5B

## Mining exploration entity quarterly report

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

Name of entity

ADELAIDE RESOURCES LIMITED

ACN or ARBN

ACN 061 503 375

Quarter ended ("current quarter")

31 DECEMBER 2010

### Consolidated statement of cash flows

	Current quarter \$A'000	Year to Date (6 months) \$A'000
<b>Cash flows related to operating activities</b>		
1.1 Receipts from product sales and related debtors	0	0
1.2 Payments for		
(a) exploration and evaluation	(1,502)	(3,012)
(b) development	0	0
(c) production	0	0
(d) administration	(183)	(517)
1.3 Dividends received	0	0
1.4 Interest and other items of a similar nature received	90	207
1.5 Interest and other costs of finance paid	0	0
1.6 Income taxes paid	0	0
1.7 Other (Including project management fees)	0	0
<b>Net Operating Cash Flows</b>	<b>(1,595)</b>	<b>(3,322)</b>
<b>Cash flows related to investing activities</b>		
1.8 Payment for purchases of:		
(a) prospects	0	0
(b) equity investments	0	0
(c) other fixed assets	(3)	(15)
1.9 Proceeds from sale of:		
(a) prospects	0	0
(b) equity investments	0	0
(c) other fixed assets	0	0
1.10 Loans to other entities	0	0
1.11 Loans repaid by other entities	0	0
1.12 Other (provide details if material)	0	0
<b>Net investing cash flows</b>	<b>(3)</b>	<b>(15)</b>
1.13 Total operating and investing cash flows (carried forward)	<b>(1,598)</b>	<b>(3,337)</b>

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1.13	Total operating and investing cash flows (brought forward)	(1,598)	(3,337)
<b>Cash flows related to financing activities</b>			
1.14	Proceeds from issues of shares, options, etc.	6,177	6,177
1.15	Proceeds from sale of forfeited shares	0	0
1.16	Proceeds from borrowings	0	0
1.17	Repayment of borrowings	0	0
1.18	Dividends paid	0	0
1.19	Other - prospectus issue costs (placement)	(161)	(161)
<b>Net financing cash flows</b>		6,016	6,016
<b>Net increase (decrease) in cash held</b>		4,418	2,679
1.20	Cash at beginning of quarter/year to date	5,822	7,561
1.21	Exchange rate adjustments to item 1.20		
1.22	<b>Cash at end of quarter</b>	10,240	10,240

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

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	153
1.24	Aggregate amount of loans to the parties included in item 1.10	0

1.25 Explanation necessary for an understanding of the transactions

Amount of \$152,729 at 1.23 comprises consulting fees paid to related corporations of directors – ie J P Horan (\$27,744), C G Drown (\$89,036) plus directors fees – J P Horan (\$9,538), J den Dryver (\$9,538), A J Brown (\$16,873)

**Non-cash financing and investing activities**

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

None

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

Expenditure during the quarter by joint venture parties on tenements in which the Company has an interest, including expenditure by co-venturers on projects not managed by Adelaide Resources Limited, amounted to \$240,864.

**Financing facilities available**

+ See chapter 19 for defined terms.

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*Add notes as necessary for an understanding of the position.*

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

**Estimated cash outflows for next quarter**

	\$A'000
4.1 Exploration and evaluation	350
4.2 Development	0
4.3 Production	0
4.2 Administration	210
<b>Total</b>	<b>560</b>

**Reconciliation of cash**

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

	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	6,624	2,206
5.2 Deposits at call	3,616	3,616
5.3 Bank overdraft	0	0
5.4 Other (provide details)	0	0
<b>Total: cash at end of quarter (item 1.22)</b>	<b>10,240</b>	<b>5,822</b>

**Changes in interests in mining tenements**

	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1 Interests in mining tenements relinquished, reduced or lapsed	See attached schedule	Registered Owner	100%	40%
6.2 Interests in mining tenements acquired or increased		Nil		

+ See chapter 19 for defined terms.

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**Issued and quoted securities at end of current quarter**

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

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1 <b>Preference +securities</b> <i>(description)</i>	Nil			
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions	Nil			
7.3 <b>+Ordinary securities</b>	144,590,368	144,590,368		Fully Paid
7.4 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted	33,386,328 Nil	33,386,328		Fully Paid
7.5 <b>+Convertible debt securities</b> <i>(description)</i>	Nil			
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7 <b>Options</b> <i>(description and conversion factor)</i>			<i>Exercise price</i>	<i>Expiry date</i>
	50,000	Nil	35	19 December 2012
	500,000	Nil	30	30 March 2013
	75,000	Nil	4	16 December 2013
7.8 Issued during quarter	Nil			
7.9 Exercised during quarter	Nil			
7.10 Expired during quarter	1,800,000	Nil	55	14 November 2010
Cancelled during quarter	1,000,000	Nil	55	14 November 2010
7.11 <b>Debentures</b> <i>(totals only)</i>	Nil			
7.12 <b>Unsecured notes</b> <i>(totals only)</i>	Nil			

Note 1. Options issued to directors as approved at shareholders' meeting.

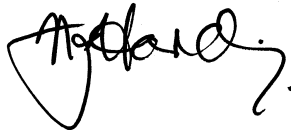
Note 2. Options issued under Employee Share Plan.

+ See chapter 19 for defined terms.

## Compliance statement

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

Sign here:



Print name: Nick Harding

Date: 31 January 2011

Company Secretary

## Notes

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

**Schedule of changes in interests in mining tenements**

	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1 Interests in mining tenements relinquished, reduced or lapsed	EL 4145	Registered Owner	100%	40%
	EL 4163	Registered Owner	100%	40%
	EL 4214	Registered Owner	100%	40%
	EL 4263	Registered Owner	100%	40%
	EL 3546	Registered Owner	100%	40%
	ELA 338/10	Registered Owner	100%	40%
	EL 4191 (part)	Registered Owner	100%	40%
	EL 3833 (part)	Registered Owner	100%	40%
	EL 4459 (part)	Registered Owner	100%	40%
	EL 3743 (part)	Registered Owner	100%	40%
	EL 3705 (part)	Registered Owner	100%	40%
6.2 Interests in mining tenements acquired or increased		Nil		

*Explanatory note:*

During the Quarter, Corrobinnie Uranium Joint Venture party Quasar Resources Pty Ltd earned a beneficial right to an initial 60% equity in all or part of 11 South Australian Exploration Licences (detailed above). Adelaide Resources, through a wholly owned subsidiary, retains a 100% interest in those portions of the tenements not subject to the Corrobinnie Uranium Joint Venture (ie where Quasar's interest is over part of a tenement only).

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+ See chapter 19 for defined terms.

**SCHEDULE OF TENEMENTS AS AT 31 DECEMBER 2010**

<i>Project</i>	<i>Tenement</i>	<i>Tenement Name</i>	<i>Area km<sup>2</sup></i>	<i>Registered Holder or Applicant</i>	<i>Nature of Company's Interest %</i>
<b>South Australia</b>					
<i>Eyre Peninsula Uranium Joint Venture</i>	EL 4145	Pildappa	139	Eyre Energy Pty Ltd <sup>1</sup>	40 (Quasar Resources Pty Ltd 60%)
	EL 4163	Waverley	169	Eyre Energy Pty Ltd	40 (Quasar Resources Pty Ltd 60%)
	EL 4191 (Part)	Yantanabie	64	Eyre Energy Pty Ltd	40 (Quasar Resources Pty Ltd 60%)
	EL 4214	Pinkawillinie	186	Eyre Energy Pty Ltd	40 (Quasar Resources Pty Ltd 60%)
	EL 4263	Thurlga	332	Eyre Energy Pty Ltd	40 (Quasar Resources Pty Ltd 60%)
	ELA 338/10	Yaninee	769	Eyre Energy Pty Ltd	40 (Quasar Resources Pty Ltd 60%)
	EL 3546	Mount Ive	394	Eyre Energy Pty Ltd	40 (Quasar Resources Pty Ltd 60%)
	EL 3833 (Part)	Corrobinnie	342	Eyre Energy Pty Ltd	40 (Quasar Resources Pty Ltd 60%)
	EL 4459	Wudinna Hill	42	Eyre Energy Pty Ltd	40 (Quasar Resources Pty Ltd cover only) 60%
	EL 3743	Minnipa	184	Eyre Energy Pty Ltd	40 (Quasar Resources Pty Ltd cover only) 60%
	EL 3705	Waddikee Rocks	700	Eyre Energy Pty Ltd	40 (Quasar Resources Pty Ltd cover only) 60%
	EL 3833 (Part)	Corrobinnie	1281	Eyre Energy Pty Ltd	40 (Quasar Resources Pty Ltd cover only) 60%
<i>Eyre Peninsula Project</i>	EL 4191 (Part)	Yantanabie	69	Eyre Energy Pty Ltd	100
	EL 3834	Verran	174	Eyre Energy Pty Ltd and Olliver Geological Services	90 - option to acquire 100 from Olliver Geological Services Pty Ltd
	EL 4186	Acraman	163	Eyre Energy Pty Ltd	100
	EL 3564	Kimba	219	Eyre Energy Pty Ltd and Olliver Geological Services	90 - option to acquire 100 from Olliver Geological Services Pty Ltd
	EL 3833 (Part)	Corrobinnie	425	Eyre Energy Pty Ltd	100
<i>Yalanda Hill Joint Venture</i>	ELA 303/10	Yalanda Hill	425	Eyre Energy Pty Ltd	60 - Southern Uranium Limited earning 60%
	EL 4351	Yalanda East	144	Southern Uranium Ltd	60 - Southern Uranium Limited earning 60%
	EL 4376	Carpie Puntha Hill	189	Southern Uranium Ltd	60 - Southern Uranium Limited earning 60%
<i>Moonta Wallaroo Project</i>	EL 3733	Moonta-Wallaroo	713	Eyre Energy Pty Ltd	100
	EL 3733	Moonta Porphyry	106	Eyre Energy Pty Ltd	90 - option to acquire 100 from Breakaway Resources Limited
<i>Anabama Project</i>	EL 3816	Olary	176	Adelaide Exploration <sup>2</sup> Pty Ltd	100
<b>Northern Territory</b>					
<i>Rover Project</i>	EL 27292	Rover North	39	Adelaide Exploration Pty Ltd	100 (Franco-Nevada retain 70% buyback right)
	SEL 27372	Rover SEL	248	Adelaide Exploration Pty Ltd	100 (Franco-Nevada retain 70% buyback right)
<b>Queensland</b>					
<i>Drummond Basin Project</i>	EPMA 18090	Glenroy	196	Adelaide Exploration Pty Ltd	100

<sup>1</sup> Eyre Energy Pty Ltd (incorporated 18 May 2007) is a wholly-owned subsidiary of Adelaide Resources Limited

<sup>2</sup> Adelaide Exploration Pty Ltd (incorporated 13 July 2001) is a wholly-owned subsidiary of Adelaide Resources Limited