



ACN 001 717 540
ASX code: RMS

22 October 2010

For Immediate Release

2010 Annual Report, Notice of Annual General Meeting and Proxy Form

Attached are electronic copies of the Ramelius Resources Limited 2010 Annual Report, Notice of Annual General Meeting and Proxy Form which is being mailed to shareholders today.

22 October 2010

ISSUED CAPITAL

Ordinary Shares: 291M

DIRECTORS

Chairman:
Robert Kennedy
Non Executive Directors:
Reg Nelson
Kevin Lines
Joe Houldsworth
Managing Director:
Ian Gordon

**Dom Francese
Company Secretary**

www.rameliusresources.com.au
info@rameliusresources.com.au

RAMELIUS RESOURCES LTD

Registered Office

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Unley Adelaide
South Australia 5061
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Fax +61 8 8373 5917

Operations Office

Level1
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East Perth WA 6004
Tel 08 9202 1127
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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **Ramelius Resources Limited (Company)** will be held at Enterprise House, 136 Greenhill Road, Unley, South Australia on Friday 26 November 2010 at 11.00 am Adelaide time.

AGENDA

ORDINARY BUSINESS

1. Address and presentation by Chairman and Chief Executive Officer

An address and presentation will be given by the Chairman and Chief Executive Officer.

2. Annual Financial Report

To receive and consider the financial report and the directors' and auditors' reports for the year ended 30 June 2010.

The Ramelius Resources Limited 2010 Annual Report is now available at:
<http://www.rameliusresources.com.au> under "Reports" and "Annual Reports".

3. Adoption of Remuneration Report

To consider, and put the following resolution to a non binding advisory vote:

"That the Remuneration Report required by section 300A of the Corporations Act 2001, as contained in the Company's Directors Report for the year ended 30 June 2010 is adopted."

4. Election of Mr RM Kennedy

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mr RM Kennedy, being a director of the Company who retires pursuant to clause 47 of the Company's constitution, and being eligible, is elected as a director of the Company."

5. Election of Mr RG Nelson

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mr RG Nelson, being a director of the Company who retires pursuant to clause 47 of the Company's constitution, and being eligible, is re-elected as a director of the Company."

6. **Grant of Performance Rights to a Director**

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

“That, approval be given for the purpose of ASX Listing Rule 10.14 and for all other purposes, to the issue of 1,500,000 performance rights to Ian Gordon, on the terms summarised in the explanatory memorandum accompanying the notice convening this meeting.”

Voting Exclusion

The Company will disregard any votes cast in relation to this resolution by any director of the Company and any of their associates. However, in respect of this resolution, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. **Non Executive Director Remuneration**

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purpose of ASX Listing Rule 10.17 and for all other purposes, the maximum aggregate level of remuneration for non-executive directors of the Company is increased from \$450,000 to \$550,000 inclusive of superannuation.”

Voting Exclusion

The Company will disregard any votes cast in relation to this resolution by any director of the Company and any of their associates. However, in respect of this resolution, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. **Amendment to the Constitution**

To consider, and if thought fit, pass the following resolution as a special resolution:

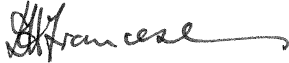
“That, for the purposes of section 648G of the *Corporations Act 2001* (Cth), proportional takeover provisions contained in the explanatory memorandum accompanying the notice convening this meeting, be inserted back into the constitution of the Company.”

OTHER BUSINESS

9. To transact any further business that may be lawfully brought forward.

Further information regarding the business to be transacted at the Annual General Meeting is set out in the accompanying Explanatory Memorandum. This Notice should be read in conjunction with the accompanying Explanatory Memorandum, which forms part of this Notice.

By Order of the Board

A handwritten signature in dark ink, appearing to read "Dom Francese", with a long horizontal flourish extending to the right.

.....
Dom Francese
Company Secretary

22 October 2010

**EXPLANATORY MEMORANDUM ACCOMPANYING
NOTICE OF ANNUAL GENERAL MEETING
TO BE HELD ON 26 NOVEMBER 2010**

1. ADDRESS AND PRESENTATION

The Chairman and Managing Director will address the meeting and make a presentation.

2. ANNUAL FINANCIAL REPORT

The Annual Financial Report together with the Directors' and Auditors' Reports will be laid before the meeting in accordance with section 317 of the Corporations Act 2001. Members will be given the opportunity to ask questions or make comments about the management of the Company and may also ask questions of the Auditor's representative relevant to the conduct of the audit and the preparation and content of the Auditor's report.

3. ADOPTION OF REMUNERATION REPORT

In accordance with section 250R of the Corporations Act 2001, the Company submits to shareholders for consideration and adoption by way of a non binding resolution its Remuneration Report for the year ended 30 June 2010.

The Remuneration Report is a distinct section of the Director's Report that deals with the remuneration of directors and key management personnel of the Company and can be located on pages 47 to 52 of the 2010 Annual Report and also on the Company's website at <http://www.rameliusrresources.com.au> under "Reports" and "Annual Reports".

The Remuneration Report includes details of total remuneration of directors and key management personnel of the Company, the components of total remuneration and the Company's policy for determining the nature and amounts of remuneration of directors and key management personnel.

Although the vote on this resolution is advisory only, and does not bind the directors or the Company, the discussion on this resolution and the outcome of the vote will be taken into consideration by the directors when considering the remuneration arrangements of the Company.

Shareholders will be given reasonable opportunity at the meeting to discuss the report.

The Directors recommend shareholders vote in favour of the resolution. The Chairman intends to vote undirected proxies in favour of the resolution.

4. ELECTION OF MR RM KENNEDY

At the date of the Annual General Meeting of members the Board of directors of the Company comprises 5 directors. Of these, two (excluding the Managing Director) are required by the Company's constitution to retire at the meeting.

Mr Kennedy is one of the directors that are to retire and being eligible, offers himself for re-election by members at the AGM. A brief summary of Mr Kennedy's experience follows.

Robert Michael Kennedy *Non-Executive Chairman - ASAIT, Grad. Dip (Systems Analysis), FCA, ACIS, Life member AIM, FAICD.*

Mr Kennedy joined Ramelius Resources Limited on 1 November 1995 as a non-executive chairman. He is a chartered accountant and a consultant to Kennedy & Co, Chartered Accountants, a firm he founded. He is also a director of ASX listed companies Beach Energy Limited (since 1991), Flinders Mines Limited (since 2001), Maximus Resources Limited (since 2004), Monax Mining Ltd (since 2004), ERO Mining Limited (since 2006), Marmota Energy Limited (since 2007) and Somerton Energy Limited (since 2010). His special responsibilities include membership of the Audit Committee and the Nomination &

Remuneration Committee. Mr Kennedy brings to the Board his expertise in finance and management consultancy and extensive experience as chairman and non-executive director of a range of listed public companies including in the resources sector. Mr Kennedy leads the development of strategies for the development and future growth of the Company.

The Directors recommend shareholders vote in favour of the resolution. The Chairman intends to vote undirected proxies in favour of the resolution.

5. ELECTION OF MR RG NELSON

The other director that is to retire is Mr Reginald George Nelson and being eligible, offers himself for re-election by members at the AGM. A brief summary of Mr Nelson's qualifications and experience is as follows.

Reginald George Nelson *Non-Executive Director - BSc, Hon Life Member Society of Exploration Geophysicists, FAusIMM, FAICD.*

Mr Nelson joined Ramelius Resources Limited as a non-executive director on 1 November 1995. He has had a career spanning four decades as an exploration geophysicist in the minerals and petroleum industries. He was chairman of the peak industry organisation, the Australian Petroleum Production and Exploration Association (APPEA) from 2004 to 2006 and remains a member of its Council. He is a former Chairman of the Nevoria Gold Mine Joint Venture in Western Australia. He has broad experience in gold exploration and mining operations in Western Australia, the Northern Territory and South Australia. He is also a director of ASX listed companies, Beach Energy Limited (since 1992), Monax Mining Ltd (since 2004), Marmota Energy Limited (since 2007) and Sundance Energy Limited (since 2010). His special responsibilities include Chairmanship of the Audit Committee and the Nomination & Remuneration Committee. Mr Nelson's contribution to the Board is his wide technical expertise and knowledge of the mining industry and corporate matters.

The Directors recommend shareholders vote in favour of the resolution. The Chairman intends to vote undirected proxies in favour of the resolution.

6. GRANT OF PERFORMANCE RIGHTS TO A DIRECTOR

Listing Rule 10.14 provides that a company must not issue or agree to issue securities under an employee share scheme to the following persons without shareholder approval:

- a director of the entity, or
- an associate of the director, or
- a person whose relationship with the company or a director or associate of a director is, in ASX's opinion, such that approval should be obtained.

Resolution 6 proposes approval for the purpose of Listing Rule 10.14 for the issue of performance rights to the Company's chief executive officer, Ian Gordon, under the Company's performance rights plan.

The following information is provided under Listing Rule 10.15.

- It is proposed that 1,500,000 performance rights will be issued to Ian Gordon, the Company's chief executive officer.
- The Company will issue the rights within 1 month from the date of the meeting to which this explanatory memorandum relates.
- The rights will be issued for free and on the terms summarised below.
- Mr Ian Gordon has previously been issued 300,000 performance rights. The performance rights were issued free .
- No loan will be made in relation to the issue.
- The Company's other directors are eligible to participate in the performance rights plan, although none are being issued rights now. The Company's other directors are: Robert Kennedy, Reg Nelson, Joe Houldsworth and Kevin Lines.

Summary of terms of issue of the rights

Under the terms of issue of the rights, the rights will vest according to the following vesting schedule, provided Mr Gordon is still employed by the Company at the vesting date:

- 500,000 rights will vest on the first anniversary of the grant date;
- 500,000 rights will vest on the second anniversary of the grant date; and
- 500,000 rights will vest on the third anniversary of the grant date.

Mr Gordon cannot transfer any of the rights, or use them as security for a loan, or deal with them in any other way.

Mr Gordon will be issued with one fully paid ordinary share in the Company for each right that vests. Mr Gordon does not pay anything for the shares. The conditions of the rights do not restrict Mr Gordon from transferring any of the shares acquired on vesting of the rights, or using them as security for a loan, or dealing with them in any other way.

If Mr Gordon ceases employment prior to the vesting of the rights the rights will be forfeited. However, if Mr Gordon ceases employment because of death, invalidity, bona fide redundancy or retirement (unless the retirement happens within 6 months of the date of grant of the rights) the rights will vest according to the vesting schedule. If Mr Gordon retires within 6 months of the date of grant of the rights the rights that have not vested will be forfeited.

Retirement is defined, for the purpose of the rights, as ceasing employment with the Company when Mr Gordon is at least 55 years of age and has completed at least 10 years of service with the Company.

7. NON-EXECUTIVE DIRECTOR REMUNERATION

The shareholders of the Company set the maximum aggregate level of non-executive directors' remuneration at \$450,000 per annum on 27 November 2009. The aggregate remuneration currently paid to non-executive directors is within the existing \$450,000 limit. The Board has recently considered the maximum level and believes that the proposed increase of the aggregate by \$100,000 to \$550,000 per annum inclusive of superannuation is necessary and appropriate to provide future flexibility given the increased size of the Board and recent acquisition of Mt Magnet Gold NL.

8. AMENDMENT TO CONSTITUTION

Introduction

The Board considers that it is in the best interests of the shareholders of the Company for the Company constitution to contain provisions dealing with proportional takeovers.

Section 648G of the Corporations Act 2001 enables the Company to include in its constitution a clause to provide the Company with the ability to refuse to register shares acquired under a proportional takeover bid, unless a resolution is passed by the shareholders of the Company in a general meeting that approves the takeover bid.

A proportional takeover bid is an off-market takeover offer that is sent by the bidder to all shareholders of the Company, offering to acquire a portion of each shareholder's shares in the Company.

When it was adopted, the constitution of the Company contained proportional takeover provisions (at clause 44). By operation of section 648G(1)(a) of the Corporations Act 2001, these provisions expired three years from the date the constitution came into effect. Under section 648G(3) the proportional takeover provisions were deemed to be omitted from the constitution.

Clause 44 takeover provisions

The proportional takeover provisions proposed to be inserted back into the Company's constitution at clause 44 are attached to this explanatory memorandum.

Effect of proportional takeover provisions

Having proportional takeover provisions in the Company's constitution ensures that if a proportional takeover bid is made, it will need to be put to a shareholders vote. The shareholders of the Company would need to consider a resolution whether to accept or reject the takeover bid. The resolution can only be approved by shareholders if it is passed by a simple majority of votes.

If the resolution fails, the takeover bid will be treated as withdrawn by the bidder and no transfer of shares would be registered.

The provisions of the Corporations Act 2001 that are applicable to a general meeting of the Company, are applicable to any meeting of shareholders convened to consider a resolution in relation to a proportional takeover bid, subject to whatever modifications the Directors consider necessary.

Reasons for proposing the resolution

Without proportional takeover provisions in the Company's constitution, there is a significant risk that control of the Company could change hands without the shareholders of the Company having the opportunity to dispose of all of their shares.

By including the proportional takeover provisions, shareholders of the Company will be able to decide whether a proportional takeover bid is acceptable to them.

Substantial Interest

As at the date of this Explanatory Memorandum, none of the Directors are aware of any proposal by any person to acquire or to increase the extent of, a substantial interest in the Company.

Advantages and disadvantages of the takeover provisions for Directors

The Board does not consider the takeover provisions to be reinserted as clause 44, to have any potential advantages or disadvantages for Directors of the Company. Inclusion of the takeover provisions has no bearing on the ability of the Directors to recommend to shareholders whether a proportional takeover bid should be accepted or not.

Advantages for shareholders

By reinserting the clause 44 proportional takeover provisions into the Company's constitution, shareholders will have the right to decide by majority vote whether to accept or reject a proportional takeover bid.

These provisions will also provide shareholders with bargaining power and may assist in ensuring that any proportional takeover bid is structured to be attractive to shareholders.

Disadvantages for shareholders

By inserting clause 44 back into the constitution, potential bidders for the shares of the Company may be discouraged.

There is also a potential risk that shareholders may not be able to sell their shares at a premium.

Recommendation of directors

The Directors consider that the benefits of the takeover provisions to the Company and to shareholders, outweighs any potential disadvantages that may arise.

The Directors recommend that shareholders vote in favour of the resolution to insert the clause 44 takeover provisions back into the constitution.

PROXY

A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote instead of the member.

1. Where more than one proxy is appointed, a member may specify the proportion or number of votes each proxy is appointed to exercise. If the proportion is not specified, each proxy may exercise half of the member's voting rights. An additional form of proxy is available on request from the Company.
2. A proxy need not be a member of the Company.
3. A proxy given by a corporation must be executed in accordance with the Corporations Act or under the hand of its attorney.
4. Proxy forms and, if applicable, the powers of attorney (or certified copies of the powers of attorney) under which they are signed, must be received by the Company at Computershare Investor Services Pty Limited at GPO Box 242, Melbourne VIC 3001, Australia or Level 5, 115 Grenfell Street Adelaide SA 5001 Australia, or by facsimile at 1800 783 447 (within Australia) or 61 3 9473 2555 (outside Australia) no later than 48 hours prior to the time, in Adelaide, that the meeting is to commence.
5. Custodian Voting – For Intermediary Online subscribers only (Custodians), please visit www.intermediaryonline.com to submit your voting intentions.

DETERMINATION OF VOTING RIGHTS

6. For the purposes of the meeting, shares in the Company will be taken to be held by persons who are registered holders at close of business on 24 November 2010. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

QUORUM

7. The Constitution of the Company provides that 10 shareholders present in person, by proxy, attorney or body corporate representative shall be a quorum for a general meeting of the Company.

CORPORATE REPRESENTATIVES

8. Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the Constitution of the Company. Attorneys are requested to bring a copy of the Power of Attorney pursuant to which they are appointed. Proof of identity will also be required for corporate representatives and attorneys.

ATTACHMENT

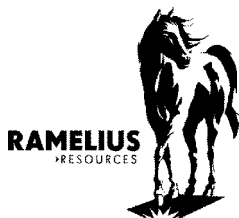
44. Proportional takeovers

- 44.1 If offers are made under a proportional takeover bid for securities of the Company:
- 44.1.1 the registration of a transfer giving effect to a takeover contract for the bid is prohibited unless and until a resolution (an approving resolution) to approve the bid is passed in accordance with this clause;
 - 44.1.2 a person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote on an approving resolution;
 - 44.1.3 the Directors may determine whether an approving resolution is voted on:
 - (a) at a meeting, convened and conducted by the Company, of the persons entitled to vote on the resolution; or
 - (b) by means of a postal ballot conducted by the Company in accordance with the procedure set out in this clause;
 - 44.1.4 an approving resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.
- 44.2 The provisions that apply to a general meeting of the Company apply, with such modifications as the Directors decide are necessary, to a meeting convened under this clause.
- 44.3 In a postal ballot:
- 44.3.1 the Company must send a notice of postal ballot and ballot paper, to all persons holding bid class securities, at least 14 days (or any shorter period the Directors decide) before the date specified for the close of the postal ballot (ballot closing date);
 - 44.3.2 non-receipt of a notice of postal ballot or ballot paper, or accidental failure to give a notice of postal ballot or ballot paper to a shareholder entitled to receive them, does not invalidate the postal ballot and any resolution passed under the postal ballot;
 - 44.3.3 the notice of postal ballot must contain the text of the proposed resolution and the ballot closing date, and may contain any other information the Directors consider appropriate;
 - 44.3.4 each ballot paper must specify the name of the shareholder entitled to vote;
 - 44.3.5 a postal ballot is only valid if the ballot paper is properly completed and:

- (a) if the shareholder is an individual, signed by the individual or a duly authorised attorney; or
- (b) if the shareholder is a corporation, executed by the corporation in any way permitted by its constitution or the Corporations Act 2001 or by a duly authorised officer or duly authorised attorney;

44.3.6 a postal ballot is only valid if the Company receives the ballot paper (and any authority under which the ballot paper is signed or a certified copy of the authority) before the close of business on the ballot closing date at the registered office or share registry of the Company or any other place specified for that purpose in the notice of postal ballot;

44.3.7 a person may revoke a postal ballot vote by notice received by the Company before the close of business on the ballot closing date.



Ramelius Resources Limited

ABN 51 001 717 540

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 11:00am (Adelaide time) Wednesday 24 November 2010

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

SRN/HIN:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Ramelius Resources Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Ramelius Resources Limited to be held at Enterprise House, 136 Greenhill Road, Unley, SA, 5061 on Friday 26 November 2010 at 11:00am (Adelaide time) and at any adjournment of that meeting.

Important for Items 6 and 7: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Items 6 and 7 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 6 and 7 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of items 6 and 7 of business.

☐

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Mr R M Kennedy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Mr R G Nelson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Grant of Performance Rights to a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Non Executive Director Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date ____/____/____



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Ramelius Resources Limited
ACN 001 717 540
ABN 51 001 717 540

Annual General Meeting
The Annual General Meeting of Ramelius Resources Limited will be held at Enterprise House, 136 Greenhill Road, Unley, South Australia on Friday, 26 November 2010 at 11.00 am Adelaide time.

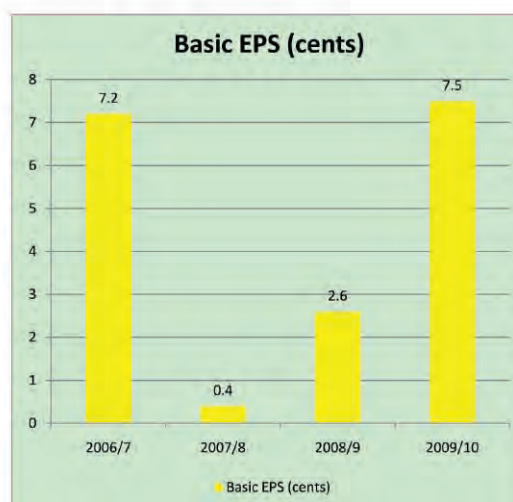
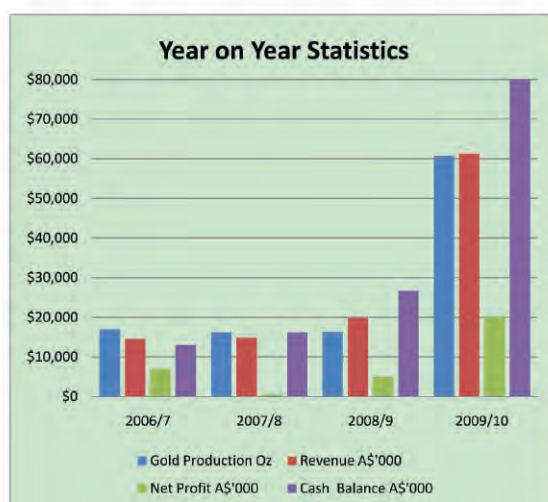
Stock Exchange
The Company is listed on the Australian Securities Exchange Limited. The Home Exchange is Adelaide.

ASX Codes
Shares: RMS

Front Cover: Wattle Dam gold doré bars.

Photographs on pages 1 to 32 are a step by step depiction of a gold pour.

Financial Year	Year on Year Statistics				
	Gold Production Oz	Revenue A\$'000	Net Profit A\$'000	Cash Balance A\$'000	Basic EPS (cents)
2006/7	\$16,963	\$14,471	\$6,878	\$12,984	7.2
2007/8	\$16,154	\$14,856	\$611	\$16,170	0.4
2008/9	\$16,283	\$19,861	\$4,973	\$26,692	2.6
2009/10	\$60,780	\$61,271	\$20,198	\$80,226	7.5



RMS 480

Chairman's Report



Dear Shareholder,

It is with pleasure that I present to you the 2010 Annual Report of Ramelius Resources Limited.

During 2009/10 Ramelius became a successful underground mining company with the extraction of 96,091 tonnes of gold ore at Wattle Dam.

The Company milled more than 78,000 tonnes of gold ore at its 100% owned Burbanks Processing Plant producing 60,780 ounces of gold and it is most pleasing to record a significant increase in gold sales revenue from \$19.8 million in 2009, to \$58.2 million for the 2010 year on the back of this production.

The Wattle Dam mine has certainly been good to Ramelius since mining began in 2006. It is the highest grade gold mine in Australia and it continues to deliver wealth for shareholders. Earlier this year, Ramelius announced a 66% increase to the gold resource at Wattle Dam and in recent months, underground exploration drilling has resulted in further significant gold mineralisation below the current mine plan which augers well for a potential third phase of mining at Wattle Dam.

The Company recorded its fourth consecutive profit. Net profit after tax for the year ended 30 June 2010 was \$20.2 million, a pleasing 306% increase from last year's result which I believe vindicates the directors' strategy of focusing the Company's efforts in recent years on the low cost operation at Wattle Dam.

Ramelius is financially strong with cash on hand at 30 June 2010 of \$80.2 million and importantly, has no debt.

This year Ramelius commenced to expand its exploration footprint beyond the Spargoville Belt in the Eastern Goldfields of Western Australia with key joint venture agreements entered into with Miranda Gold Inc, Carpentaria Exploration Limited and Lione Resources

Limited. As a result, the Company now has exciting gold exploration projects in Nevada USA, where it can earn a 60% interest in the Big Blue project and a 70% interest in the Angel Wing project, as well as in Eastern Australia, where it has the opportunity to earn a 51% interest in an epithermal gold deposit at the Glen Isla project near Dubbo NSW and a 60% interest in the Mt Windsor gold project in Queensland.

It is also worth mentioning that the Company's excellent endeavours in making an offer for Dioro Exploration NL during the year, achieved a pleasing 68% take up of the offer by Dioro shareholders (excluding its other suitor). The ultimate sale of the acquired 37.51% of the target entity resulted in gross cash proceeds of \$42.4 million and a profit of \$7.1million. Significantly, the cash proceeds made it possible for Ramelius to subsequently acquire the Mt Magnet Gold project in July 2010 and to pay a return of capital to shareholders of 5 cents per share in August 2010.

In this regard, I take this opportunity to thank our Directors, particularly Ian Gordon who last year assumed the role of CEO following Joe Houldsworth's retirement as Managing Director, and all employees and consultants for their tremendous efforts during the year.

I thank shareholders for their continued support during the year and together with my fellow directors, look forward to another high grade production result in the year ahead.

Bob Kennedy
Chairman



Chief Executive Officer's Report



Dear Shareholders,

The 2010 financial year has been transforming for our Company.

Through the implementation of our strategy to focus on maximising cash flow from operations and company growth, Ramelius has moved successfully from a small producer to a more diversified company with significant cash and multiple opportunities for growth.

The Company's assets now include two Western Australian development assets at Wattle Dam and Mt Magnet and world class exploration assets in Queensland and Nevada (US).

Ramelius' wholly-owned Wattle Dam underground gold mine has begun to reach its potential in terms of high grade production and cash flows. This has placed Ramelius Resources in an enviable financial position compared to other small Australian gold producers. The Company continues to maintain robust cash flows, has a balance sheet with no debt, is delivering a high return on our assets and is increasingly being recognised for strong performance on near term earnings.

During the year under review, Wattle Dam transformed from a high grade gold opportunity with a limited mine life to an exceptionally productive underground gold mine, which at the time of this report, has already produced more gold than the original mine plan of 68,000 ounces. Net profit after tax of A\$20.2 million for the year was also very pleasing, reflecting the strong operating performance.

The underground mine at Wattle Dam commenced gold production late in November 2009, and by June 2010, had produced more than 60,000 ounces of gold at an average grade of 24 g/t, making it the highest grade gold mine in Australia. During this period, the mine had total cash costs of A\$482 per ounce in a market environment where the average gold sale price for 2009/10 was A\$1261 per ounce - an effective cash margin of A\$780 per ounce.

Our milling facility at Burbanks close to Wattle Dam, operated satisfactorily for the year, treating more than 151,500 tonnes of gold ore, comprising approximately

75,500 tonnes of Wattle Dam ore and 76,000 tonnes of third party ore. Overall recovery for the year was 97%, an excellent achievement, given the high grade of the ore treated.

Your Company also made significant inroads into developing its growth projects. During the year, Ramelius secured world-class exploration projects in Queensland and Nevada in the United States, and laid the groundwork for the subsequent acquisition in July this year of the Mt Magnet gold project in Western Australia.

The Mt Magnet gold project offers the Company the potential in coming years to significantly increase its gold production as well as increasing the value of this project through new discoveries.

The project is an open-pit and underground mining asset set in a prolific gold province. The acquisition boosted the Company's gold resources to 3.4 million ounces plus; and opens up a potential 100,000 ounce plus per annum production scenario for 5-7 years off an historic base that saw the project produce 5.6 million ounces of gold.

New drill programs being scheduled for Mt Magnet later this year are designed to infill its current gold resources, test new targets and move the project towards a decision to mine in the first half of calendar 2011.

The coming year promises to be an exciting one, with significant ongoing low cost production at Wattle Dam, new exploration success and the likely development of the Mt Magnet project.

I extend my thanks to our Board of Directors, members of which have supported the growth strategy developed for the Company. I also sincerely thank Ramelius' staff and contractors who have delivered an exceptional performance for the year.

A handwritten signature in black ink, appearing to read 'Ian Gordon'.

Ian Gordon
Chief Executive Officer

Review Of Operations



Financial Highlights

- Total revenue of \$71.1 million (up from \$20.7 million in 2009)
- Gold sales of \$58.2 million (up from \$19.8 million in 2009)
- Other income of \$9.8 million (up from \$0.8 million in 2009)
- Net profit after tax of \$20.2 million (up from \$4.97 million in 2009)
- Cash assets at the end of the financial year of \$80.2 million (up from \$26.7 million in 2009)

Total consolidated revenue was up 243% from the previous year to \$71,101,431 which included profit from sale of financial assets of \$7,144,396.

Revenue from gold sales was \$58,216,932, up 193% from the previous year and resulted from sales of 46,147 ounces of gold during the year at an average price of A\$1,261.56 per ounce compared to 15,393 ounces in 2009. Gold sales during the year reflect high grade gold production from the Wattle Dam underground mine.

Total after tax consolidated comprehensive income was \$20,202,041.

At 30 June 2010 the consolidated entity continued to be debt free and held cash assets of \$80.2 million.

Total net assets increased 96% during the year from \$56,098,438 to \$110,339,121.

Operational Highlights

- Successfully commenced underground mining operations at Wattle Dam
- Record Production of 60,000 ounces of gold
- Acquisition of growth exploration projects

Review of Operations



Mining and Milling Operations

The Wattle Dam gold mine is located approximately 25km south-west of Kambalda in the Eastern Goldfields of Western Australia. The gold resource at Wattle Dam is hosted in sheared ultramafic rocks and has been drilled to a vertical depth of over 300 metres. The mine commenced production in March 2006 and as at 30 June 2010, had produced approximately 110,000 ounces of gold.

Underground ore mining and milling commenced during the 2009/10 financial year with approximately 60,000 ounces of gold produced during this period.

Mining

By the end of the 2010 financial year, the underground decline was established to the bottom of the current mine plan and the majority of development for the 2010/11 year's production completed (refer Figure 1 on page 37). A total of 1,673m of underground capital development and 845m of operating development was completed during this period.

During the 2010 financial year a total of 96,000 tonnes of ore was mined from underground at a mine estimated grade of 16 grams per tonne gold. Of this ore, a total of 75,500 was milled at a recovered grade of 25 g/t for the production of 60,780 ounces of gold. As has been experienced in previous years, the grade recovered through milling the ore has been substantially higher than the mine estimated grade, due to the coarse gold present, which is not always reflected in drilling results.

An updated mineral resource estimate for the Wattle Dam gold deposit was completed in February 2010. The resource estimate was 226,500 tonnes at 18 g/t Au for 130,900 ounces of gold. Ordinary Kriging and a top cut of 2,000 g/t gold were used to estimate the resource.

Underground Diamond Drilling

Diamond drilling was conducted in a series of campaigns during the year. 119 underground diamond holes were drilled for a total of 13,952m. Most holes were drilled as LTK60 size core as grade control/resource definition drilling on a relatively close spaced pattern of 20m x 10m. Some exploratory holes were drilled targeting southern extensions to the Wattle Dam lode, but only returned weak mineralisation.

Towards year end, exploratory drilling was conducted down plunge of the Wattle Dam main lode zone and in June 2010 some significant intercepts were returned from an area around 100m below the current base of mining. These intercepts appear to show a redevelopment of the lode zone at depth after a zone of weaker mineralisation.

Milling

During the 2010 financial year the Company's gold treatment plant at Burbanks, near Coolgardie milled 75,500 tonnes of Wattle Dam ore at an average recovered grade of 25 g/t Au and 76,000 tonnes of third party ore. A new gravity recovery system was installed to improve gold recovery from the higher grade underground ore.

Production Statistics – 2010 Financial Year (Wattle Dam)	Unit	Mined	Grade g/t gold
Ore processed	tonnes	75,500	25
Recovery	%	97	
Gold Production*	oz	60,780	
Gold Production*	kg	1,890.4	

* Includes G.I.C. recovered

Review of Operations



Exploration

Eastern Goldfields

Ramelius controls the gold rights and majority nickel rights over approximately 135 km² covering predominantly the Spargos Reward Shears (refer Figure 2 on page 37).

Gold exploration during the year was conducted at the Wattle Dam, 8500N, West Wattle Dam, 5Q, Hilditch and Eagles Nest prospects.

Wattle Dam Project

(Gold, Tantalum, Nickel) (100% Gold, Tantalum and 80% Nickel Rights; MLs; 15/1101; 15/1263; 15/1264; 15/1323; 15/1338; 15/1769-1773, 100% MLs 1774-1776; PL 15/4381 [MLA 15/1474])

Wattle Dam Gold Mine (Gold)

Surface exploration diamond drilling totalling 5 holes for 2,176.8 metres was completed at Wattle Dam. The drilling was focused on defining further high grade mineralisation further down plunge from the current underground mine plan.

Significant results of 3.5 metres at 13.8 g/t gold from 353 metres including 1.2 metres @ 37.0 g/t Au from 353.8 metres and 2 metres at 7.5 g/t gold from 355 metres. Surface diamond drilling has defined a mineralised zone over 90 metres of plunge extent which has been infill drilled by underground diamond drilling.

Gravity and Sub-Audio Magnetic surveys were completed over and along strike of Wattle Dam gold mine in order to assist with the geological understanding of the area and drill targeting.

A total of 14 RC drill holes for 2,791 metres were completed to assist with the geological understanding along strike from Wattle Dam as well as test an anomalous EM trend identified from the recently completed SAM survey and test anomalous intercepts and alteration within previous shallow RAB drilling at depth. A maximum result of 3 metres at 1.2 g/t gold from 45 metres (WDR330) was received from the drilling.

8500N (Gold)

A total of 10 RC holes (SRRC0024 – SRRC0033) for 1,258 metres were drilled to further evaluate the supergene mineralisation intersected within previous RC drilling and untested areas of the felsic/ultramafic contacts and their association with an interpreted northeast trending aeromagnetic structure. A maximum significant result of 9 metres at 4.3 g/t gold from 65 metres including 1 metre at 16.2 g/t gold from 73 metres (SRRC0029) was returned from the supergene environment adjacent to a previous RC drill hole which returned a maximum result 2 metres at 2.3 g/t gold from 65 metres.

West Wattle Dam (Gold)

A total of 40 RC drill holes for 2,088 metres were completed to evaluate an area of auger gold anomalism associated with an ultramafic sequence to the west of Wattle Dam Gold Mine. Significant results of 4 metres at 9.0 g/t gold from 28 metres and 4 metres at 6.9 g/t gold from 36 metres were returned from the drilling.

5Q (Gold and Nickel)

A single RC drill hole (SRRC0034) for 160 metres was completed to evaluate coincident geochem and EM anomalies along strike from the 5A nickel prospect. A sulfidic black shale was intersected at the target depth which is the likely source for the EM anomaly. No significant gold or nickel results were received.

A total of 9 RC holes for 780 metres was completed to test areas of anomalous (≥ 100 ppb) gold returned from previous costean sampling and auger drilling and to test underneath historical gold workings. A maximum result of 5 metres at 4.4 g/t gold from 22 metres including 2 metres at 6.4 g/t gold from 22 metres was received from the drilling associated with quartz veining within upper saprolite clays.

Regional Aircore Drilling (Gold and Nickel)

A single RC hole (SRRC0075) for approximately 100 metres is planned to test underneath significant gold

Review of Operations



(4m @ 0.7 g/t Au from 18m) and nickel (20m @ 0.8% Ni from 18m to EOH including 2m @ 1.4% Ni from 24m) within SRRB0240, located just north of the Hilditch Project boundary and at a similar stratigraphic location to the Hilditch gold workings. Maximum gold and nickel intercepts of 5 metres at 0.3 g/t gold from 80 metres and 5 metres at 0.4% nickel from 69 metres were received.

Hilditch Project (90%) (ML 15/1448)

A programme of 9 RC holes for 857 metres was completed to test for strike and/or plunge extensions of mineralisation intersected within drilling completed by previous explorers at the Hilditch Gold workings. A maximum result from the previous drilling of 14 metres at 2.1 g/t gold from 33 metres was returned. Maximum significant results returned from the drilling include 2 metres at 8.8 g/t gold from 86 metres and 5 metres at 4.3 g/t gold from 39 metres.

A further 3 RC holes for 340 metres were completed at Hilditch South to primarily evaluate an interpreted zone of supergene anomalism within previous RC drilling, which includes maximum results of 2 metres at 5.6 g/t gold from 24 metres and 8 metres at 1.6 g/t gold from 36 metres. No significant results were received.

North Widgiemooltha Project (100% Gold Rights) (MLs 15/97; 15/99; 15/100; 15/101; 15/102; 15/653; ML 15/1271)

North Widgiemooltha Regional

A regional aircore drilling programme totalling approximately 300 drill holes commenced during the period to evaluate areas along the eastern ultramafic belt within the North Widgie Project where limited systematic gold exploration has been undertaken within areas of transported cover. A total of 181 holes for 7,616 metres were completed. Initial results have been received, which would equate to approximately 20% of the entire programme. A maximum anomalous result of 4 metres at 0.9 g/t gold from 36 metres has been received.

Eagles Nest South

A total of 7 RC drill holes for 706 metres were drilled to test for high grade mineralisation associated with strike extensions of a ≥ 2 g/t gold mineralised trend identified by previous RC drilling at Eagles Nest. No significant results were received.

Eagles Nest Project (100%) (ML 15/1475)

A single RC drill hole for 184 metres was completed to test for high grade mineralisation associated with dip extensions of a ≥ 2 g/t gold mineralised trend identified by previous RC drilling. A maximum result of 3 metres at 1.7 g/t gold from 148 metres was received.

Bullabulling West Project (100%) (PL 15/5399-5400; PLA 15/5509)

A total of three RC drill holes were completed to test an aeromagnetic high anomaly to the west of the Bullabulling gold operations. The aeromagnetic high anomaly was interpreted to display synergies with the aeromagnetic anomaly over the Wallaby Gold Mine near Laverton. No significant results were received from the drilling.

Mt Windsor Project

During the period Ramelius Resources Limited entered a joint venture with Liontown Resources Limited in regards to its Mt Windsor Gold Project, located south of Charters Towers in Queensland (refer Figure 3 on page 38). Ramelius can earn a 60% equity in the project by spending \$7 million over four years. A minimum expenditure of \$1.25M is required prior to July 2011.

A programme of 4 RC holes (G5RC0001 – 0004) for 954 metres was completed at Spring Creek (G-5) to evaluate chargeable and resistive zones identified from an IP survey by Liontown Resources. A maximum composite result of 4 metres at 0.1 g/t gold from 268 metres was returned. The intercept is also weakly anomalous in Ag, As, Hg, Sb, and Pb.

Review of Operations



Deep penetrating 3D IP surveys will be undertaken over each of Mt Redan, Mosquito Hill and Cardigan Dam (formerly G-14) prior to diamond drill testing. Collaborative Drilling Initiative (CDI) funding has been sourced from the Queensland Government to assist with drilling at Mt Redan and Mosquito Hill (refer Figure 4 on page 38).

Glen Isla Joint Venture NSW: EL 6246

(Ramelius earning 75%)

During the year Ramelius entered into a joint venture with Carpentaria Exploration Limited to earn a 75% interest in the Glen Isla project (refer Figure 3 on page 38).

A detailed 3-D induced polarization (IP) survey over the Glen Isla epithermal target area was completed and identified a shallow (from 100m below surface) anomalous chargeable response. RC drilling of the chargeable anomaly is scheduled during the September 2010 quarter.

Nevada Projects

(Ramelius earning 70% with Marmota)

Ramelius and its partner Marmota Energy Ltd have entered into two agreements with Miranda Gold Corporation to earn a 70% interest in the Big Blue and Angel Wing projects in Nevada, US. The Big Blue project is prospective for Carlin Style sediment hosted gold deposits and the Angel Wing project is being explored for high grade epithermal gold veins. Ramelius expects both of the projects to be drill tested in the second half of calendar 2010 (refer Figure 5 on page 39).

Consents

The information in this report that relates to Exploration Results is based on information compiled by Matthew Svensson and Kevin Seymour.

Matthew Svensson is a Member of the Australian Institute of Geoscientists and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting on Exploration Results. Matthew Svensson is a full-time employee of the company and consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Kevin Seymour is a Member of the Australian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity they have undertaken to qualify as a Competent Person. Kevin Seymour is a full-time employee of Ramelius Resources Limited and consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to resources and estimated mine grade at Wattle Dam is based on information compiled by Rob Hutchison.

Rob Hutchison is a Member of the Australian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking to qualify as a Competent Person. Rob Hutchison is a full-time employee of the company and consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.



Review of Operations

Interests in Mining Tenements

The Company's interests in mining tenements are as follows:

Project	Location	Tenement	Status	Application Date	Grant Date	Expiry Date	Associated Tenement ID	Acquiring %	Acquired %	Registered Owner	Beneficial Owner
Bullabulling Bullabulling Bullabulling	Coolgardie Coolgardie Coolgardie	P15/5399 P15/5400 P15/5509	Granted Granted Application	13-May-09 13-May-09 22-Dec-09	19-Nov-09 19-Nov-09	18-Nov-13 18-Nov-13			100% 100% 100%	Ramelius Ramelius Ramelius	Ramelius Ramelius Ramelius
Jaurdi/ Black Cat	Coolgardie	M16/34	Granted	15-Sep-86	28-Jan-87	27-Jan-29			90%	Ramelius	Ramelius
Jaurdi/ Black Cat	Coolgardie	M16/115	Granted	29-Sep-88	10-Sep-90	9-Sep-11			90%	Ramelius	Ramelius
Hilditch	Coolgardie	M15/1448	Granted	9-Mar-04	30-Jun-08	29-Jun-29			90%	Ramelius	Ramelius
Wattle Dam	Coolgardie	M15/1101	Granted	26-Mar-97	19-Mar-04	18-Mar-25	P15/4381		100% & 80% of Ni Rights	Ramelius	Ramelius
Wattle Dam	Coolgardie	M15/1263	Granted	23-Oct-98	24-Aug-04	23-Aug-25			100% & 80% of Ni Rights	Ramelius	Ramelius
Wattle Dam	Coolgardie	M15/1264	Granted	23-Oct-98	24-Aug-04	23-Aug-25			100% & 80% of Ni Rights	Ramelius	Ramelius
Wattle Dam	Coolgardie	M15/1323	Granted	10-Feb-00	30-Jun-08	29-Jun-29			100% & 80% of Ni Rights	Ramelius	Ramelius
Wattle Dam	Coolgardie	M15/1338	Granted	9-Jun-00	30-Jun-08	29-Jun-29			100% & 80% of Ni Rights	Ramelius	Ramelius
Wattle Dam	Coolgardie	M15/1474	Application	12-Apr-04					100%	Ramelius	Ramelius
Wattle Dam	Coolgardie	M15/1769	Granted	1-Feb-06	30-Jun-08	29-Jun-29			100% & 80% of Ni Rights	Ramelius	Ramelius
Wattle Dam	Coolgardie	M15/1770	Granted	1-Feb-06	30-Jun-08	29-Jun-29			100% & 80% of Ni Rights	Ramelius	Ramelius
Wattle Dam	Coolgardie	M15/1771	Granted	1-Feb-06	30-Jun-08	29-Jun-29			100% & 80% of Ni Rights	Ramelius	Ramelius
Wattle Dam	Coolgardie	M15/1772	Granted	1-Feb-06	30-Jun-08	29-Jun-29			100% & 80% of Ni Rights	Ramelius	Ramelius
Wattle Dam	Coolgardie	M15/1773	Granted	1-Feb-06	30-Jun-08	29-Jun-29			100% & 80% of Ni Rights	Ramelius	Ramelius
Wattle Dam	Coolgardie	M15/1774	Granted	1-Feb-06	30-Jun-08	29-Jun-29			100% & 80% of Ni Rights	Ramelius	Ramelius
Wattle Dam	Coolgardie	M15/1775	Granted	1-Feb-06	30-Jun-08	29-Jun-29			100% & 80% of Ni Rights	Ramelius	Ramelius
Wattle Dam	Coolgardie	M15/1776	Granted	1-Feb-06	30-Jun-08	29-Jun-29			100% & 80% of Ni Rights	Ramelius	Ramelius
Wattle Dam	Coolgardie	P15/4381	Granted	5-May-00	9-Jan-01	8-Jan-05	M15/1474		100%	Ramelius	Ramelius
North Widgie North Widgie North Widgie North Widgie North Widgie North Widgie North Widgie	Coolgardie Coolgardie Coolgardie Coolgardie Coolgardie Coolgardie Coolgardie	M15/97 M15/99 M15/100 M15/101 M15/102 M15/653 M15/1271	Granted Granted Granted Granted Granted Granted Granted	9-Dec-83 9-Dec-83 9-Dec-83 9-Dec-83 9-Dec-83 20-Nov-92 7-Dec-98	26-Jul-84 26-Jul-84 26-Jul-84 26-Jul-84 11-Apr-85 29-Jan-93 7-Feb-07	25-Jul-26 25-Jul-26 25-Jul-26 25-Jul-26 10-Apr-27 28-Jan-14 6-Feb-28	was P15/3666		Gold Rights Gold Rights Gold Rights Gold Rights Gold Rights Gold Rights Gold Rights	ANM ANM ANM ANM ANM ANM ANM	Ramelius Ramelius Ramelius Ramelius Ramelius Ramelius Ramelius
Larkinville	Coolgardie	E15/896	Granted	13-Jul-05	9-Jan-07	8-Jan-12	P15/4213 -4214 M15/1449		75% & 80% Ni Rights	Pioneer	Ramelius & Pioneer
Larkinville	Coolgardie	M15/1449	Application	9-Mar-04					75% & 80% Ni Rights	Ramelius & Pioneer	Ramelius & Pioneer
Larkinville	Coolgardie	P15/4213	Granted	17-Feb-99	28-Mar-00	27-Mar-04			75% & 80% Ni Rights	Ramelius & Pioneer	Ramelius & Pioneer

Project	Location	Tenement	Status	Application Date	Grant Date	Expiry Date	Associated Tenement ID	Acquiring %	Acquired %	Registered Owner	Beneficial Owner
Larkinville	Coolgardie	P15/4214	Granted	17-Feb-99	28-Mar-00	27-Mar-04	M15/1449		75% & 80% Ni Rights	Ramelius & Pioneer	Ramelius & Pioneer
Larkinville	Coolgardie	P15/4765	Granted	17-Jan-06	17-06-2010	16-06-2014			75% & 80% Ni Rights	Pioneer	Ramelius & Pioneer
Larkinville	Coolgardie	P15/4904	Application	22-Jan-07			M15/1449		75% & 80% Ni Rights	Ramelius & Pioneer	Ramelius & Pioneer
Larkinville	Coolgardie	P15/4905	Application	22-Jan-07			M15/1449		75% & 80% Ni Rights	Ramelius & Pioneer	Ramelius & Pioneer
Eucalyptus	Mt Margaret	M39/803	Granted	15-Aug-00	22-May-08	21-May-29			50% of Gold Rights	NiWest	NiWest
Eucalyptus	Mt Margaret	M39/804	Granted	15-Aug-00	22-May-08	21-May-29			50% of Gold Rights	NiWest	NiWest
Groundlark	Coolgardie	M15/1290	Granted	29-Jun-99	25-Oct-02	24-Oct-23			100%	Ramelius	Ramelius
Eagles Nest	Coolgardie	M15/1475	Granted	12-Jul-04	29-Sep-04	28-Sep-25			100%	Ramelius	Ramelius
Mt Magnet	Mt Magnet	E21/100	Granted	10-Nov-99	14-Apr-09	13-Apr-14			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	E21/112	Granted	26-Jun-01	03-Jan-06	02-Jan-11			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	E21/151	Application	24-May-10					100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	E21/152	Application	24-May-10					100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	E58/278	Granted	23-Jul-02	23-Aug-06	22-Aug-11			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	E58/380	Application	04-Jun-09					100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	G58/3	Granted	27-Jul-88	10-May-89	09-May-31			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	L58/16	Granted	24-Oct-88	20-Dec-88	19-Dec-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	L58/20	Granted	18-May-89	27-Nov-89	26-Nov-14			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	L58/31	Application	31-Mar-99					100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	L59/40	Granted	20-May-96	31-Oct-96	30-Oct-11			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/11	Granted	11-Nov-82	08-Jun-83	07-Jun-25			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/119	Granted	25-Mar-88	16-Dec-88	15-Dec-30			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/120	Granted	25-Mar-88	16-Dec-88	15-Dec-30			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/121	Granted	25-Mar-88	16-Dec-88	15-Dec-30			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/122	Granted	25-Mar-88	16-Dec-88	15-Dec-30			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/130	Granted	09-May-88	30-Aug-88	29-Aug-30			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/136	Granted	23-Jun-88	17-Aug-88	16-Aug-30			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/140	Granted	14-Sep-88	10-May-89	09-May-31			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/143	Granted	22-Nov-88	21-Mar-89	20-Mar-31			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/146	Granted	08-Dec-88	09-Oct-89	08-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/147	Granted	16-Dec-88	06-Jun-89	05-Jun-31			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/157	Granted	23-Jun-89	27-Mar-90	26-Mar-11			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/161	Granted	24-Oct-89	04-Apr-90	03-Apr-11			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/163	Granted	24-Oct-89	04-Apr-90	03-Apr-11			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/172	Granted	26-Feb-90	11-Sep-90	10-Sep-11			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/173	Granted	26-Feb-90	11-Sep-90	10-Sep-11			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/174	Granted	26-Feb-90	11-Sep-90	10-Sep-11			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/179	Granted	12-Dec-90	20-Mar-92	19-Mar-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/180	Granted	12-Dec-90	20-Mar-92	19-Mar-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/181	Granted	12-Dec-90	20-Mar-92	19-Mar-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/182	Granted	12-Dec-90	27-Nov-91	26-Nov-12			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/185	Granted	15-Mar-91	09-Aug-91	08-Aug-12			100%	Mt Magnet Gold NL	Mt Magnet Gold NL

Review of Operations

Interests in Mining Tenements (continued)

Project	Location	Tenement	Status	Application Date	Grant Date	Expiry Date	Associated Tenement ID	Acquiring %	Acquired %	Registered Owner	Beneficial Owner
Mt Magnet	Mt Magnet	M58/186	Granted	17-Apr-91	09-Aug-91	08-Aug-12	P58/825		100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/187	Granted	17-Apr-91	12-Dec-91	11-Dec-12			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/188	Granted	17-Apr-91	09-Aug-91	08-Aug-12			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/189	Granted	28-May-91	27-Nov-91	26-Nov-12			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/191	Granted	28-May-91	11-Mar-92	10-Mar-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/192	Granted	28-May-91	11-Mar-92	10-Mar-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/193	Granted	28-May-91	27-Oct-92	26-Oct-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/194	Granted	28-May-91	27-Oct-92	26-Oct-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/195	Granted	28-May-91	11-Mar-92	10-Mar-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/198	Granted	04-Nov-91	20-Feb-92	19-Feb-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/201	Granted	31-Jan-92	22-Oct-92	21-Oct-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/202	Granted	10-Feb-92	03-Dec-92	02-Dec-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/205	Granted	13-Nov-92	11-Jun-93	10-Jun-14			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/208	Granted	07-May-93	10-Aug-93	09-Aug-14			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/209	Granted	22-Jun-93	19-Nov-93	18-Nov-14			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/210	Granted	30-Nov-93	18-Feb-94	17-Feb-15			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/211	Granted	07-Feb-94	17-May-94	16-May-15			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/222	Granted	10-Jan-95	23-Aug-95	22-Aug-16			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/231	Granted	25-Jul-95	11-Jul-96	10-Jul-17			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/232	Granted	25-Jul-95	11-Jul-96	10-Jul-17			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/233	Granted	25-Jul-95	11-Jul-96	10-Jul-17			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/234	Granted	25-Jul-95	11-Jul-96	10-Jul-17			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/235	Granted	25-Jul-95	11-Jul-96	10-Jul-17			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/236	Granted	25-Jul-95	11-Jul-96	10-Jul-17			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/241	Granted	13-Feb-96	19-May-99	18-May-20			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/248	Application	06-May-96					100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/263	Application	10-Mar-97					100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/273	Application	20-Feb-98				P58/924	100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/285	Application	13-Oct-98				P58/940	100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/286	Application	13-Oct-98				P58/941	100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/30	Granted	13-Dec-83	08-Aug-85	07-Aug-27			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/304	Granted	22-Nov-99	05-Jul-00	04-Jul-21			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/320	Application	16-May-01				P58/1042	100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/323	Application	08-Oct-01				P58/1396	100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/345	Application	18-Nov-04					100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/4	Granted	03-Jun-82	21-Mar-83	20-Mar-25			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/43	Granted	16-May-85	23-Jul-86	22-Jul-28			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/47	Granted	23-Sep-85	03-Apr-86	02-Apr-28			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/5	Granted	22-Jun-82	12-Jan-83	11-Jan-25			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/60	Granted	20-Jan-87	07-Oct-87	06-Oct-29			100%	Mt Magnet Gold NL	Mt Magnet Gold NL

Project	Location	Tenement	Status	Application Date	Grant Date	Expiry Date	Associated Tenement ID	Acquiring %	Acquired %	Registered Owner	Beneficial Owner
Mt Magnet	Mt Magnet	M58/64	Granted	30-Apr-87	12-Jul-88	11-Jul-30	M58/320		100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/78	Granted	05-Jun-87	06-May-88	05-May-30			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/79	Granted	05-Jun-87	06-May-88	05-May-30			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/8	Granted	28-Jul-82	07-Jan-83	06-Jan-25			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/80	Granted	10-Jun-87	06-May-88	05-May-30			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/81	Granted	10-Jun-87	06-May-88	05-May-30			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/97	Granted	17-Aug-87	08-Feb-88	07-Feb-30			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	M58/98	Granted	17-Aug-87	08-Feb-88	07-Feb-30			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Western Queen	Mt Magnet	M59/208	Granted	18-Jun-90	17-Dec-90	16-Dec-11			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Western Queen	Mt Magnet	M59/45	Granted	11-Aug-86	23-Mar-87	22-Mar-29			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P21/690	Granted	12-Feb-08	09-Jun-09	08-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P21/691	Granted	12-Feb-08	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P21/692	Granted	12-Feb-08	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P21/694	Granted	12-Feb-08	09-Jun-09	08-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P21/710	Granted	26-Oct-09	28-Jun-10	27-Jun-14			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P21/711	Granted	26-Oct-09	28-Jun-10	27-Jun-14			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1042	Granted	02-Jan-97	29-May-97	28-May-01			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1303	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1304	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1305	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1306	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1307	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1308	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1309	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1310	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1311	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1312	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1313	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1314	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1315	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1316	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1317	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1318	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1319	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1320	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1321	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1322	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1323	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1324	Granted	01-Sep-05	01-Nov-06	31-Oct-10			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1377	Granted	09-Nov-06	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL

Review of Operations

Interests in Mining Tenements (continued)

Project	Location	Tenement	Status	Application Date	Grant Date	Expiry Date	Associated Tenement ID	Acquiring %	Acquired %	Registered Owner	Beneficial Owner
Mt Magnet	Mt Magnet	P58/1378	Granted	09-Nov-06	08-Jun-09	07-Jun-13	M58/323		100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1389	Granted	29-Jan-07	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1390	Granted	29-Jan-07	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1391	Granted	29-Jan-07	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1392	Granted	29-Jan-07	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1393	Granted	29-Jan-07	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1394	Granted	29-Jan-07	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1395	Granted	29-Jan-07	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1396	Application	29-Jan-07					100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1397	Granted	29-Jan-07	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1398	Granted	29-Jan-07	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1399	Granted	01-Feb-07	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1400	Granted	01-Feb-07	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1401	Granted	01-Feb-07	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1402	Granted	01-Feb-07	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1407	Granted	25-Jul-07	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1416	Granted	20-Sep-07	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1417	Granted	20-Sep-07	08-Jun-09	07-Jun-13			100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/1502	Application	17-Nov-09					100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/825	Granted	31-Aug-92	27-Oct-92	26-Oct-96	M58/248		100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/924	Granted	03-Dec-93	22-Feb-94	21-Feb-96	M58/273		100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/940	Granted	12-Aug-94	25-Oct-94	24-Oct-98	M58/285		100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Mt Magnet	Mt Magnet	P58/941	Granted	19-Aug-94	22-Nov-94	21-Nov-98	M58/286		100%	Mt Magnet Gold NL	Mt Magnet Gold NL
Burbanks	Coolgardie	M15/1273	Granted	16-Dec-98	30-Mar-99	29-Mar-20			100%	Ramelius Milling Services Pty Ltd	Ramelius Milling Services Pty Ltd
Burbanks	Coolgardie	M15/1369	Granted	22-May-01	31-Dec-01	30-Dec-22			100%	Ramelius Milling Services Pty Ltd	Ramelius Milling Services Pty Ltd
Burbanks	Coolgardie	M15/1370	Granted	22-May-01	31-Dec-01	30-Dec-22			100%	Ramelius Milling Services Pty Ltd	Ramelius Milling Services Pty Ltd
Burbanks	Coolgardie	P15/5269	Granted	19-May-08	29-Jun-09	28-Jun-13			100%	Ramelius Milling Services Pty Ltd	Ramelius Milling Services Pty Ltd
Burbanks	Coolgardie	G15/10	Granted	22-Mar-91	20-May-92	19-May-13			100%	Ramelius Milling Services Pty Ltd	Ramelius Milling Services Pty Ltd
Burbanks	Coolgardie	G15/11	Granted	22-Mar-91	20-May-92	19-May-13			100%	Ramelius Milling Services Pty Ltd	Ramelius Milling Services Pty Ltd
Burbanks	Coolgardie	G15/12	Granted	22-Mar-91	20-May-92	19-May-13			100%	Ramelius Milling Services Pty Ltd	Ramelius Milling Services Pty Ltd
Burbanks	Coolgardie	G15/13	Granted	22-Mar-91	20-May-92	19-May-13			100%	Ramelius Milling Services Pty Ltd	Ramelius Milling Services Pty Ltd
Burbanks	Coolgardie	L15/109	Granted	3-Jul-89	22-Jun-90	21-Jun-10			100%	Ramelius Milling Services Pty Ltd	Ramelius Milling Services Pty Ltd
Burbanks	Coolgardie										

Project	Location	Tenement	Status	Application Date	Grant Date	Expiry Date	Associated Tenement ID	Acquiring %	Acquired %	Registered Owner	Beneficial Owner
Burbanks	Coolgardie	L15/110	Granted	3-Jul-89	22-Jun-90	21-Jun-10			100%	Ramelius Milling Services Pty Ltd	Ramelius Milling Services Pty Ltd
Burbanks	Coolgardie	L15/189	Granted	10-Mar-94	21-Jun-94	20-Jun-14			100%	Ramelius Milling Services Pty Ltd	Ramelius Milling Services Pty Ltd
Burbanks	Coolgardie	L15/234	Granted	31-Jan-02	27-Nov-03	26-Nov-24			100%	Ramelius Milling Services Pty Ltd	Ramelius Milling Services Pty Ltd
Burbanks	Coolgardie	L15/284	Granted	21-Sep-07	25-May-09	24-May-30			100%	Ramelius Milling Services Pty Ltd	Ramelius Milling Services Pty Ltd
Glen Isla Gold	NSW	EL6246	Granted	27-Jan-04	25-May-04	24-May-12		Earning 51 %		Carpentaria Exploration Limited	Carpentaria Exploration Limited
Mt Windsor	Queensland	EPM14161	Granted	15-Jul-03	15-Jun-04	14-Jun-12		Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM15102	Granted	10-May-05	28-Mar-06	27-Mar-11		Earning 60%		Uranium Equities Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM15192	Granted	22-Aug-05	30-Aug-06	29-Aug-11		Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM15197	Granted	23-Aug-05	30-Aug-06	29-Aug-11		Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM16408	Granted	1-May-07	12-Nov-09	11-Apr-14		Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM16627	Granted	2-Jul-07	6-Nov-08	5-Nov-13		Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM16712	Granted	1-Aug-07	30-Oct-08	29-Oct-13		Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM16846	Application	3-Jun-07				Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM16920	Application	1-Oct-07				Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM17081	Application	3-Dec-07				Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM17082	Application	3-Dec-07				Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM17804	Granted	1-Sep-08	3-May-10	2-May-15		Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM17971	Application	9-Dec-08				Earning 60%		Uranium Equities Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM18224	Application	3-Aug-08				Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM18231	Application	4-Aug-09				Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM18233	Application	4-Aug-09				Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM18235	Application	4-Aug-09				Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM18236	Application	4-Aug-09				Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM18352	Application	20-Oct-09				Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM18376	Application	3-Nov-09				Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM18422	Application	18-Feb-10				Earning 60%		Liontown Resources Limited	Liontown Resources Limited
Mt Windsor	Queensland	EPM18545	Application	1-Dec-09				Earning 60%		Liontown Resources Limited	Liontown Resources Limited

Review of Operations Interests in Mining Tenements (continued)

Project	Location	Tenement	Status	Application Date	Grant Date	Expiry Date	Associated Tenement ID	Acquiring %	Acquired %	Registered Owner	Beneficial Owner
Mt Windsor	Queensland	EPM18682	Application	12-May-10					100%	Ramelius	Ramelius
Mt Windsor	Queensland	EPM18759	Application	1-Jul-10					60%	Ramelius	Ramelius & Liontown Resources Limited
Mt Windsor	Queensland	EPM18768	Application	9-Jul-10					60%	Ramelius	Ramelius & Liontown Resources Limited
Mt Windsor	Queensland	EPM18776	Application	16-Jul-10					60%	Ramelius	Ramelius & Liontown Resources Limited
Mt Windsor	Queensland	EPM18805	Application	2-Aug-10					60%	Ramelius	Ramelius & Liontown Resources Limited
Mt Windsor	Queensland	EPM18807	Application	2-Aug-10					60%	Ramelius	Ramelius & Liontown Resources Limited

Royalty Interests

The Current status of the Company's Royalty Interests is as follows:

Project Name	Location	Tenement	Current Holder	Nature of Ramelius' Royalty	Comments
SANDSTONE* – Gold	East Murchison	Various	Troy Resources NL	Production based Royalty Capped at \$300,000	No Current Activity by Holder on the Royalty Tenements
BULONG* – Gold	East Coolgardie	Various	Yilgarn Gold Ltd	Production based Royalty Not Capped	No Current Activity by Holder on the Royalty Tenements
SPARGOS REWARD* – Gold	Coolgardie	Various	Breakaway Resources Ltd	3% Gross Gold Royalty	No Current Mining Activity by Holder on the Royalty Tenements
SIBERIA* – Gold/Nickel	Broad Arrow	Various	Siberia Mining Corp Ltd	Nickel and Gold Royalty Collectively capped at \$100,000	No Current Activity by Holder on the Royalty Tenements
EDJUDINA* – Gold	Mt Margaret	Various	Saracen Mineral Holdings Ltd	Production based Royalty Capped at \$500,000	Currently Subject to Proposed Development
EUCALYPTUS* – Nickel	Mt Margaret	M39/803, M39/804	GME Resources Ltd	Option to purchase on commencement of mining Nickel Laterites at \$0.10/tonne of Proven Ore	No Current Activity by Holder on the Royalty Tenements
PARKER RANGE* – All minerals	Yilgarn	E77/1403, P77/3764-5, P77/3481	Cazaly Iron Pty Ltd	Royalty of 1% of value of minerals produced capped at \$500,000	No Current Activity by Holder on the Royalty Tenements

* These royalty assets have been impaired and their carrying costs written off.

Native Title Statement



Exploration and mining areas held by the Company may be subject to issues associated with Native Title. Whilst it is not appropriate to comment in any detail upon specific negotiations with Native Title parties, the directors of Ramelius believe it is important to state the Company's policy and approach to Native Title and dealings with indigenous communities. The directors believe that the following Native Title policy statement summarises the Company's desire to develop a spirit of co-operation in its dealings with indigenous people, create goodwill, mutual awareness and understanding and most importantly, respect and commitment.

Recognition and Respect

Ramelius recognises Aboriginal regard for land and respects their culture, traditions and cultural sites.

Understanding and Trust

Ramelius listens to Aboriginal community representatives in order to understand their views and beliefs. Recognising that communities may not be fully appreciative of how the Company's business and industry operates, Ramelius works towards increasing their understanding, respect and trust and to promote the Company's obligations and economic constraints amongst indigenous communities. Ramelius ensures that its employees and contractors approach the Company's activities at local sites with respect and a clear understanding of important issues and priorities.

Communication and Commitment

Ramelius adopts practical measures to develop trust. Acknowledging that community leaders and representatives have an obligation to consult its people in order to determine their opinions and wishes and that this may often not be achieved as quickly as is desired, Ramelius uses its best endeavours to expedite the process and ensure that its commercial interests are not adversely impacted. The Company also uses its best endeavours to ensure reasonable rights of consultation and continued access to land are facilitated and the integrity of land is preserved. The Company is committed to taking appropriate steps to identify and reduce the effects of any unforeseen impacts from its activities.

Achievements

During the year, Ramelius made production related payments to both the Widji People and the Central West Goldfields People and continued its business development arrangements with the Widji People.

Acknowledgement

The directors of Ramelius publicly acknowledge the continued co-operation and goodwill shown by the Widji and Central West Goldfields People and their representatives in the course of their interactions with the Company during the year.



Corporate Governance Statement



Corporate Governance Statement

Part A: Introduction

- A1. The Board of Directors are responsible for the overall Corporate Governance of the Company including strategic direction, management goal setting and monitoring, internal control, risk management and financial reporting. In discharging this responsibility, the Board seeks to take into account the interests of all key stakeholders of the Company, including shareholders, employees, customers and the broader community.
- A2. As a listed entity, Ramelius Resources Limited is required to adhere to the ASX Listing Rules of the Australian Securities Exchange. This includes the requirement to annually report the extent to which the entity has followed the Corporate Governance Recommendations published by the ASX Corporate Governance Council ("ASXCGC"). The recommendations are based on eight core principles of best practice for corporate governance which are not intended to be prescriptions to be followed by all ASX listed companies, but rather guidelines designed to produce an outcome that is effective and of high quality and integrity. In considering corporate governance practices, the Board is mindful of the recognition by the ASXCGC that a *"one size fits all"* approach to Corporate Governance is not required. Instead, the ASXCGC states suggestions for best practice designed to optimise corporate performance and accountability in the interests of shareholders and the broader economy. A company may consider that a recommendation is inappropriate to its particular circumstances and has flexibility not to adopt it and explain why.
- A3. Except for those specifically identified and disclosed below, the Company has not to date adopted all ASXCGC best practice recommendations because the Board believes it cannot justify the necessary cost given the size and stage of the entity's life as a public listed exploration company. The Board is, nevertheless, committed to ensuring that appropriate Corporate Governance practices are in place for the proper direction and management of the Company. This statement outlines the main Corporate Governance practices of the Company disclosed under the principles outlined by the ASXCGC, including those that comply with best practice and which unless otherwise disclosed, were in place during the whole of the financial year ended 30 June 2010.



Corporate Governance Statement



Summary of Corporate Governance Principles and Recommendations	Reference
Principle 1 – Lay solid foundations for management and oversight	
1.1 Establish the functions reserved to the Board and those delegated to senior executives and disclose those functions.	B4, B6, B8, B18, B20
1.2 Disclose the process for evaluating the performance of senior executives.	B9
1.3 Provide the information indicated in the Guide to reporting on Principle 1.	B11, B66
Principle 2 – Structure the Board to add value	
2.1 A majority of the Board should be independent directors.	B14
2.2 The chair should be an independent director.	B12, B14
2.3 The roles of the chair and chief executive officer should not be exercised by the same individual.	B15
2.4 The board should establish a nomination committee.	B7
2.5 Disclose the process for evaluating the performance of the board, its committees and individual directors.	B11
2.6 Provide the information indicated in the Guide to reporting on Principle 2.	B11, B12, B13, B14, B16, B17, B66
Principle 3 – Promote ethical and responsible decision making	
3.1 Establish a code of conduct and disclose the code or summary of the code as to: <ul style="list-style-type: none"> The practices necessary to maintain confidence in the company's integrity; The practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders; The responsibility and accountability of individuals for reporting and investigating reports of unethical practices. 	B22, B23
3.2 Establish a policy concerning trading in company securities by directors, senior executives and employees, and disclose the policy or a summary of that policy.	B26, B27
3.3 Provide the information indicated in the Guide to reporting on Principle 3.	B66

Corporate Governance Statement



Principle 4 – Safeguard integrity in financial reporting	
4.1 The board should establish an audit committee.	B25
4.2 The audit committee should be structured so that it: <ul style="list-style-type: none"> • Consists only of non-executive; • Consists of a majority of independent directors; • Is chaired by an independent chair, who is not chair of the board; • Has at least three members. 	B12, B14, B29, B34
4.3 The audit committee should have a formal charter.	B30
4.4 Provide the information indicated in the Guide to reporting on Principle 4.	B12, B13, B34, B36, B66
Principle 5 – Making timely and balanced disclosure	
5.1 Establish written policies designed to ensure compliance with ASX Listing Rules disclosure requirements and to ensure accountability at senior executive level for that compliance and disclose those policies or a summary of those policies.	B38
5.2 Provide the information indicated in the Guide to reporting on Principle 5.	B37, B66
Principle 6 – Respect the rights of shareholders	
6.1 Design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose the policy or a summary of the policy.	B39
6.2 Provide the information indicated in the Guide to reporting on Principle 6.	B40, B66
Principle 7 – Recognise and manage risks	
7.1 Establish policies for the oversight and management of material business risks and disclose a summary of those policies.	B41, B42
7.2 The Board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being managed effectively. The board should disclose that management has reported to it as to the effectiveness of the company's management of its material business risks.	B42

Corporate Governance Statement



7.3 The Board should disclose whether it has received assurance from the chief executive officer (or equivalent) and chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	B44
7.4 Provide the information indicated in the Guide to reporting on Principle 7.	B44, B66
Principle 8 – Remunerate fairly and responsibly	
8.1 The board should establish a remuneration committee.	B49
8.2 Clearly distinguish the structure of non-executive director's remuneration from that of executive directors and senior executives.	B48, B50, B56
8.3 Provide the information indicated in the Guide to reporting on Principle 8.	B12, B13, B48, B66

Part B: Corporate Governance Disclosure

Principle 1 – Lay solid foundations for management and oversight

Role of the Board

- B1. The Board is governed by the Corporations Act 2001, ASX Listing Rules and a formal constitution adopted by the Company in 2002 on its conversion from a proprietary limited company to a public company limited by shares and as subsequently amended by shareholders.
- B2. The Board's primary role is the protection and enhancement of long-term shareholder value.
- B3. The Board takes responsibility for the overall Corporate Governance of the Company including its strategic direction, management goal setting and monitoring, internal control, risk management and financial reporting. In discharging this responsibility, the Board seeks to take into account the interests of all key stakeholders of the Company, including shareholders, employees, customers and the broader community.
- B4. The Board has adopted a formal Board Charter in accordance with ASXCGC best practice recommendation 1.1. The Board Charter details the functions and responsibilities of the Board of Directors including the Chairman and the Managing Director/Chief Executive Officer of the Company.
- B5. The Board of Directors is responsible for the overall Corporate Governance of the Company. The Board overviews the formulation of strategies and participates in setting objectives for the Company and the establishment of policies to be implemented by management. The Board monitors the activities of the Company and ensures the entity is accountable to external stakeholders.

Corporate Governance Statement



B6. The Board's responsibilities are extensive and include the following:

- Determining the size and composition of the Board of Directors, remuneration of directors (subject to the maximum aggregate amount as approved from time to time by the Company in general meeting) and assessing the effectiveness of individual directors and the Board as a whole;
- Establishing committees of the Board and determining terms of reference and reporting requirements;
- Selecting and appointing (and where appropriate, removing) the Chief Executive, determining conditions of service including remuneration and reviewing performance against key objectives;
- Ratifying the appointment (and where appropriate, removal) of senior management including the Chief Financial Officer and Company Secretary and approving conditions of service including remuneration and performance monitoring;
- Reviewing senior management succession planning and development;
- Approving strategic directions and performance objectives for the Company and monitoring implementation by management;
- Ensuring adequate financial, and human resources are available to achieve the Company's objectives;
- Delegating appropriate levels of authority to management;
- Overseeing the activities of the Company and ensuring effective systems of audit, risk management and internal controls are in place to protect the entity's assets and minimise operations beyond legal and regulatory requirements or acceptable risk thresholds;
- Monitoring compliance with legal and other regulatory requirements including accounting standards, continuous disclosure and ASX Listing Rules;
- Approving and monitoring financial budgets, capital management, major expenditures and significant acquisitions and divestments;
- Approving and monitoring financial and other reporting;
- Approving and monitoring appropriate policies, procedures, codes of conduct and ethical standards for directors and employees;
- Ensuring effective communication and reporting to shareholders and other key stakeholders of the Company.

Board processes and management

- B7. The Board has an established framework for the management of the entity including a system of internal control, a business risk management process and appropriate ethical standards. To assist in the execution of its responsibilities, the Board has an Audit Committee to deal with internal control, ethical standards and financial reporting. The Audit Committee's role and responsibilities, composition, structure and membership are set out in a formal Charter. In August 2008 the Board established a Remuneration Committee to deal executive performance, remuneration, recruitment, retention and termination policies for senior management and incentive schemes. In August 2009 the Committee was renamed the Nomination and Remuneration Committee.
- B8. The Board appoints a Managing Director/Chief Executive Officer responsible for the day to day management of the Company. The role of the Managing Director is documented in the Board Charter (refer Principle 2 below).

Corporate Governance Statement



Performance Evaluation

- B9. The Nomination and Remuneration Committee evaluates the performance of the Managing Director/Chief Executive Officer, Chief Financial Officer/Company Secretary and other senior executives on a regular basis and makes recommendations to the Board on any performance related remuneration matters. The Board encourages continuing professional development of senior executives and other employees. The Company's remuneration practices are disclosed in the Remuneration Report section of the Directors Report.
- B10. The Nomination and Remuneration Committee's responsibilities include the following:
- Evaluating the necessary and desirable competencies for members of the Board of Directors;
 - Assessing skills, experience and expertise and making recommendations to the Board on candidates for appointment and re-appointment as directors on the Board;
 - Reviewing and making recommendations on processes for evaluating the performance of members of the Board and its Committees and for assessing and enhancing director competencies;
 - Reviewing and monitoring progress of succession plans and making recommendations to the Board;
 - Reviewing and making recommendations to the Board on the remuneration of the Managing Director/CEO;
 - Reviewing and making recommendations to the Board, on advice from the Managing Director/CEO, on remuneration of senior executives of the Company (other than the Managing Director/CEO) and in respect of remuneration matters generally;
 - Evaluating and making recommendations to the Board on the Company's recruitment, retention and termination policies and procedures;
 - Assessing and making recommendations to the Board on remuneration policies and practices including superannuation arrangements, incentive schemes and performance targets for senior executives and other employees of the Company.
 - Reviewing and assessing annually the performance of the Committee and the adequacy of its charter.
- B11. A performance evaluation for the Board and its members is conducted by the Chairman on an informal basis as considered necessary. Such evaluation was undertaken by the Chairman during the 2010 financial year. Performance evaluations for relevant senior executives were undertaken by the remuneration committee during the 2010 financial year in accordance with the company's performance evaluation process.

Principle 2 – Structure the Board to add value

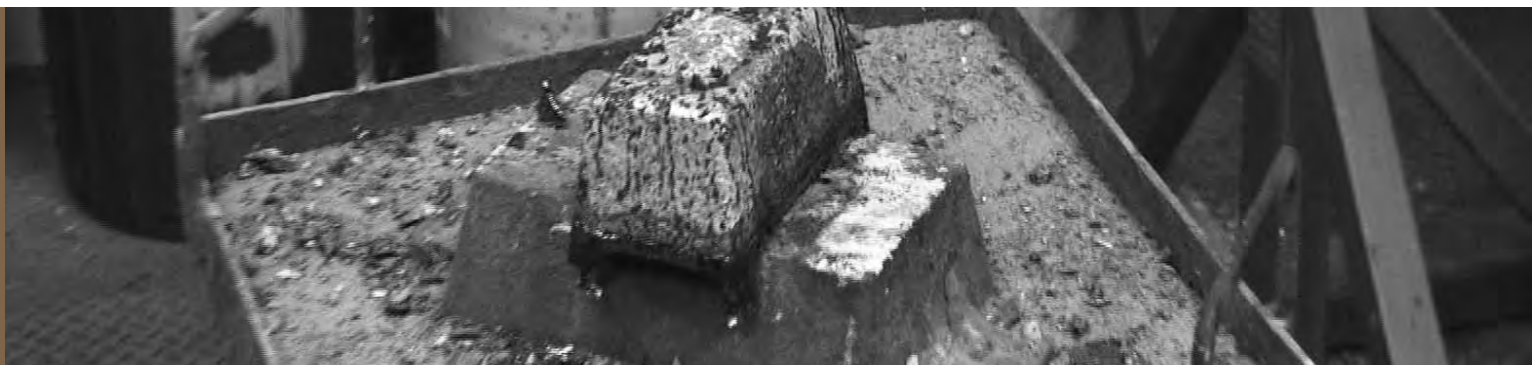
Composition of the Board

- B12. The names of the directors of the Company and terms in office at the date of this Statement together with their skills, experience and expertise are set out below. The directors' terms in office are considered appropriate in light of the fact that the Company was a dormant company prior to its ASX listing in March 2003.

Robert Michael Kennedy *Non-Executive Chairman - ASAIT, Grad, Dip (Systems Analysis), FCA, ACIS, Life member AIM, FAICD.*

Mr Kennedy joined Ramelius Resources Limited on 1 November 1995 as a non-executive chairman. He is a chartered accountant and a consultant to Kennedy & Co, Chartered Accountants, a firm he founded. He is also a director of ASX listed companies Beach Energy Limited (since 1991), Flinders Mines Limited (since 2001), Maximus Resources Limited (since 2004), Monax Mining Ltd (since 2004), ERO Mining Limited

Corporate Governance Statement



(since 2006), Marmota Energy Limited (since 2007) and Somerton Energy Limited (since 2010). His special responsibilities include membership of the Audit Committee and the Nomination & Remuneration Committee. Mr Kennedy brings to the Board his expertise in finance and management consultancy and extensive experience as chairman and non-executive director of a range of listed public companies including in the resources sector. Mr Kennedy leads the development of strategies for the development and future growth of the Company.

Reginald George Nelson *Non-Executive Director - BSc, Hon Life Member Society of Exploration Geophysicists, FAusIMM, FAICD.*

Mr Nelson joined Ramelius Resources Limited as a non-executive director on 1 November 1995. He has had a career spanning four decades as an exploration geophysicist in the minerals and petroleum industries. He was chairman of the peak industry organisation, the Australian Petroleum Production and Exploration Association (APPEA) from 2004 to 2006 and remains a member of its Council. He is a former Chairman of the Nevoria Gold Mine Joint Venture in Western Australia. He has broad experience in gold exploration and mining operations in Western Australia, the Northern Territory and South Australia. He is also a director of ASX listed companies, Beach Energy Limited (since 1992), Monax Mining Ltd (since 2004), Marmota Energy Limited (since 2007) and Sundance Energy Limited (since 2010). His special responsibilities include Chairmanship of the Audit Committee and the Nomination & Remuneration Committee. Mr Nelson's contribution to the Board is his wide technical expertise and knowledge of the mining industry and corporate matters.

Ian James Gordon *Executive Director and Chief Executive Officer - B.Com, MAICD.*

Mr Gordon joined Ramelius Resources Limited as an executive director on 18 October 2007. He has more than 20 years experience in the resources industry in gold, diamonds and base metals. He has held management positions with Rio Tinto Exploration Pty Ltd, Gold Fields Australia Pty Ltd and Delta Gold Limited. He was a director of ASX listed company, Glengarry Resources Limited (2004 to 2005). His special responsibilities relate to directing the exploration program and development of the Wattle Dam gold mine. Mr Gordon's contribution to the Board is his broad experience in gold exploration and mining operations in Australia and knowledge of industry issues is directed towards expanding and strengthening the future growth of the Company.

Joseph Fred Houldsworth *Non-Executive Director*

Mr Houldsworth joined Ramelius Resources Limited as an executive director on 18 February 2002 and was Managing Director and Chief Executive Officer until 31 July 2009. He has extensive practical experience in the resources industry having worked in the mining and exploration industry for more than 30 years at both operational and management levels primarily in the Western Australian Goldfields. He was instrumental in turning around the troubled Nevoria Gold Mine in 1993 and is a former consultant for 10 years to insolvency specialists on both mining and exploration. Mr Houldsworth's contribution to the Board is his considerable experience and knowledge of the mining industry and as the former chief executive of the company as well as his background in asset management for various mining entities.

Corporate Governance Statement



Kevin James Lines *Non-Executive Director - BSc (Geology), MAusIMM.*

Mr Lines joined Ramelius Resources Limited as a non-executive director on 9 April 2008. He has over 25 years experience in mineral exploration and mining for gold, copper, lead, zinc and tin. He has held senior geological management positions with Newmont Australia Limited, Normandy Mining Limited and the CRA group of companies. He was the foundation Chief Geologist at Kalgoorlie Consolidated Gold Mines where he led the team that developed the ore-body models and geological systems for the Super-Pit Operations in Kalgoorlie, managed the Eastern Australian Exploration Division of Newmont Australia that included responsibility for the expansive tenement holdings of the Tanami region. He is also managing director of ASX listed company, ERO Mining Limited (since 2006). Mr Line's contribution to the Board is his extensive experience in the assessment and evaluation of exploration projects and development of properties and mining operations overseas.

B13. The Company held 35 meetings of directors (including committees of directors) during the financial year. The number of directors' meetings and number of meetings attended by each of the directors of the Company (including committees of directors) during the financial year were as follows:

	Directors' Meetings		Audit Committee Meetings		Nomination & Remuneration Committee Meetings		Due Diligence Committee Meetings	
	Number Eligible to attend	Number Attended	Number Eligible to attend	Number Attended	Number Eligible to attend	Number Attended	Number Eligible to attend	Number Attended
Director								
Robert Michael Kennedy ²	26	26	2	2	2	2	-	-
Reginald George Nelson ²	26	25	2	2	2	2	-	-
Joseph Fred Houldsworth ^{1, 2}	26	25	-	-	-	-	-	-
Ian James Gordon ¹	26	26	-	-	-	-	5	5
Kevin James Lines ¹	26	26	-	-	-	-	5	5

¹ Messrs Houldsworth, Gordon and Lines are not members of the Audit Committee or the Nomination & Remuneration Committee.

² Messrs Kennedy, Nelson and Houldsworth are not members of the Due Diligence Committee.

Corporate Governance Statement



- B14. The composition of the Board currently consists of five directors, Mr RM Kennedy (Chairman), Mr RG Nelson, Mr JF Houldsworth, Mr KJ Lines and Mr IJ Gordon. Apart from Mr Gordon (Chief Executive Officer), all other directors including the Chairman, are non-executives. Although the composition of the Board is comprised of a majority of non-executive directors, the majority of the Board is however not regarded as meeting the criteria of being independent because two of the non-executive directors (Messrs Kennedy and Nelson) are officers of a substantial shareholder of the Company and Mr Houldsworth was Managing Director until July 2009. One director (Mr Lines) meets the independent director criteria contained in ASXCGC best practice recommendation 2.1. Notwithstanding the criteria set out in best practice recommendation 2.1, the Board considers that all non-executive directors act independent from any conflict of interest and in the best interests of stakeholders because all directors are required to disclose any conflict or material interest in any matter being considered by the Board in accordance with the provisions of Section 191 of the Corporations Act.
- B15. Mr Kennedy's role as Chairman of the Board is separate from that of the Managing Director/Chief Executive Officer, Mr Houldsworth (until 31 July 2009)/Mr Gordon (since 1 August 2009) who is responsible for the day to day management of the Company and is in compliance with the ASXCGC best practice recommendation 2.3 that these roles not be exercised by the same individual.
- B16. The Company's constitution specifies the number of directors must be at least three and at most ten. The Board may at any time appoint a director to fill a casual vacancy. Directors appointed by the Board are subject to election by shareholders at the following annual general meeting and thereafter directors (other than the Managing Director) are subject to re-election at least every two years. The tenure for executive directors is linked to their holding of executive office.
- B17. Formal deeds were entered into by the Company with directors whereby all directors are entitled to take such legal advice as they require at any time and from time to time on any matter concerning or in relation to their rights, duties and obligations as directors in relation to the affairs of the Company.
- B18. The Board Charter details the roles of the Chairman and Managing Director/Chief Executive Officer as follows.

Role of the Chairman

- B19. The role of Chairman is non-executive and central to the effective corporate governance of the Company. The Chairman leads the Board and General Meetings of the Company and is instrumental in ensuring effective communications exist between the Board of Directors and senior management. The Chairman is also responsible for the following:
- Ensuring the Company has an effective Board and that there are appropriate procedures in place to evaluate the performance of the Board as a whole, its individual directors and committees;
 - Ensuring that meetings of the Board are conducted efficiently and effectively and that the quality of agenda and Board papers properly inform directors on the operations of the Company so as to facilitate effective review, analysis, discussion and decision making by directors;
 - Promoting high standards of integrity and ethics;
 - Establishing and maintaining a close working relationship with the Managing Director/Chief Executive Officer and providing ongoing support and advice;
 - Overseeing communications with shareholders and other key stakeholders and representing the Board of Directors as required.

Corporate Governance Statement



Role of the Managing Director/Chief Executive Officer

B20. The role of the Managing Director/Chief Executive Officer is separate from the Chairman and is appointed by the non-executive directors of the Board. The responsibilities of the Managing Director/Chief Executive Officer include the following:

- Recommending strategic directions and implementing business plans approved by the Board;
- Managing the day to day operations of the Company including its financial, physical and human resources;
- Developing and implementing risk management procedures;
- Developing and implementing internal control and regulatory compliance policies and procedures;
- Providing timely, accurate and relevant information to the Board.

Principle 3 – Promote ethical and responsible decision making

Ethical standards

B21. The Company aims to a high standard of corporate governance and ethical conduct by directors and employees.

B22. The Company has a Policy Manual which contains a code of conduct that provides guidance to employees regarding expected standards of behaviour, ethics and integrity as a condition of their employment.

B23. The Company's code of conduct requires Directors and officers to:

- act in good faith and in the best interests of the Company;
- exercise care and diligence that a reasonable person in that role would exercise;
- exercise their powers in good faith for a proper purpose and in the best interests of the Company;
- not improperly use their position or information obtained through their position to gain a personal advantage or for the advantage of another person to the detriment of the Company;
- disclose material personal interests and avoid actual or potential conflicts of interests;
- keep themselves informed of relevant Company matters;
- keep confidential the business of all directors meetings; and
- observe and support the Board's Corporate Governance practices and procedures.

B24. All directors have signed deeds with the Company which require them to provide the Company with details of all securities registered in the director's name or an entity in which the director has a relevant interest within the meaning of section 9 of the Corporations Act 2001 and details of all contracts, other than contracts to which the Company is a party to which the director is a party or under which the director is entitled to a benefit, and that confer a right to call for or deliver shares in the Company and the nature of the director's interest under the contract.

B25. Directors are required to disclose to the Board any material contract in which they may have an interest. In accordance with Section 195 of the Corporations Act 2001, a director having a material personal interest in any matter to be dealt with by the Board, will not be present when that matter is considered by the Board and will not vote on that matter.

Corporate Governance Statement



Trading in the Company's Securities

- B26. The Company has a policy whereby directors, officers and employees are not permitted to trade in securities of the Company at any time whilst in possession of price sensitive information not readily available to the market. Section 1043A of the Corporations Act 2001 also prohibits the acquisition and disposal of securities where a person possesses information that is not generally available and which may reasonably be expected to have a material effect on the price of the securities if the information was generally available.
- B27. In addition the Board has approved a formal policy regarding notification of Directors' interests in securities of the Company and contracts.

Principle 4 – Safeguard integrity in financial reporting

CEO/CFO declarations on financial reports

- B28. The Chief Executive Officer and Chief Financial Officer are required to provide written declarations to the Board stating that in their opinions the Company's annual financial reports present a true and fair view, in all material respects, of the Company's financial position and financial performance are in accordance with relevant accounting standards.

Audit Committee

- B29. Ramelius is not a Company required by ASX Listing Rule 12.7 to have an Audit Committee during the year although it is a best practice recommendation of the ASXCGC. Notwithstanding the Listing Rule requirement, the Company has established an Audit Committee in accordance with ASXCGC best practice recommendation 4.1 to oversee the Company's internal controls, ethical standards, financial reporting, and external accounting and compliance procedures.
- B30. The Board has adopted a formal Charter for the Audit Committee in accordance with ASXCGC best practice recommendation 4.3. The Charter details the Audit Committee's role and responsibilities, composition and membership requirements. The role of the Chairman of the Audit Committee is also detailed in the Charter.
- B31. The Audit Committee is generally responsible for the integrity of the Company's financial reporting and overseeing the performance and independence of the external auditor.
- B32. Members of the Audit Committee have full rights to access all information and records of the Company and to discuss any matter with the external auditor and senior management. The Committee also has the right to seek external professional advice at the cost of the Company.
- B33. The Audit Committee's responsibilities are as follows:
- Overseeing establishment, maintenance and reviewing the effectiveness of the Company's internal control and ensuring efficacy and efficiency of operations, reliability of financial reporting and compliance with applicable Accounting Standards, Regulations and ASX Listing Rules;
 - Reviewing, assessing and making recommendations to the Board on the annual and half year financial reports and other financial information or formal announcements published or released by the Company;
 - Assessing and ensuring that any significant transactions and related party dealings are properly recognised, recorded and disclosed in the Company's financial reports;
 - Obtaining and reviewing statements from the Chief Executive Officer and Chief Financial Officer expressing opinions on whether the Company's financial records have been properly maintained and whether financial statements comply with accounting standards and present a true and fair view;

Corporate Governance Statement



- Reviewing the effectiveness of the Company's risk management and internal compliance systems;
- Approving and monitoring appropriate policies, procedures, codes of conduct and ethical standards for directors and employees and receiving and assessing management reports on any deficiencies or weaknesses that may arise;
- Liaising and discussing any relevant issues with the Chief Executive Officer and Chief Financial Officer;
- Assessing the scope of the annual audit and half year review, ensuring emphasis is placed on any areas requiring special attention;
- Liaising with and reviewing all reports of the external auditor including audit reports, management letters and independence declarations;
- Reviewing performance and assessing independence of the external auditor having regard for the provision of any non audit services and where necessary, making recommendations relating to audit fees, selection process, appointment, and removal of the Company's external auditor;
- Obtaining and reviewing statements confirming the external auditor's independence;
- Reviewing and monitoring management's response to any significant external auditor findings and recommendations;
- Reporting generally to the Board on the activities of the Committee and making any necessary recommendations relating to areas of improvement;
- Reviewing the contents of statements to be included in the annual report on the activities of the Committee;
- Ensuring effective communication and reporting of the role of the Committee to shareholders and other key stakeholders of the Company;
- Reviewing and assessing annually the performance of the Committee and the adequacy of this Charter.

B34. The Audit Committee currently consists of the two non-executive Board directors, Messrs Kennedy & Nelson, and is chaired by Mr Nelson. Mr Kennedy is a qualified Chartered Accountant. Details of these directors' qualifications and attendance at meetings are set out in the Directors' Report section of this report. The Audit Committee currently consist of less than three members and does not have a majority of independent directors including an independent Chairman. The members of the Committee are not regarded as being independent according to the criteria set out in the ASXCGC best practice recommendations because they are officers of a substantial shareholder of the Company. Notwithstanding the criteria set out in best practice recommendation 2.1 regarding independence, the Board considers that all members of the Committee act independent from any conflict of interest and in the best interests of stakeholders because all directors are required to disclose any conflict or material interest in any matter being considered by the Committee in accordance with the provisions of Section 191 of the Corporations Act. Nevertheless, notwithstanding that the Company is not required to have an Audit Committee by ASX Listing Rule 12.7, the Audit Committee established by the Board is in partial compliance with ASXCGC best practice recommendation 4.2 in that it consists of only non-executive directors with a Chairman who is not the Chairman of the Board. The Board considers the current composition of the Audit Committee is appropriate given the current composition and size of the Board of Directors.

B35. The role of Chairman is non-executive and central to the effectiveness of the Audit Committee and its contribution to the Board's overall responsibility for the Corporate Governance of the Company. The Chairman leads the Committee and its meetings and is instrumental in ensuring effective communications exist between the Committee and the Board of Directors, senior management and external auditor. The Chairman is also responsible for the following:

Corporate Governance Statement



- Ensuring the Audit Committee has appropriate procedures in place to evaluate the performance and effectiveness of the Committee as a whole and its individual Members;
 - Ensuring that meetings of the Audit Committee are conducted efficiently and effectively and that the quality of agendas and papers properly inform Members on matters before the Committee that facilitates effective review, analysis, discussion and decision making by Members of the Committee;
 - Promoting high standards of integrity and ethics;
 - Maintaining a close working relationship with the Managing Director/Chief Executive Officer, senior management and external auditor so as to facilitate an effective flow of relevant and appropriate information to the Committee;
 - Ensuring that the Board is kept informed on all matters relating to the activities of the Committee and overseeing any communications concerning its activities with shareholders and other key stakeholders.
- B36. The Committee meets at least two times per annum and reports to the Board. The Managing Director/Chief Executive Officer, Chief Financial Officer and external auditor may by invitation attend meetings at the discretion of the Committee.

Principle 5 – Making timely and balanced disclosure

Continuous Disclosure

- B37. The Company operates under the continuous disclosure requirements of the ASX Listing Rules and ensures that all information which may be expected to affect the value of the Company's securities or influence investment decisions is released to the market in order that all investors have equal and timely access to material information concerning the Company. The information is made publicly available on the Company's website following release to the ASX.
- B38. Although the Company has a procedure in place to promote timely disclosure of material information, proper vetting and authorisation of announcements that are factual and properly presented, such procedures have only been summarised and not formally documented in detail. The Board does not consider this to have impeded compliance with the continuous compliance requirements of the ASX Listing Rules given the size of the Company.

Principle 6 – Respect the rights of shareholders

The Role of Shareholders

- B39. The Board aims to ensure that shareholders are informed of all major developments affecting the Company's state of affairs. In accordance with the ASXCGC best practice recommendation 6.1, information is communicated to shareholders as follows:
- the annual financial report which includes relevant information about the operations of the Company during the year, changes in the state of affairs of the entity and details of future developments, in addition to the other disclosures required by the Corporations Act 2001;
 - the half yearly financial report lodged with the Australian Securities Exchange and thereby the Australian Securities and Investments Commission and sent to all shareholders who request it;

Corporate Governance Statement



- notifications relating to any proposed major changes in the Company which may impact on share ownership rights that are submitted to a vote of shareholders;
- notices of all meetings of shareholders;
- publicly released documents including full text of notices of meetings and explanatory material made available on the Company's internet web-site at www.rameliusresources.com.au and sent by email to shareholders who request to receive such information electronically; and
- disclosure of the Company's Corporate Governance practices and communications strategy on the entity's internet web-site.

B40. The Board encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the Company's strategy and goals. Important issues are presented to the shareholders as single resolutions. In accordance with ASXCGC best practice recommendations, the external auditor of the Company is also invited to the Annual General Meeting of shareholders and is available to answer any questions concerning the conduct, preparation and content of the auditor's report. Pursuant to section 249K of the Corporations Act 2001 the external auditor is provided with a copy of the notice of meeting and related communications received by shareholders.

Principle 7 – Recognise and manage risks

Risk Assessment and Management

- B41. The Board recognises that there are inherent risks associated with the Company's operations including mineral exploration and mining, environmental, title and native title, legal and other operational risks. The Board endeavours to mitigate such risks by continually reviewing the activities of the Company in order to identify key business and operational risks and ensuring that they are appropriately assessed and managed. The Board of Directors believe that consistent with the operations of the Company, its key stakeholders, principally shareholders, are willing to accept a higher level of risk than may otherwise be expected with other listed companies in return for higher potential rewards. Nevertheless, the Directors consider that there is value in formalising a process for monitoring material business risks in order to assist it with its overall responsibility for mitigating such risks.
- B42. The Board has approved a policy manual the contents of which assists with risk mitigation, oversight and management. However the Board has not to date requested management to formally design and implement a risk management and internal control system to manage the entity's material business risks because the Board considers the size of the Company renders the costs associated with this to be prohibitive. Consequently management does not currently report to the Board against a formal risk management and internal control system. Notwithstanding this, the Company has during the year held a risk review and developed a risk register.
- B43. Although the Board recognises its ultimate responsibility for risk management and oversight, in discharging its duties, considerable reliance is placed on information provided by management to mitigate material business risks. Ramelius does not have a separate Risk Management Committee as the Directors do not consider this would be efficient given the size of the Board and in view of the size of the Company and the environment in which it operates. Instead Directors prefer to proactively and continually assess all material business risks as part of the Board's overall decision making process. Whilst every effort is made by Directors to weigh up

Corporate Governance Statement



material business risks against potential rewards in their decision making process, the Board acknowledges that no process can guarantee elimination of potential material loss.

- B44. The Chief Executive Officer and Chief Financial Officer are required to declare to the Board in writing that the financial records of the Company for the financial year have been properly maintained in accordance with Section 286 of the Corporations Act 2001. The financial statements and associated notes comply in all material respects with the accounting standards as required by Section 296 of the Corporations Act 2001; and the financial statements and associated notes give a true and fair view, in all material respects, of the financial position as at balance date and performance of the Company for the year as required by Section 297 of the Corporations Act 2001. The declarations were provided to the Board in respect of the 2010 financial year. However these officers are not presently required to state in writing that the integrity of the financial statements are based on a sound system of risk management and internal control because the Board considers the size of the Company renders the costs of implementing such systems and controls prohibitive.

Principle 8 – Remunerate fairly and responsibly

Remuneration Policy

- B45. In accordance with ASXCGC best practice recommendations, the Company's remuneration practices are set out as follows:

Remuneration Practices

- B46. The Company's policy for determining the nature and amounts of emoluments of Board members and Key Management Personnel of the Company is as follows.
- B47. The Company's Constitution specifies that the total amount of remuneration of non-executive Directors shall be fixed from time to time by a general meeting. The current maximum aggregate remuneration of non-executive Directors has been set at \$450,000 per annum. Directors may apportion any amount up to this maximum amount amongst the non-executive directors as they determine. Directors are also entitled to be paid reasonable travelling, accommodation and other expenses incurred in performing their duties as Directors. The remuneration of the Managing Director/Chief Executive Officer is determined by the non-executive Directors on the Nomination and Remuneration Committee and approved by the Board as part of the terms and conditions of his employment which are subject to review from time to time. The remuneration of other executive officers and employees is determined by the Managing Director/Chief Executive Officer subject to the approval of the Board.
- B48. Non-executive director remuneration is by way of fees and statutory superannuation contributions. Non-executive Directors do not participate in schemes designed for remuneration of executives nor do they receive options or bonus payments and are not provided with retirement benefits other than salary sacrifice and statutory superannuation.

Corporate Governance Statement



- B49. The Company's remuneration structure is based on a number of factors including the particular experience and performance of the individual in meeting key objectives of the Company. The Nomination and Remuneration Committee is responsible for assessing relevant employment market conditions and achieving the overall, long term objective of maximising shareholder benefits, through the retention of high quality personnel. In August 2008, a Nomination and Remuneration Committee was established to assist the Board by overseeing remuneration policies and make recommendations to the Board. The Company may also engage external consultants to advise on remuneration policy and to benchmark remuneration of senior executives against comparable entities so as to ensure that remuneration packages are consistent with the market and are appropriate for the organisation.
- B50. All key management personnel receive a base salary based on factors such as experience, length of service, superannuation and performance incentives. Performance incentives are generally paid once predetermined key performance indicators have been met. Key management personnel receive a statutory superannuation guarantee contribution, however do not receive any other form of retirement benefits. Individuals may elect to salary sacrifice part of their salary to increase payments towards superannuation. On retirement, key management personnel are paid employee benefit entitlements accrued to the date of retirement.
- B51. To date, the Company has not emphasised payment for results through the provision of cash bonus schemes or other incentive payments based on key performance indicators. However the Nomination and Remuneration Committee may recommend to the Board the payment of cash bonuses from time to time in order to reward individual executive performance in achieving key objectives as considered appropriate by the Nomination and Remuneration Committee. Cash bonuses paid during the financial year are disclosed in the Remuneration Report.
- B52. All remuneration paid to key management personnel is valued at the cost to the Company and expensed.

Employee Incentive Plan

- B53. The Company has an Employee Share Acquisition Plan and a Performance Rights Plan which have been approved by shareholders in November 2007. The Share Acquisition Plan enables the Board to offer eligible employees as a long-term incentive, ordinary fully paid shares in the Company and in accordance with the terms of the Plan, shares may be offered at no consideration unless the Board determines that market value or some other value is appropriate. Any consideration may be by way of interest free loans repayable in accordance with the terms and conditions of the Plan. The Performance Rights Plan enables the Board to grant Performance Rights (being entitlements to shares in the Company that are subject to satisfaction of vesting conditions) to selected key senior executives as a long-term incentive as determined by the Board in accordance with the terms and conditions of the Plan.
- B54. The objective of the Share Acquisition Plan is to align the interests of employees and shareholders by providing employees of the Company with the opportunity to participate in the equity of the Company as an incentive to achieve greater success and profitability for the Company and to maximise the long-term performance of the Company. The objective of the Performance Rights Plan is to provide selected senior executives the opportunity to participate in the equity of the Company through the issue of Performance Rights as a long-term incentive that is aligned to the long-term interests of shareholders.
- B55. During the year ended 30 June 2010 no shares were issued to employees under the Employee Share Acquisition Plan or Performance Rights Plan.

Corporate Governance Statement



Performance Based Remuneration

- B56. Key Management Personnel receive performance based remuneration as considered appropriate by the Nomination and Remuneration Committee and the Board. The intention of this remuneration is to facilitate goal congruence between Key Management Personnel with that of the business and shareholders.
- B57. The remuneration policy of the Company has been tailored to increase goal congruence between shareholders, directors and senior executives. Two methods have been used to achieve this aim.
- B58. The first method was the issue of options to Key Management Personnel. During the 2008 financial year a total of 800,000 options (each exercisable at \$1.90 by 30 June 2009) with a fair value of \$272,000 were issued to certain Key Management Personnel. These options were not exercised and lapsed at expiry. No options were issued to Key Management Personnel during the 2010 financial year.
- B59. The second method was through a Performance Rights Plan based on Key Performance Indicators ("KPI's") set by the Board. The KPI conditions attached to the Performance Rights Plan include a vesting period of three years from grant date (7 April 2008) and a requirement for the Company's share price to be within the top 40% comparator group of companies as set by the Board. The Companies in the comparator group are as follows.

Avoca Resources Limited	Dioro Exploration NL
Alkane Resources Limited	Gryphon Minerals Limited
Apex Minerals NL	Integra Mining Limited
Barra Resources Limited	Monarch Gold Mining Company Limited
Bendigo Mining Limited	Norton Gold Fields Limited
Carrick Gold Limited	Silver Lake Resources Limited
Citigold Corporation Limited	Tanami Gold NL
Crescent Gold Limited	Troy Resources NL

- B60. During the 2008 financial year a total of 900,000 Performance Rights with a fair value of \$576,000 were granted under the Performance Rights Plan to selected Key Management Personnel. No Performance Rights were granted during the 2010 financial year. These Rights are recognised on a pro-rata basis over the vesting period. Any Rights that do not vest on the vesting date will lapse. The Rights are subject to performance conditions which are to be tested in future financial periods.
- B61. The employment conditions of Executive Directors including the Chief Executive Officer and Key Management Personnel are formalised in contracts of employment. During the year a new employment contract for the Chief Executive Officer was entered into. The contracts have no fixed term with 3 months and 6 months notice of termination by the executive and Company respectively. Generally, employment contracts of senior executives enable the Company to terminate the contracts without cause by providing written notice or making a termination payment in lieu of notice including a minimum termination payment as provided for under the contracts. However any such termination payments to officers of the Company are subject to the requirements of ASX Listing Rule 10.19, and in the event that the value of termination benefits to be paid and the value of all other termination benefits that are or may be payable to all officers of the Company together exceed 5% of the equity interests of the Company as set out in the latest accounts given to the ASX, the payment shall be pro-rata based on the maximum total termination benefits allowable under ASX Listing Rule 10.19.

Corporate Governance Statement



Termination payments are not generally payable on resignation or dismissal for serious misconduct. Any performance rights or options not vested or exercised before the date of termination will lapse.

- B62. Details of Directors' and executives/officers' remuneration, superannuation and retirement payments are set out in the Remuneration Report section of the Directors' Report.
- B63. In August 2008 the Board established a Remuneration Committee to deal with executive performance, remuneration, recruitment, retention and termination policies for senior management and incentive schemes. In August 2009 the committee was renamed the Nomination and Remuneration Committee.
- B64. The Nomination and Remuneration Committee currently consists of two non-executive Board directors, Messrs Kennedy & Nelson, and is chaired by Mr Nelson. Details of these directors' qualifications and attendance at meetings are set out in the Directors' Report section of this report. The Board considers the current composition of the Nomination and Remuneration Committee is appropriate given the current composition and size of the Board of Directors.

Products Limiting Risk

- B65. The Company has a policy that Directors should not engage in hedge contracts over securities of the Company.

Corporate Governance Statements

- B66. Corporate governance statements relating to the following matters are publicly available from the Company's website at www.rameliusresources.com.au

- Functions and responsibilities of the Board, Chairman & Managing Director/Chief Executive Officer;
- Board Charter;
- Audit Committee Charter;
- Nomination and Remuneration Committee Charter;
- Code of Conduct;
- Trading Policy;
- Continuous Disclosure;
- Risk oversight and management;
- Products limiting risk.

Glossary of Terms



ADSORPTION - The attraction of molecules (of gold) in solution to the surface of solid bodies (carbon).

AEROMAGNETICS - A geophysical technique measuring changes in the earth's magnetic field from an airborne craft.

AIRCORE - A method of rotary drilling whereby rock chips are recovered by air flow returning inside the drill rods rather than outside, thereby providing usually reliable samples.

ANOMALOUS - A departure from the expected norm. In mineral exploration this term is generally applied to either geochemical or geophysical values higher or lower than the norm.

ARCHAEAN - The oldest rocks of the Earth's crust – older than 2,400 million years.

AURIFEROUS Gold bearing material

AUGER - A screw-like boring or drilling tool for use in clay or soft sediments.

AS - Arsenic

ASX - The Australian Securities Exchange Limited (ACN 008 629 691)

AU - Gold

AZ - Azimuth, a surveying term, the angle of horizontal difference, measured clockwise, of a bearing from a standard direction, as from north.

BASE METAL - Non precious metal, usually referring to copper, zinc and lead.

BCM - Bank Cubic Metre. Usually refers to the volume of waste measured in situ.

BERM - A horizontal bench left in the wall of an open pit to provide stability to the wall.

BIOTITE - A mineral of the mica group widely distributed in a variety of rock types.

CALCRETE - Soil and superficial material cemented by calcium carbonate.

CARBONATE - A common mineral type consisting of carbonates of calcium, iron, and/or magnesium.

CHLORITE - A representative of a group of micaceous greenish minerals which are common in low grade schists and is also a common mineral associated with hydrothermal ore deposits.

CIL CIRCUIT - That part of the gold treatment plant where gold is dissolved from the pulverised rock and subsequently adsorbed onto carbon particles from which the gold is ultimately recovered.

COMPANY - Ramelius Resources Limited (ACN 001 717 540)

COSTEAN - A trench dug through soil to expose the bedrock.

CU - Copper.

CUT - A term used when referring to average assays where the grade of a particularly high-grade interval is reduced to a lesser value.

DISSEMINATED - Usually referring to minerals of economic interest scattered or diffused through out the host rock.

DIP - The angle at which rock stratum or structure is inclined from the horizontal.

DYKE - Tabular igneous intrusive cutting the bedding or planar features in the country rock.

EL - Exploration Licence.

ELA - Exploration Licence application.

EM - Electromagnetic, a geophysical technique used to detect conductive material in the earth.

EOH - End of Hole.

FAULT - A fracture in rocks along which rocks on one side have been moved relative to the rocks on the other.

F.C.I. - Free carried interest.

FELSIC - Light coloured rock containing an abundance of any of the following: - feldspars, feldspathoids and silica.

FERRUGINOUS - Containing iron.

FLITCH - A Mining Term for the different levels in an open pit.

GEOCHEMICAL EXPLORATION - Used in this report to describe a prospecting technique, which measures the content of certain metals in soils and rocks and defines anomalies for further testing.

GEOPHYSICAL EXPLORATION - The exploration of an area in which physical properties (eg. Resistivity, gravity, conductivity and magnetic properties) unique to the rocks in the area quantitatively measured by one or more geophysical methods.

Glossary of Terms



g/cc - grams per cubic centimetre

G.I.C. - Gold in circuit

g/t - grams per tonne

GOSSAN - The oxidised, near surface part of underlying primary sulphide minerals.

GROSS GOLD ROYALTY - A royalty payment based on the total amount of product (gold) produced.

GRADE - g/t – grams per tonne, ppb – part per billion, ppm – parts per million.

GRATICULAR BLOCK - With respect to Exploration Licences, that area of land contained within one minute of Latitude and one minute of Longitude.

GRAVITY CIRCUIT - Part of the Gold Treatment Plant where gold particles are accumulated by virtue of their density.

GSWA - The Geological Survey of Western Australia.

ha - Hectare

Hg - Mercury

JORC - The Australasian Code for Reporting of Mineral Resources and Ore Reserves

km - kilometre

KOMATIITE - An ultramafic rock with high magnesium content extruded from a volcano.

LAG - A residual deposit remaining after finer particles have been blown away by wind.

LATERITE - Highly weathered residual material rich in secondary oxides or iron and/or aluminium.

LEACHWELL - An analytical method.

LODE DEPOSIT - A vein or other tabular mineral deposit with distinct boundaries.

MASSIVE - Large in mass, having no stratification. Homogeneous structure.

MINERALISED - Rock impregnated with minerals of economic importance.

M TONNES - million tonnes

M - metre

ML - Mining Lease.

MLA - Mining Lease Application.

NATIVE TITLE - Native Title is the recognition in Australian law of indigenous Australian's rights and interests in land and waters according to their own traditional laws and customs. In June 1992, the High Court of Australia, in the case of *Mabo v Queensland (1992) 175 Commonwealth Law Reports 1*, overturned the idea that the Australian continent belonged to no one at the time of European's arrival. It recognised for the first time that indigenous Australians may continue to hold native title. Indigenous Australians may now make native title claimant applications seeking recognition under Australian law of their native title rights.

NATIVE TITLE TRIBUNAL - The Native Title Tribunal set up under the Native Title Act 1993.

Ni - Nickel.

OPEN PIT - A mine excavation produced by quarrying or other surface earth-moving equipment.

ORE GRADE - The grade of material that can be (or has been) mined and treated for an economic return.

OVERCALL - Refers to more metal (gold) being recovered than anticipated.

OXIDISED - Near surface decomposition by exposure to the atmosphere and groundwater, compare to weathering.

oz - Troy ounces = 31.103477 grams

Pb - Lead

PEDOGENIC - The development of soil.

PENTLANDITE - An important ore of nickel ($(\text{FeNi})_9\text{S}_8$)

PETROLOGICAL - Pertains to a study of the origin, distribution, structure and history of rocks.

PERCUSSION DRILLING - Method of drilling where rock is broken by the hammering action of a bit and the cuttings are carried to the surface by pressurised air returning outside the drill pipe.

Pd - Palladium.

Glossary of Terms



PL - Prospecting Licence.

PLA - Prospecting Licence application

PORPHYRY - A felsic or sub volcanic rock with larger crystals set in a fine groundmass.

ppb - parts per billion

PRIMARY GOLD - Gold mineralisation that has not been subject to weathering processes, as opposed to Secondary Gold.

PROTEROZOIC - The Precambrian era after Archaean.

Pt - Platinum.

PYRITE - A common, pale bronze iron sulphide mineral.

PYRRHOTITE - An iron sulphide mineral.

QUARTZ - Mineral species composed of crystalline silica.

RAB DRILLING - Rotary Air Blast Drilling: Method of drilling in which the cuttings from the bit are carried to the surface by pressurised air returning outside the drill pipe. Most "RAB" drills are very mobile and designed for shallow, low-cost drilling of relatively soft rocks.

RC DRILLING - Reverse Circulation Drilling: A method of drilling whereby rock chips are recovered by air flow returning inside the drill rods rather than outside, thereby providing usually reliable samples.

REIDEL FAULT - A slip surface that develops during the early stage of shearing.

REGOLITH - A layer of fragmented and unconsolidated material that overlies or covers basement.

RESERVE - The mineable part of a resource to which a tonnage and grade has been assigned according to the JORC code.

RESOURCE - Mineralisation to which a tonnage and grade has been assigned according to the JORC code.

ROCK CHIP SAMPLE - A series of rock chips or fragments taken at regular intervals across a rock exposure.

Sb - Antimony

SECONDARY GOLD - Gold mineralisation that has been subject to and usually enriched by weathering processes.

SEDIMENTARY ROCKS - Rocks formed by deposition of particles carried by air, water or ice.

SHEAR ZONE - A generally linear zone of stress along which deformation has occurred by translation of one part of a rock body relative to another part.

SILICIFIED - Alteration of a rock by introduction of silica.

STRATIGRAPHY - The study of formation, composition and correlation of sedimentary rocks.

STRIKE - The direction of bearing of a bed or layer of rock in the horizontal plane.

SULPHIDES - Minerals consisting of a chemical combination of sulphur with a metal.

t - tonnes

TEM - Transient Electromagnetic, a geophysical technique used to detect conductive material in the earth.

TOLL TREATMENT - The treatment of ores where payment is made to the operator of the treatment plant according to the amount of material being treated.

TONNE - 32,125 Troy ounces.

OZ - Troy ounce = 31.103477 grams

TREMOLITE - A pale coloured amphibole mineral.

ULTRAMAFIC - An igneous rock comprised chiefly of mafic minerals.

UNCUT - A term used when referring to average assays where the grade of a particularly high-grade interval is not reduced to a lesser value.

VACUUM DRILLING - A method of rotary drilling where the drill cuttings are recovered inside the drill rods by a vacuum system.

Photographs and Diagrams

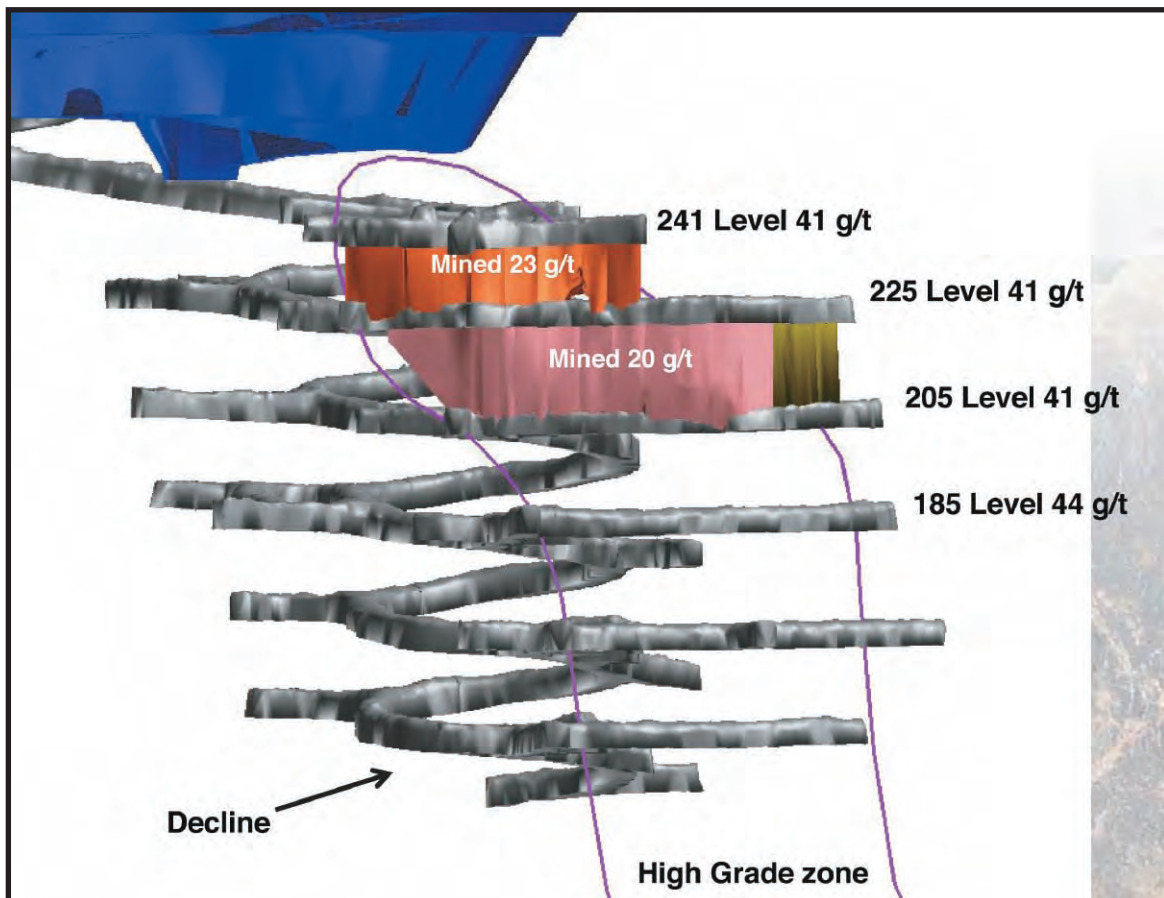
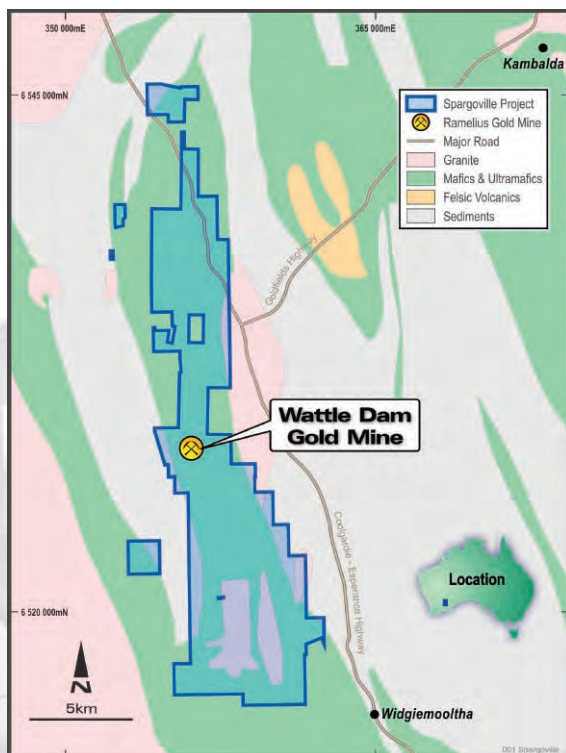


Figure 1 - Wattle Dam Underground Mine



(Left) **Figure 2**
Spargoville Project Location
including Wattle Dam Gold Mine

(Above)
Examining Wattle
Dam Diamond Core

Photographs and Diagrams

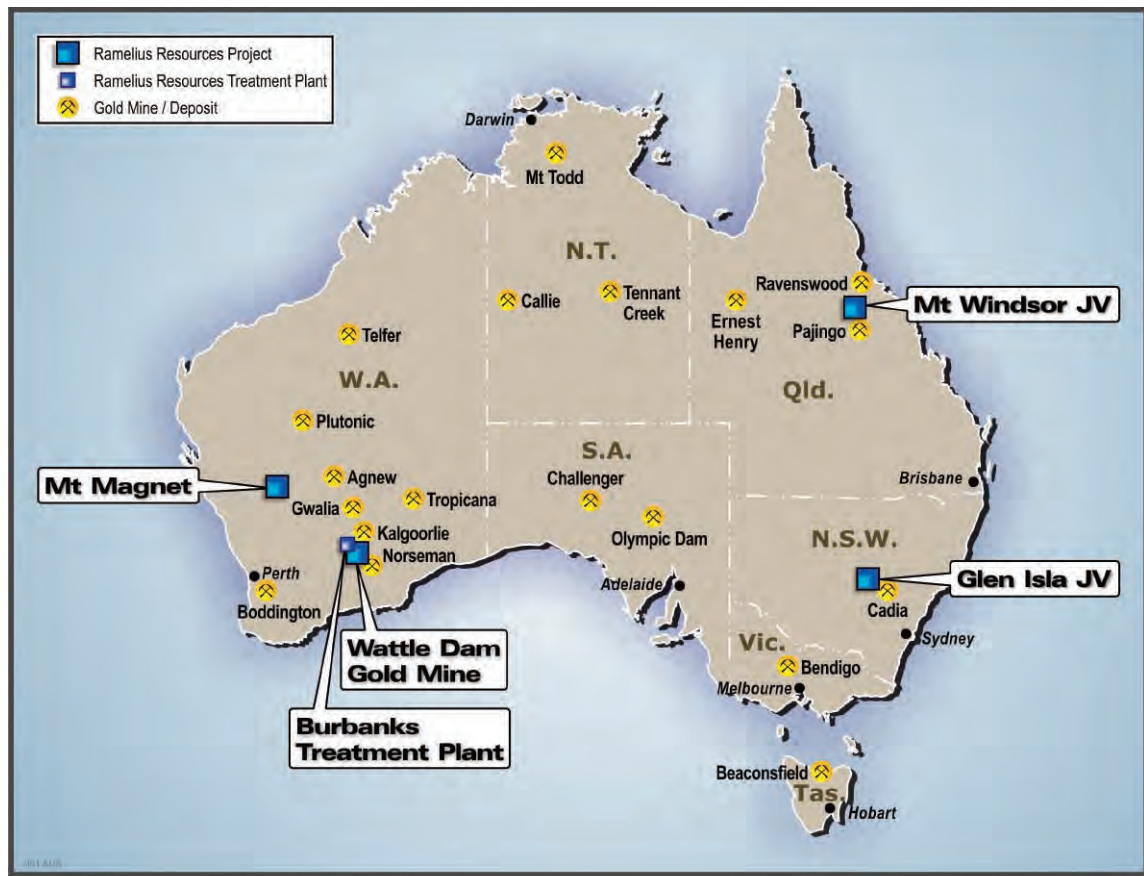


Figure 3 - Australian Project Locations

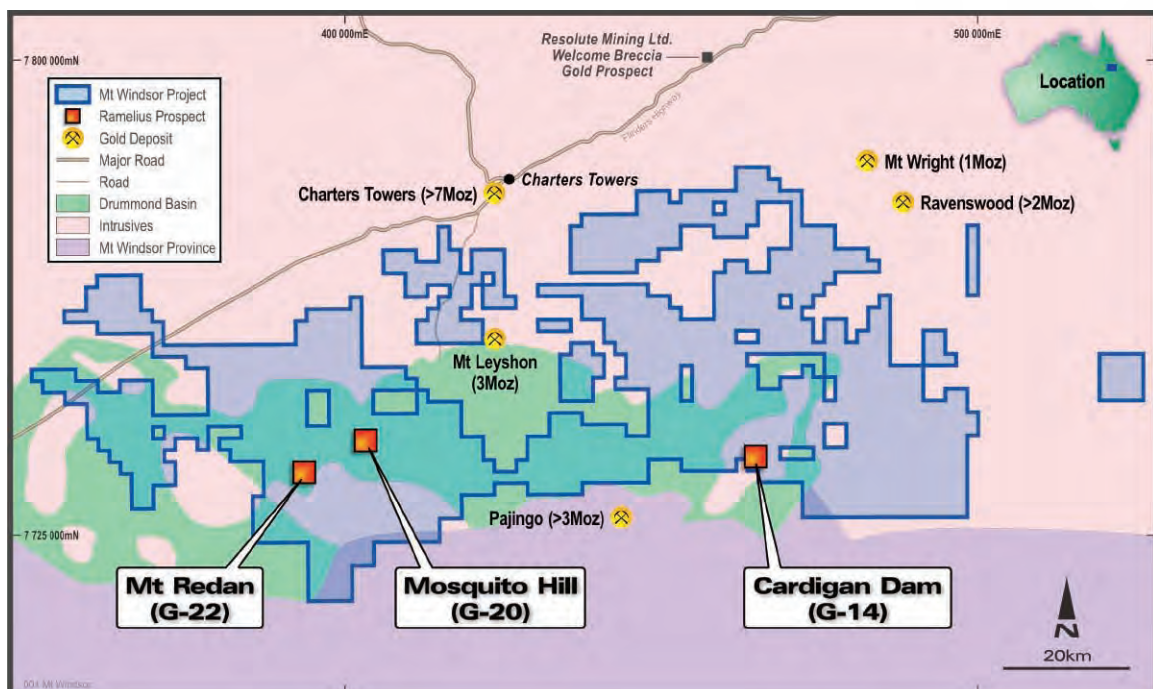


Figure 4 - Mt Windsor Prospect Locations

Photographs and Diagrams



Figure 5 - Nevada Project Locations

Photographs and Diagrams



Wattle Dam Underground Mining Operations



Haulage of Gold Ore from
Wattle Dam Underground Mine



Ramelius Resources Limited
Consolidated Entity

Annual Financial Report

30 June 2010

Directors' Report

Ramelius Resources Limited - Consolidated Entity Directors' Report

The directors present their report together with the financial report of Ramelius Resources Limited - Consolidated Entity ("the Group") for the year ended 30 June 2010 and the auditor's report thereon.

Directors

The directors of Ramelius Resources Limited ("the Company") at any time during or since the end of the financial year are as set out below. Details of directors' qualifications, experience, special responsibilities and interests in shares and options of the Company are as follows.

Robert Michael Kennedy *Non-Executive Chairman - ASAIT, Grad. Dip (Systems Analysis), FCA, ACIS, Life member AIM, FAICD.*

Mr Kennedy joined Ramelius Resources Limited on 1 November 1995 as a non-executive chairman. He is a chartered accountant and a consultant to Kennedy & Co, Chartered Accountants, a firm he founded. He is also a director of ASX listed companies Beach Energy Limited (since 1991), Flinders Mines Limited (since 2001), Maximus Resources Limited (since 2004), Monax Mining Ltd (since 2004), ERO Mining Limited (since 2006), Marmota Energy Limited (since 2007) and Somerton Energy Limited (since 2010). His special responsibilities include membership of the Audit Committee and the Nomination & Remuneration Committee. Mr Kennedy brings to the Board his expertise in finance and management consultancy and extensive experience as chairman and non-executive director of a range of listed public companies including in the resources sector. Mr Kennedy leads the development of strategies for the development and future growth of the Company.

Mr Kennedy has an interest in 7,729,572 shares but does not have an interest in any options of the Company.

Reginald George Nelson *Non-Executive Director - BSc, Hon Life Member Society of Exploration Geophysicists, FAusIMM, FAICD.*

Mr Nelson joined Ramelius Resources Limited as a non-executive director on 1 November 1995. He has had a career spanning four decades as an exploration geophysicist in the minerals and petroleum industries. He was chairman of the peak industry organisation, the Australian Petroleum Production and Exploration Association (APPEA) from 2004 to 2006 and remains a member of its Council. He is a former Chairman of the Nevoria Gold Mine Joint Venture in Western Australia. He has broad experience in gold exploration and mining operations in Western Australia, the Northern Territory and South Australia. He is also a director of ASX listed companies, Beach Energy Limited (since 1992), Monax Mining Ltd (since 2004), Marmota Energy Limited (since 2007) and Sundance Energy Limited (since 2010). His special responsibilities include Chairmanship of the Audit Committee and the Nomination & Remuneration Committee. Mr Nelson's contribution to the Board is his wide technical expertise and knowledge of the mining industry and corporate matters.

Mr Nelson has an interest in 5,331,984 shares but does not have an interest in any options of the Company.

Ian James Gordon *Executive Director and Chief Executive Officer - BCom, MAICD.*

Mr Gordon joined Ramelius Resources Limited as an executive director on 18 October 2007. He has more than 20 years experience in the resources industry in gold, diamonds and base metals. He has held management positions with Rio Tinto Exploration Pty Ltd, Gold Fields Australia Pty Ltd and Delta Gold Limited. He was a director of ASX listed company, Glengarry Resources Limited (2004 to 2005). His special responsibilities relate to directing the exploration program and development of the Wattle Dam gold mine. Mr Gordon's contribution to the Board is his broad experience in gold exploration and mining operations in Australia and knowledge of industry issues directed towards expanding and strengthening the future growth of the Company.

Mr Gordon has an interest in 14,979 shares but does not have an interest in any options of the Company.

Joseph Fred Houldsworth *Non-Executive Director*

Mr Houldsworth joined Ramelius Resources Limited as an executive director on 18 February 2002 and was Managing Director and Chief Executive Officer until 31 July 2009. He has extensive practical experience in the resources industry having worked in the mining and exploration industry for more than 30 years at both operational and management levels primarily in the Western Australian Goldfields. He was instrumental in turning around the troubled Nevoria Gold Mine in 1993 and is a former consultant for 10 years to insolvency specialists on both mining and exploration. Mr Houldsworth's contribution to the Board is his considerable experience and knowledge of the mining industry and as the former chief executive of the Company as well as his background in asset management for various mining entities. Mr Houldsworth has an interest in 4,124,710 shares but does not have an interest in any options of the Company.

Directors' Report



Ramelius Resources Limited - Consolidated Entity

Directors' Report (continued)

Kevin James Lines *Non-Executive Director - BSc (Geology), MAusIMM.*

Mr Lines joined Ramelius Resources Limited as a non-executive director on 9 April 2008. He has over 25 years experience in mineral exploration and mining for gold, copper, lead, zinc and tin. He has held senior geological management positions with Newmont Australia Limited, Normandy Mining Limited and the CRA group of companies. He was the foundation Chief Geologist at Kalgoorlie Consolidated Gold Mines where he led the team that developed the ore-body models and geological systems for the Super-Pit Operations in Kalgoorlie, managed the Eastern Australian Exploration Division of Newmont Australia that included responsibility for the expansive tenement holdings of the Tanami region. He is also managing director of ASX listed company, ERO Mining Limited (since 2006). Mr Lines's contribution to the Board is his extensive experience in the assessment and evaluation of exploration projects and development of properties and mining operations overseas. Mr Lines does not have an interest in any shares or options of the Company.

Directors' meetings

The Company held 35 meetings of directors (including committees of directors) during the financial year. The number of directors' meetings and number of meetings attended by each of the directors of the Company (including committees of directors) during the financial year were as follows:

Director	Directors' Meetings		Audit Committee Meetings		Nomination & Remuneration Committee Meetings		Due Diligence Committee Meetings	
	Number		Number		Number		Number	
	Eligible to attend	Number Attended	Eligible to attend	Number Attended	Eligible to attend	Number Attended	Eligible to attend	Number Attended
Robert Michael Kennedy ²	26	26	2	2	2	2	-	-
Reginald George Nelson ²	26	25	2	2	2	2	-	-
Joseph Fred Houldsworth ^{1,2}	26	25	-	-	-	-	-	-
Ian James Gordon ¹	26	26	-	-	-	-	5	5
Kevin James Lines ¹	26	26	-	-	-	-	5	5

1 Messrs Houldsworth, Gordon and Lines are not members of the Audit Committee or the Nomination & Remuneration Committee.

2 Messrs Kennedy, Nelson and Houldsworth are not members of the Due Diligence Committee.

Company Secretary

The following person held the position of Company Secretary at the end of the financial year.

Domenico Antonio Francese – *B.Ec., FCA, FFin, ACIS.* Appointed Company Secretary on 21 September 2001. A Chartered Accountant with an audit and investigations background and more than 12 years experience in a regulatory and supervisory role with ASX. He has been employed by the Company since 1 April 2003 and was appointed Chief Financial Officer in June 2005.

Principal activities

The Group's principal activity is minerals exploration with a focus on gold, mining and milling services.

Review and results of operations

Mining & Milling

During the financial year the Group continued to develop the Wattle Dam underground gold mine. Milling of the first parcel of development ore from the mine commenced in November 2009 and resulted in the production of the second tonne of gold from Wattle Dam during December 2009. Stopping of high grade ore commenced on 30 December 2009.

The Group mined 85,024 tonnes of high grade ore during the financial year from the Wattle Dam underground mine at an estimated grade of 17.875g/t gold and 11,067 tonnes of low grade ore at 2.29g/t gold for a total of 96,091 tonnes at an average of 16.08g/t.

A total of 78,749 tonnes of gold ore was milled during the year to produce 60,780 ounces of gold. In June 2010 production from the Wattle Dam mine achieved a milestone of 100,000 fine ounces of gold.

Directors' Report

Ramelius Resources Limited - Consolidated Entity

Directors' Report (continued)

Gold sales to 30 June 2010 totalled \$58,216,931 at an average gold sales price of \$1,261.56 per ounce. This compares with gold sales of \$19,830,035 at an average gold sales price of \$1,288.33 per ounce during the previous financial year.

The Burbanks processing facility also toll treated 73,339 tonnes of third party ore during the year.

Exploration

During the year the Group carried out in-pit and underground infill diamond drilling at the Wattle Dam gold mine to further define the interpreted mineralised zone at depth below the current underground mine plan. This work was continuing subsequent to the end of the reporting period.

During the financial year, drilling programs were also carried out at the Company's Eagles Nest, Bullabulling West, Hilditch, West Wattle Dam, 5Q, Wattle Dam Regional and North Widgie projects however no further exploration work has been planned on these projects.

A SAM (Sub-Audio Magnetics) survey was completed immediately north of the Wattle Dam open pit which covered approximately 1.1 kilometres of strike, north from Wattle Dam.

At Glen Isla a 3D induced polarisation (IP) survey over the project area was carried out in the latter part of the financial year. A soil sampling program was carried out during the June 2010 quarter at the Big Blue gold project in Nevada USA.

Results

The consolidated net profit after income tax for the year was \$20,198,695 and compares with an after tax profit of \$4,973,356 for the previous financial year.

Dividends

No dividends have been paid or provided by the Group since the end of the previous financial year.

Significant changes in state of affairs

Significant changes in the state of affairs of the Group during the year were as follows:

- Mr Joe Houldsworth retired as founding Managing Director after more than six years in the role however he continues to serve on the Ramelius Board as a Non-Executive Director. In addition to accrued leave entitlements, Mr Houldsworth at the time of his retirement was paid a separation payment totalling \$234,712. Mr Houldsworth's entitlement to 450,000 rights in Ramelius shares which were granted on 7 April 2008 at a fair value of \$288,000, lapsed on his retirement (refer Note 22(ii) to the Financial Statements).
- Chief Operating Officer and Executive Director, Mr Ian Gordon, was appointed Chief Executive Officer, effective from 1 August 2009;
- The Company announced an offer for all of the shares of Dioro Exploration NL ("Dioro") on 30 July 2009 whereby Ramelius offered Dioro shareholders two Ramelius shares for every one Dioro share held. The 2 for 1 scrip offer valued Dioro shares at \$1 per share with total equity value at approximately \$92 million. On 11 August 2009 the Company announced that it had waived all conditions on the offer (including the minimum requirement of 50.1% acceptances) except for Foreign Investment Review Board approval, which was subsequently received on 22 September 2009. Dioro shareholders were sent a Bidder's Statement on 9 September 2009. The offer opened on 10 September 2009 and the initial closing date of 12 October 2009 was extended several times. On 18 December 2009 the Company increased the offer consideration to 2.1 Ramelius shares for every Dioro share and declared it to be the last and final offer and would not be extended past the closing date of 8 February 2010. The Company closed its offer for Dioro Exploration NL on 8 February 2010 having secured 34,352,544 Dioro shares representing a 37.51% stake of the target;
- On 12 February 2010 the Company accepted an offer from Avoca Resources Limited for its interest in Dioro for a consideration of \$0.65 cash and 0.325 Avoca shares per Dioro share resulting in the receipt of \$22.3 million in cash and 11,164,578 Avoca shares. All the Avoca shares were subsequently sold at a price of \$1.80 for gross proceeds of \$20.1 million;
- The Company executed a letter of acceptance with Miranda Gold Corporation to spend up to US\$4 million on exploration over 5 years to earn a 60% interest in Miranda's Big Blue project in Nevada, USA (with a minimum

Directors' Report



Ramelius Resources Limited - Consolidated Entity

Directors' Report (continued)

expenditure of US\$250,000 before the Company can withdraw), and the potential to earn a further 10% interest by completion of a bankable feasibility study, incurring expenditure of at least US\$4 million over 4 years or additional expenditure of US\$10 million over 10 years (under an Alliance Agreement agreed between Ramelius and Marmota Energy Limited, Marmota elected to participate for a 40% interest in Ramelius' rights under the agreement);

- A farm-in agreement was entered into with Carpentaria Exploration Limited to spend A\$1 million on exploration over 18 months to earn a 51% interest in Carpentaria's Glen Isla Project near Dubbo in NSW (with a minimum expenditure of A\$100,000 before the Company can withdraw), and the potential to earn a further 24% interest by completion of a bankable feasibility study;
- In April 2010 the Company entered into a farm-in agreement with Lione Resources Limited to spend up to A\$7 million over 4 years with a minimum spend of A\$1.25 million in the first year to earn a 60% interest in the Mt Windsor Gold Project in North Queensland;
- On 1 March 2010, the Company announced a 66% increase in the Wattle Dam gold resource estimate;
- In May 2010 directors announced a repayment of capital of 5 cents per share subject to the approval of shareholders and receipt of a favourable ATO class ruling. Shareholders approved the capital repayment on 30 June 2010 and a favourable ATO class ruling was subsequently received in August 2010; and
- Share capital increased during the financial year by \$33,934,524 as result of 72,140,701 shares issued to accepting Dioro shareholders at a fair value of \$33,932,056 and 2,468 shares issued to option-holders who exercised 2,468 options at \$1 each.

Events subsequent to balance date

The following events occurred since 30 June 2010.

Acquisition of Mt Magnet

On 20 July 2010 the Group acquired 100% of the issued capital of Mt Magnet Gold NL for a cash consideration of \$35,346,500 plus replacement of environmental bonds of \$4,653,500 via bank guarantees.

Joint venture agreement

The Group entered into a farm-in agreement with Miranda Gold Corporation to earn a 70% interest in the Angel Wing Gold Project in Nevada USA by exploration expenditure of US\$4 million over 5 years with a minimum expenditure commitment of US\$350,000 before it may withdraw. Under an alliance with Marmota Energy Limited, Marmota may participate and earn a 40% interest in Ramelius' rights under the farm-in agreement.

Capital Repayment

The capital repayment amounting to \$14,567,264 was paid on 20 August 2010.

Apart from the above, there has not arisen in the interval between 30 June 2010 and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the Company, to affect significantly the operations of the Company, the results of those operations, or the state of affairs of the Company, in future years.

Likely developments

Development of the Wattle Dam current underground mine plan is expected to continue into 2011. A significant exploration program of A\$5 million is planned to be undertaken at the Mt Magnet Gold Project in 2010/11.

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

Options

At the date of this report there were no unissued ordinary shares of the Company under option.

During the financial year, 2,468 ordinary shares were issued as a result of the exercise of options.

Since the end of the financial year, the Company issued ordinary shares as a result of the exercise of options on 30 June 2010 as follows. There were no amounts unpaid on shares issued.

Directors' Report

Ramelius Resources Limited - Consolidated Entity

Directors' Report (continued)

Number of shares	Amount paid on each share
2,362	\$1.50

During the financial year a total of 18,450,258 options with an exercise price of \$1.50 expired as they had not been exercised by the 30 June 2010 expiry date.

Environmental regulation and performance statement

The Consolidated Group's operations are subject to significant environmental regulations under both Commonwealth and State legislation in relation to discharge of hazardous waste and materials arising from any mining activities and development conducted by the Company on any of its tenements. In respect of the Wattle Dam Mine Development, the Consolidated Group has the necessary licences and permits to carry out these activities and has provided unconditional Performance Bonds to the regulatory authorities to provide for any future rehabilitation requirements. In respect of the Processing Plant, the Consolidated Group also has all the necessary licences and permits to operate this facility and has provided unconditional Performance Bonds to the regulatory authorities to provide for any future rehabilitation requirements. The Consolidated Entity's operations have been subjected to Environmental Audits both internally and by the various regulatory authorities and there have been no known breaches of any environmental obligations at any of the Consolidated Group's operations.

Indemnification and insurance of officers

Indemnification

The Company is required to indemnify the directors and other officers of the Company against any liabilities incurred by the directors and officers that may arise from their position as directors and officers of the Company. No costs were incurred during the year pursuant to this indemnity.

The Company has entered into deeds of indemnity with each director whereby, to the extent permitted by the Corporations Act 2001, the Company agreed to indemnify each director against all loss and liability incurred as an officer of the Company, including all liability in defending any relevant proceedings.

Insurance premiums

Since the end of the previous year the Company has paid insurance premiums in respect of directors' and officers' liability and legal expenses insurance contracts. The terms of the policies prohibit disclosure of details of the amount of the insurance cover, the nature thereof and the premium paid.

Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company or to 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 part of those proceedings. There were no such proceedings brought or interventions on behalf of the Company with leave from the Court under section 237 of the Corporations Act 2001.

Auditor of the Company

The auditor of the Company for the financial year was Grant Thornton.

Non-audit services

The Board of Directors, in accordance with advice from the audit committee, 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 nature of the services provided as disclosed below did 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.

The following fees were paid or payable to Grant Thornton for non-audit services provided during the year ended 30 June 2010:

Due diligence related services	\$16,000
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Auditor's Independence Declaration

A copy of the auditor's independence declaration as required by section 307C of the Corporations Act 2001 for the year ended 30 June 2010 has been received as set out immediately following the end of the Directors' Report.

Directors' Report



Ramelius Resources Limited - Consolidated Entity

Directors' Report (continued)

Remuneration Report (Audited)

This report forms part of the Directors Report and details the nature and amount of remuneration for each Director and Key Management Person of Ramelius Resources Limited and for executives receiving the highest remuneration.

Remuneration Practices

The Group's policy for determining the nature and amounts of emoluments of Board members and Key Management Personnel of the Group is as follows.

The Company's Constitution specifies that the total amount of remuneration of non-executive Directors shall be fixed from time to time by a general meeting. The current maximum aggregate remuneration of non-executive directors has been set at \$450,000 per annum. Directors may apportion any amount up to this maximum amount amongst the non-executive directors as they determine. Directors are also entitled to be paid reasonable travelling, accommodation and other expenses incurred in performing their duties as Directors. The remuneration of the Managing Director/Chief Executive Officer is determined by the non-executive directors on the Nomination and Remuneration Committee and approved by the Board as part of the terms and conditions of his employment which are subject to review from time to time. The remuneration of other executive officers and employees is determined by the Managing Director/Chief Executive Officer subject to the approval of the Board.

Non-executive director remuneration is by way of fees and statutory superannuation contributions. Non-executive Directors do not participate in schemes designed for remuneration of executives nor do they receive options or bonus payments and are not provided with retirement benefits other than salary sacrifice and statutory superannuation.

The Group's remuneration structure is based on a number of factors including the particular experience and performance of the individual in meeting key objectives of the Group. The Nomination and Remuneration Committee is responsible for assessing relevant employment market conditions and achieving the overall, long term objective of maximising shareholder benefits, through the retention of high quality personnel. The Nomination and Remuneration Committee assists the Board by overseeing remuneration policies and make recommendations to the Board. The Group may also engage external consultants to advise on remuneration policy and to benchmark remuneration of senior executives against comparable entities so as to ensure that remuneration packages are consistent with the market and are appropriate for the organisation.

All key management personnel receive a base salary based on factors such as experience, length of service, superannuation and performance incentives. Performance incentives are generally paid once predetermined key performance indicators have been met. Key management personnel receive a statutory superannuation guarantee contribution but do not receive any other form of retirement benefits. Individuals may elect to salary sacrifice part of their salary to increase payments towards superannuation. On retirement, key management personnel are paid employee benefit entitlements accrued to the date of retirement.

To date, the Group has not emphasised payment for results through the provision of cash bonus schemes or other incentive payments based on key performance indicators. However the Nomination and Remuneration Committee may recommend to the Board the payment of cash bonuses from time to time in order to reward individual executive performance in achieving key objectives as considered appropriate by the Nomination and Remuneration Committee. Cash bonuses paid during the financial year are disclosed in the Remuneration Report.

All remuneration paid to key management personnel is valued at the cost to the Company and expensed.

Employee Incentive Plan

The Company has an Employee Share Acquisition Plan and a Performance Rights Plan which have been approved by shareholders in November 2007. The Share Acquisition Plan enables the Board to offer eligible employees as a long-term incentive, ordinary fully paid shares in the Company and in accordance with the terms of the Plan, shares may be offered at no consideration unless the Board determines that market value or some other value is appropriate. Any consideration may be by way of interest free loans repayable in accordance with the terms and conditions of the Plan. The Performance Rights Plan enables the Board to grant Performance Rights (being entitlements to shares in the Company that are subject to satisfaction of vesting conditions) to selected key senior executives as a long-term incentive as determined by the Board in accordance with the terms and conditions of the Plan.

The objective of the Share Acquisition Plan is to align the interests of employees and shareholders by providing employees of the Group with the opportunity to participate in the equity of the Company as an incentive to achieve greater success and profitability for the Group and to maximise the long term performance of the Group. The objective

Directors' Report

Ramelius Resources Limited - Consolidated Entity

Directors' Report (continued)

of the Performance Rights Plan is to provide selected senior executives the opportunity to participate in the equity of the Company through the issue of Performance Rights as a long term incentive that is aligned to the long term interests of shareholders.

There were no shares issued to employees under the Employee Share Acquisition Plan during the 2009/10 financial year.

Performance Based Remuneration

Key Management Personnel receive performance based remuneration as considered appropriate by the Nomination and Remuneration Committee and the Board. The intention of this remuneration is to facilitate goal congruence between Key Management Personnel with that of the business and shareholders.

The remuneration policy of the Company has been tailored to increase goal congruence between shareholders, directors and senior executives. Two methods have been used to achieve this aim.

The first method was through the issue of options to Key Management Personnel during the 2008 financial year. No options were issued to Key Management Personnel during the 2009 and 2010 financial years.

The second method was through a Performance Rights Plan based on Key Performance Indicators ("KPI's") set by the Board. The KPI conditions attached to the Performance Rights Plan include a vesting period of three years from grant date (7 April 2008) and a requirement for the Company's share price to be within the top 40% comparator group of companies as set by the Board. The Companies in the comparator group are as follows.

Avoca Resources Limited	Dioro Exploration NL
Alkane Resources Limited	Gryphon Minerals Limited
Apex Minerals NL	Integra Mining Limited
Barra Resources Limited	Monarch Gold Mining Company Limited
Bendigo Mining Limited	Norton Gold Fields Limited
Carrick Gold Limited	Silver Lake Resources Limited
Citigold Corporation Limited	Tanami Gold NL
Crescent Gold Limited	Troy Resources NL

During the 2008 financial year a total of 900,000 Performance Rights with a fair value of \$576,000 were granted under the Performance Rights Plan to selected Key Management Personnel. No Performance Rights were granted during the 2009 and 2010 financial years. These Rights are recognised on a pro-rata basis over the vesting period. Any Rights that do not vest on the vesting date will lapse. The Rights are subject to performance conditions which are to be tested in future financial periods.

The employment conditions of the Chief Executive Officer and Key Management Personnel are formalised in contracts of employment. During the year, a new employment contract was entered into with Chief Operating Officer on his appointment as Chief Executive Officer. The contracts have no fixed term with 3 months and 6 months notice of termination by the executives and Company respectively. Generally, employment contracts of senior executives enable the Company to terminate the contracts without cause by providing written notice or making a termination payment in lieu of notice including a minimum termination payment as provided for under the contracts. However any such termination payments to officers of the Company are subject to the requirements of ASX Listing Rule 10.19, and in the event that the value of termination benefits to be paid and the value of all other termination benefits that are or may be payable to all officers of the Company together exceed 5% of the equity interests of the Company as set out in the latest accounts given to the ASX, the payment shall be pro-rata based on the maximum total termination benefits allowable under ASX Listing Rule 10.19. Termination payments are not generally payable on resignation or dismissal for serious misconduct. Any performance rights or options not vested or exercised before the date of termination will lapse.

Remuneration of Directors and Key Management Personnel

This Report details the nature and amount of remuneration for each Director and Key Management Person of the Company and for the Executives receiving the highest remuneration.

(a) Directors and Key Management Personnel

The names and positions held by Directors and Key Management Personnel of the Company during the financial year are:

Directors' Report



Ramelius Resources Limited - Consolidated Entity

Directors' Report (continued)

Directors	Positions
Mr RM Kennedy	Chairman – Non-Executive
Mr RG Nelson	Director – Non-Executive
Mr JF Houldsworth ¹	Director – Non-Executive
Mr IJ Gordon ²	Director – Executive – Chief Executive Officer
Mr KJ Lines	Director – Non-Executive
Key Management Personnel ⁴	
Mr DA Francese	Chief Financial Officer / Company Secretary
Mr DA Doherty ⁴	Wattle Dam Underground Mine Manager
Mr MI Svensson	Exploration Manager
Mr AP Webb	Burbanks Mill Process Manager
Mr KM Seymour ³	Manager Business Development

¹ Mr Houldsworth held the position of Managing Director and Chief Executive Officer until his retirement as an executive of the Company on 31 July 2009. Mr Houldsworth continues to serve on the Board as a non-executive director.

² Mr Gordon held the position of Executive Director and Chief Operating Officer until the retirement of Mr Houldsworth as an executive of the Company. On 1 August 2009 Mr Gordon was appointed Chief Executive Officer.

³ Mr Seymour commenced as Manager Business Development on 1 July 2009.

⁴ Mr Kelly, a previous member of Key Management Personnel, retired as the Wattle Dam Mine Manager on 31 July 2008 following the appointment of Danny Doherty as Wattle Dam Underground Mine Manager.

(b) Non-Executive Directors' Remuneration

Benefits and payments during the financial year and components of remuneration for Non-Executive Directors of the Consolidated Group are detailed as follows.

Primary Benefits	Year	Directors Fees \$	Super Contributions \$	Non Cash Benefits \$	Total \$	Performance Related %
Mr RM Kennedy	2010	154,128	13,872	-	168,000	-
	2009	154,128	13,872	-	168,000	-
Mr RG Nelson	2010	77,064	6,936	-	84,000	-
	2009	77,064	6,936	-	84,000	-
Mr KJ Lines	2010	77,064	6,936	-	84,000	-
	2009	77,064	6,936	-	84,000	-
Mr JF Houldsworth*	2010	70,642	6,358	-	77,000	-
	2009	-	-	-	-	-
	2010	378,898	34,102	-	413,000	-
	2009	308,256	27,744	-	336,000	-

* Mr Houldsworth retired as an executive on 31 July 2009 but continued as a non executive director of Ramelius Resources Limited. Mr Houldsworth's additional executive remuneration is separately disclosed in the following table. Apart from the potential termination payment referred to above, there are no other post-employment benefits payable to non-executive directors.

(c) Executive Director / Key Management Personnel Remuneration

Benefits and payments during the financial year and components of remuneration for Executive Directors and Key Management Personnel of the Consolidated Group are detailed as follows.

Directors' Report

Ramelius Resources Limited - Consolidated Entity

Directors' Report (continued)

Executive Directors and Group Key Management Personnel	Year	Short-term benefits			Post-employment benefits		Share-based payments			Performance Related %
		Salary, Fees & Leave	Cash Bonus	Non- Monetary	Super Contributions	Other	LTI Shares	LTI Rights / Options ⁴	Total	
		\$	\$	\$	\$	\$	\$	\$	\$	
JF Houldsworth*	2010	25,986	-	-	2,338	234,712	-	8,153	271,189	3.00
	2009	251,457	-	-	22,631	-	-	44,713	318,801	14.02
IJ Gordon	2010	362,074	-	-	32,587	-	-	64,000	458,661	13.95
	2009	306,330	-	-	27,569	-	-	29,808	363,707	8.19
DA Francese	2010	243,418	935	-	49,242 ¹	-	-	32,000	325,595	10.11
	2009	253,431	-	-	22,808	-	-	14,905	291,144	5.11
DA Doherty	2010	246,000	14,696	-	23,463	-	-	-	284,159	5.17
	2009	227,232	-	-	20,450	-	-	-	247,682	-
BT Kelty	2010	-	-	-	-	-	-	-	-	-
	2009	37,785	-	-	3,400	-	-	-	41,185	-
KM Seymour	2010	180,000	935	-	16,284	-	-	-	197,219	0.47
	2009	-	-	-	-	-	-	-	-	-
MI Svensson	2010	167,856	826	-	15,181	-	-	-	183,863	0.45
	2009	163,761	13,647	-	15,966	-	-	-	193,374	7.05
AP Webb	2010	243,346	14,696	-	49,224 ²	-	-	-	307,266	4.78
	2009	188,575	-	-	62,092 ³	-	-	-	250,667	-
	2010	1,468,680	32,088	-	188,319	234,712	-	104,153	2,027,952	6.72
	2009	1,428,571	13,647	-	174,916	-	-	89,426	1,706,560	6.04

* Mr Houldsworth retired as an executive on 31 July 2009 but continued as a non executive director of Ramelius Resources Limited. Mr Houldsworth's additional non executive remuneration is separately disclosed in the previous table.

1 Super contributions for Mr Francese for 2010 include salary of \$25,000 sacrificed for super.

2 Super contributions for Mr Webb for 2010 include salary of \$26,000 sacrificed for super.

3 Super contributions for Mr Webb for 2009 include salary of \$41,395 sacrificed for super.

4 LTI Rights/Options for 2009 relate to performance related rights to shares issued under the Performance Rights Plan.

Performance income as a proportion of total remuneration

Executive Directors and Key Management Personnel may be paid performance based bonuses based on set monetary amounts rather than proportions of their fixed salary and also performance based rights to shares and options. This has resulted in the proportion of remuneration related to performance varying between individuals. The Board has set these bonuses in order to encourage the achievement of specific goals that have been given high levels of importance in relation to future growth and profitability of the Consolidated Group.

The terms and conditions relating to options and bonuses granted as remuneration during the year to Non-Executive Directors and Key Management Personnel are as follows.

Directors' Report



Ramelius Resources Limited - Consolidated Entity

Directors' Report (continued)

Executive Directors and Group Key Management Personnel	Remuneration Type	Grant Date	Reason For Grant*
DA Francese	Cash Bonus	14/12/2009	Performance
DA Doherty	Cash Bonus	22/6/2009	Performance
	Cash Bonus	14/12/2009	Performance
KM Seymour	Cash Bonus	14/12/2009	Performance
MI Svensson	Cash Bonus	14/12/2009	Performance
AP Webb	Cash Bonus	22/6/2009	Performance
	Cash Bonus	14/12/2009	Performance

* Cash bonuses were paid to each of the above Key Management Personnel as reward for general performance in accordance with a recommendation made to the Board by the Managing Director/CEO.

Executive Director and Key Management Personnel Service Agreements

On 31 July 2009, Mr Houldsworth retired as an executive of the Company and a separation payment totalling \$234,712 was paid to Mr Houldsworth. Mr Houldsworth's entitlement to 450,000 rights in the Company's shares which were granted on 7 April 2008 at a fair value of \$288,000, lapsed on the date of his retirement (refer Note 22(ii) to the Financial Statements).

Mr Gordon was appointed to the role of Chief Executive Officer effective 1 August 2009 and his salary increased to \$399,425 per annum inclusive of superannuation from that date. Mr Gordon was also entitled to receive a general performance bonus subject to the discretion of the Board. Mr Gordon is entitled to a termination payment equal to six months remuneration where in certain circumstances the employment agreement is terminated. Mr Gordon's employment agreement has no fixed term and may be terminated by the Company with six month's notice and by Mr Gordon with three month's notice.

The Company has also entered into employment agreements with other key management personnel in respect of their services. These agreements provide for the initial set salary per annum inclusive of superannuation guarantee contributions to be reviewed periodically. In the event that the Company terminates the agreements without notice, the key management personnel are entitled to a termination payment including a minimum termination payment as provided for in the agreements. Mr Francese is entitled to a termination payment equal to six months remuneration where in certain circumstances the employment agreement is terminated. Mr Francese's employment agreement has no fixed term and may be terminated by the Company with six month's notice and by Mr Francese with three month's notice. Mr Doherty is entitled to a termination payment equal to three months remuneration where in certain circumstances the employment agreement is terminated. Messrs Doherty and Seymour's employment agreements have no fixed term and may be terminated by either the Company or the relevant executives with three month's notice. Messrs Svensson and Webb are entitled to a termination payment equal to one month and three month's remuneration respectively where in certain circumstances the employment is terminated. Mr Svensson's employment agreement is for a fixed term of one year, is renewable annually and may be terminated by either the Company or Mr Svensson with one month's notice. Mr Webb's employment agreement has no fixed term and may be terminated by the Company with three month's notice and by Mr Webb with one month's notice.

Any termination payments to officers of the Company are subject to the requirements of ASX Listing Rule 10.19, and in the event that the value of termination benefits to be paid and the value of all other termination benefits that are or may be payable to all officers of the Company together exceed 5% of the equity interests of the Company as set out in the latest accounts given to the ASX, the payment shall be pro-rata based on the maximum total termination benefits allowable under ASX Listing Rule 10.19.

Executive Director and Key Management Personnel post employment/retirement and termination benefits

There were no other post employment, retirement or termination benefits payable to Executive Directors and Key Management Personnel other than those referred to above.

Directors' Report

Ramelius Resources Limited - Consolidated Entity

Directors' Report (continued)

(d) Securities received that are not performance related

No directors or members of key management personnel are entitled to receive securities which are not performance related as part of their remuneration package.

Options and Rights Granted as Remuneration

There were no options or rights granted as remuneration to Directors or Key Management Personnel of the Company during the 2009 and 2010 financial years.

Options

800,000 options expired during the 2009 financial year (2010: nil), as detailed at Note 22 of the financial statements.

Performance Rights

Performance Rights granted by the Parent Entity are as follows.

Name	No. of Rights	Grant Date	Fair Value per Right at grant date ¹ \$	Exercised No:	Exercised \$	Lapsed ² No:	Lapsed \$	Lapsed %
JF Houldsworth ³	450,000	7 April 2008	288,000	-	-	450,000	288,000	100
IJ Gordon	300,000	7 April 2008	192,000	-	-	-	-	-
DA Francese	150,000	7 April 2008	96,000	-	-	-	-	-
TOTAL	900,000		576,000	-	-	450,000	288,000	50

1 The value of rights granted as remuneration and shown in the above table has been determined in accordance with applicable accounting standards.

2 The value of rights that have lapsed during the year due to vesting conditions not being satisfied have been determined at the time the rights lapsed as if vesting conditions had been satisfied.

3 On 31 July 2009 Mr Houldsworth retired as an executive of the Company and as a result, his entitlement to these Rights lapsed.

Shares Issued on Exercise of Remuneration Options

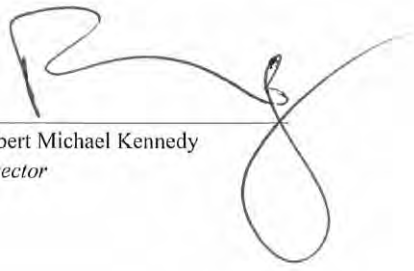
Apart from shares granted under the Company's Employee Share Acquisition Plan and the Performance Rights Plan as detailed above, no other shares were granted to Directors or Key Management Personnel or as result of the exercise of remuneration options during the financial year.

Directors' Interests in Shares and Options

Directors' relevant interests in shares and options of the Company are disclosed in Note 5 to the Financial Statements.

The Report of Directors, incorporating the Remuneration Report is signed in accordance with a resolution of the Board of Directors.

Dated at UNLEY this 31ST day of AUGUST 2010.


Robert Michael Kennedy
Director

Directors' Report



Ramelius Resources Limited - Consolidated Entity

Directors' Report (continued)

Competent Person Statement

The information in this report that relates to Exploration Results is based on information compiled by Matthew Svensson. Matthew Svensson is a Member of the Australian Institute of Geoscientists and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting on Exploration Results. Matthew Svensson is a full-time employee of the company and consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to resources and estimated mine grade at Wattle Dam is based on information compiled by Rob Hutchison.

Rob Hutchison is a Member of the Australian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking to qualify as a Competent Person. Rob Hutchison is a full-time employee of the company and consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Auditor's Independence Declaration



Grant Thornton

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AUDITOR'S INDEPENDENCE DECLARATION TO THE DIRECTORS OF RAMELIUS RESOURCES LIMITED

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Ramelius Resources 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
South Australian Partnership
Chartered Accountants

P S Paterson
Partner

Signed at *Wayville* on this *31* day of *August* 2010

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Income Statement



Ramelius Resources Limited - Consolidated Entity

Income Statement

For the year ended 30 June 2010

		Consolidated Group	
	Note	2010	2009
		\$	\$
Revenue	2	61,271,067	19,861,748
Other income	2	9,830,364	819,532
Total revenue		71,101,431	20,681,280
Administrative expenses		(734,521)	(689,524)
Change in inventories		8,740,539	995,815
Consultant expenses		(141,840)	(120,000)
Depreciation and amortisation	3	(18,476,576)	(5,077,221)
Employment expenses		(1,343,664)	(843,140)
Impairment of exploration assets		(9,102,214)	(126,515)
Exploration costs written off		(361,955)	(21,407)
Foreign exchange losses		(25,778)	-
Listing expenses		(36,367)	(29,318)
Mining and milling expenses		(20,813,426)	(7,541,576)
Occupancy expenses		(38,762)	(34,810)
Other expenses from ordinary activities		(79,952)	(35,978)
Profit/(loss) before income tax expense		28,686,915	7,157,606
Income tax expense	4	(8,488,220)	(2,184,250)
Profit/(loss) after income tax expense		20,198,695	4,973,356
Basic earnings per share (cents)	8	7.5	2.6
Diluted earnings per share (cents)	8	7.5	2.6

The accompanying notes form part of these financial statements.

Statement of Comprehensive Income

Ramelius Resources Limited - Consolidated Entity

Statement of Comprehensive Income

For the year ended 30 June 2010

	Note	Consolidated Group	
		2010	2009
		\$	\$
Profit/(loss) for the period		20,198,695	4,973,356
Other comprehensive income			
- Exchange differences on translating foreign controlled entities		3,346	-
Total other comprehensive income for the period, net of tax		3,346	-
Total comprehensive income for the period		<u>20,202,041</u>	<u>4,973,356</u>

The accompanying notes form part of these financial statements.

Statement of Financial Position



Ramelius Resources Limited - Consolidated Entity

Statement of Financial Position

As at 30 June 2010

		Consolidated Group	
	Note	2010	2009
		\$	\$
Current Assets			
Cash and cash equivalents	9	80,226,850	26,692,626
Trade and other receivables	10	3,867,847	1,438,035
Inventories	11	10,933,927	1,147,458
Derivatives	12	2,741	-
Other current assets	13	254,941	205,861
Total current assets		<u>95,286,306</u>	<u>29,483,980</u>
Non-current assets			
Plant, equipment & development assets	15	27,959,334	24,983,428
Exploration and evaluation expenditure	16	6,767,255	12,084,996
Deferred tax asset	17	720,955	5,214,266
Total non-current assets		<u>35,447,544</u>	<u>42,282,690</u>
Total assets		<u>130,733,850</u>	<u>71,766,670</u>
Current liabilities			
Trade and other payables	18	6,867,231	6,518,303
Short term provisions	19	499,451	421,563
Current tax liabilities	17	6,322,879	41,512
Total current liabilities		<u>13,689,561</u>	<u>6,981,378</u>
Non-current liabilities			
Long term provisions	19	590,280	285,493
Deferred tax liability	17	6,114,888	8,401,361
Total non-current liabilities		<u>6,705,168</u>	<u>8,686,854</u>
Total liabilities		<u>20,394,729</u>	<u>15,668,232</u>
Net assets		<u>110,339,121</u>	<u>56,098,438</u>
Equity			
Issued capital	20	79,864,456	45,929,967
Reserves	21	887,196	779,697
Retained earnings		<u>29,587,469</u>	<u>9,388,774</u>
Total Equity		<u>110,339,121</u>	<u>56,098,438</u>

The accompanying notes form part of these financial statements.

Statement of Changes in Equity

Ramelius Resources Limited - Consolidated Entity

Statement of Changes in Equity

For the year ended 30 June 2010

Consolidated Group	Issued Capital \$	Share Based Payments Reserve \$	Foreign Currency Translation Reserve \$	Retained Earnings \$	Total \$
Balance as at 1 July 2008	28,661,250	555,412	-	4,415,418	33,632,080
Fair value of 72,090 shares issued to employees	-	39,650	-	-	39,650
Fair value of unvested performance rights for executives	-	184,635	-	-	184,635
Fair value of 100,000 shares issued as consideration for tenement acquisition	80,000	-	-	-	80,000
3,847 options exercised during the period at \$1.00	3,847	-	-	-	3,847
1,853 options exercised during the period at \$1.50	2,779	-	-	-	2,779
33,727,288 shares issued during the period at \$0.53	17,875,463	-	-	-	17,875,463
Transaction costs associated with the issue of shares net of tax	(693,372)	-	-	-	(693,372)
Total comprehensive income	-	-	-	4,973,356	4,973,356
Balance as at 30 June 2009	45,929,967	779,697	-	9,388,774	56,098,438
Fair value of 72,140,701 shares issued pursuant to a takeover offer at a cost of \$0.47 per share	33,932,056	-	-	-	33,932,056
Fair value of unvested performance rights for executives	-	104,153	-	-	104,153
2,468 options exercised during the period at \$1.00	2,468	-	-	-	2,468
Transaction costs associated with the issue of shares net of tax	(35)	-	-	-	(35)
Total comprehensive income	-	-	3,346	20,198,695	20,202,041
Balance as at 30 June 2010	79,864,456	883,850	3,346	29,587,469	110,339,121

The accompanying notes form part of these financial statements.

Statement of Cash Flows



Ramelius Resources Limited - Consolidated Entity

Statement of Cash Flows

For the year ended 30 June 2010

	Note	Consolidated Group	
		2010	2009
		\$	\$
Cash Flows from operating activities			
Cash receipts in the course of operations		61,602,173	19,931,625
Cash payments in the course of operations		(24,123,142)	(9,572,962)
Interest received		1,466,921	620,764
Net cash provided by/(used in) operating activities	25	38,945,952	10,979,427
Cash Flows from investing activities			
Payments for plant, equipment & development		(23,862,676)	(12,386,113)
Proceeds from sale of mining tenements		-	100,000
Proceeds from sale of plant and equipment		25,000	-
Proceeds from sale of investments		42,425,394	-
Payments for mining tenements & exploration		(3,390,411)	(4,832,861)
Net cash provided by/(used in) investing activities		15,197,307	(17,118,974)
Cash Flows from Financing activities			
Proceeds from issue of shares		2,468	17,884,557
Transaction costs from issue of shares		(30,568)	(1,119,991)
Payments for hedge options		(566,500)	(103,240)
Net cash provided by/(used in) financing activities		(594,600)	16,661,326
Net increase/(decrease) in cash held		53,548,659	10,521,779
Cash at the beginning of the financial year		26,692,626	16,170,847
Effect of exchange rates on cash holdings in foreign currencies		(14,435)	-
Cash at the end of the financial year	9	80,226,850	26,692,626

The accompanying notes form part of these financial statements.

Notes to the Financial Statements

Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

1 Statement of significant accounting policies

This financial report includes the consolidated financial statements and notes of Ramelius Resources Limited and controlled entities ("Consolidated Group" or "Group").

(a) Basis of preparation

This financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standard Board and the Corporations Act 2001.

Ramelius Resources Limited is a listed public company, incorporated and domiciled in Australia.

Compliance with International Financial Reporting Standards

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards.

Historical cost convention

The financial report has been prepared on an accruals basis under the historical cost convention, modified where applicable by the measurement at fair value of relevant non current assets, financial assets and financial liabilities.

Accounting Policies

The material accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied unless otherwise stated.

(b) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all controlled entities as at 30 June 2010 and their results for the year then ended. Ramelius Resources Limited and its subsidiaries together are referred to in this financial report as the Group or Consolidated Group.

A controlled entity is any entity over which Ramelius Resources Limited has power to govern the financial and operating policies so as to obtain benefits from its activities. In assessing power to govern, the existence and effect of holdings of actual and potential voting rights are considered.

A list of controlled entities is contained in Note 28 to the financial statements. All controlled entities have a 30 June financial year end.

All inter-group balances and transactions between entities in the consolidated group, including any realised profits or losses, have been eliminated on consolidation.

Accounting policies of subsidiaries are consistent with those adopted by the parent entity.

(c) Income Tax

The income tax expense (benefit) for the year comprises current income tax expense (benefit) and deferred tax expense (benefit).

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates that have been enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Notes to the Financial Statements



Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense (benefit) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

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

Ramelius Resources Limited and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under tax consolidation legislation. Each entity in the Group recognises its own current and deferred tax assets and liabilities. Such taxes are measured using the 'stand-alone taxpayer' approach to allocation. Current tax liabilities (assets) and deferred tax assets arising from unused tax losses and tax credits in the subsidiaries are immediately transferred to the head entity. The Group notified the Australian Tax Office that it had formed an income tax consolidated group to apply from 1 July 2008. The tax consolidated group has entered a tax funding arrangement whereby each company in the Group contributes to the income tax payable by the Group in proportion to their contribution to the Group's taxable income. Differences between the amounts of net tax assets and liabilities derecognised and the net amounts recognised pursuant to the funding arrangement are recognised as either a contribution by, or distribution to the head entity.

(d) Inventories

Inventories are measured at the lower of cost and net realisable value.

The cost of mining stocks includes direct materials, direct labour, transportation costs and variable and fixed overhead costs relating to mining activities.

(e) Plant & equipment

Each class of plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses.

Plant and equipment

Plant and equipment are measured on the cost basis less depreciation and impairment losses.

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

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Notes to the Financial Statements

Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

Depreciation

The depreciation of all fixed assets is depreciated on a straight line basis over the asset's useful life to the Consolidated Group commencing from the time the asset is held ready for use.

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

<i>Class of fixed asset</i>	<i>Depreciation Rate</i>
Plant and equipment	1% – 50%

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

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

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the income statement. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to retained earnings.

(f) Exploration and evaluation expenditure

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage 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 transferred to development assets (refer note 1(g) below).

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 are determined using estimates of future costs, current legal requirements and technology on an undiscounted basis.

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

(g) Development assets

Development costs are amortised over the life of the area of interest 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 development 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

Notes to the Financial Statements



Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

mining permits. Such costs are determined using estimates of future costs, current legal requirements and technology on an undiscounted basis.

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

(h) *Leases*

Leased payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

(i) *Financial instruments*

Initial recognition and measurement: Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the company commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted). Financial instruments are initially measured at fair value plus transaction costs except where the instrument is classified "at fair value through profit or loss" in which case transaction costs are expensed to the profit or loss immediately.

Classification and subsequent measurement: Financial instruments are subsequently measured at either fair value, amortised cost using the effective interest rate method or cost. Fair value represents the amount for which an asset could be exchanged, or a liability settled, between knowledgeable willing parties. Where available, quoted prices in an active market are used to determine fair value.

The Group does not designate any interest in subsidiaries, associates or joint venture entities as being subject to the requirements of accounting standards specifically applicable to financial instruments.

Loans and receivables: Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

Held-to-maturity investments: These investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Group's intention to hold these investments to maturity. They are subsequently measured at amortised cost.

Available for sale financial assets: Available for sale financial assets are non-derivative assets that are either not suitable to be classified into other categories of financial assets due to their nature or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

Available for sale financial assets are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

Financial liabilities: Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost.

Derivative instruments: The Group designates certain derivatives as either:

- i. Hedges of the fair value of recognised assets or liabilities or a firm commitment (fair value hedges); or
- ii. Hedges of highly probable forecast transactions (cash flow hedges).

Assessments, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions have been and will continue to be highly effective in offsetting changes in fair values or cash flows of hedging items, are also made.

(i) Fair value hedge

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the income statement, together with any changes in the fair value of hedged assets or liabilities that are attributable to the hedged risk.

Notes to the Financial Statements

Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

(ii) Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is deferred to a hedge reserve in equity. The gain or loss relating to the ineffective portion is recognised immediately in the income statement.

Amounts accumulated in the hedge reserve in equity are transferred to the income statement in the periods when the hedged item will affect profit or loss.

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 each reporting date, the Group assesses whether there is objective evidence that a financial instrument has been impaired.

(j) *Impairment of assets*

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

(k) *Interests in Joint Ventures*

The consolidated group's share of the assets, liabilities, revenue and expenses of joint venture operations are included in the appropriate items of the consolidated financial statements. Details of the consolidated group's interests are shown at Note 30.

(l) *Foreign Currency Transactions and Balances*

Functional and presentation currency

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

Transaction and balances

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

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

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

Group companies

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

- assets and liabilities are translated at year-end exchange rates prevailing at that reporting date;
- income and expenses are translated at average exchange rates for the period; and
- retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Notes to the Financial Statements



Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

(m) Employee benefits

Provision is made for the Group's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year are measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than one year are measured at the present value of the estimated future cash outflows to be made for those benefits. Those cash flows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cash flows.

Superannuation contributions: Employees may nominate their own superannuation fund into which the Group pays superannuation contributions. The Group currently contributes 9% of employee's salary to each employee's nominated fund or where a fund is not nominated by an employee, to a superannuation fund chosen by the Group.

Share-based payments: The Group has an Employee Share Acquisition Plan and a Performance Rights Plan where employees and senior executives may be provided with shares or rights to shares in the Parent Entity. The Group may also grant performance related options over shares to Key Management Personnel. The fair value of the equity to which employees become entitled is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account. The fair value of shares is ascertained as the market bid price. The fair value of options is ascertained using a Black-Scholes pricing model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at each reporting date such that the amount recognised for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

(n) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

(o) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, demand deposits held with banks, other short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in values.

(p) Revenue

Revenue is measured at the fair value of the consideration received or receivable. Revenue from sale of goods or rendering of a service is recognised upon delivery of the goods or service to customers as this corresponds to the transfer of significant risks and rewards of ownership of the goods and the cessation of all involvement with those goods.

Interest revenue is recognised using the effective interest rate method, which, for floating rate financial assets, is the rate inherent in the instrument.

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

(q) Trade and other payables

Trade and other payables represent the liability outstanding at the end of the reporting period for goods and services received by the Group during the reporting period which remains unpaid. The balance is recognised as a current liability with the amount being normally paid within 30 days of initial recognition.

(r) Goods and services tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Tax Office (ATO). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated in the statement of financial position inclusive of GST.

The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the statement of financial position.

Notes to the Financial Statements

Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

(s) Transaction costs on the issue of equity instruments

Transaction costs arising from the issue of equity instruments are recognised directly in equity as a reduction of the proceeds of the equity instruments to which the costs relate. Transaction costs are the costs that are incurred directly in connection with the issue of those equity instruments and which would not have been incurred had those instruments not been issued.

(t) Comparative figures

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

(u) Earnings per share

(i) Basic earning per share

Basic earnings per share is calculated by dividing the profit attribute to equity holders of the entity, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issues during the year.

(ii) Diluted Earnings per share

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

(v) Third statement of financial position

Two comparative periods are presented for the statement of financial position when the Company:

- (i) applies an accounting policy retrospectively;
- (ii) makes a retrospective restatement of items in its financial statements; or
- (iii) reclassifies items in the financial statements.

The Group has determined that only one comparative period for the statement of financial position was required for the current reporting period as application of new accounting standards have had no material impact on the previously presented financial statements that were presented in the prior year.

(w) Adoption of new and revised accounting standards

During the financial year, the Group adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board that are relevant to its operations and effective for the current annual reporting period. The 2009 comparatives contained in these financial statements therefore differ from those published in the financial statements for the year ended 30 June 2009 as described below.

Significant effects on current, prior or future periods arising from the first-time application of the standards discussed above in respect of presentation, recognition and measurement of accounts are described in the following notes.

Adoption of AASB 8 Operating Segments

From 1 January 2009, operating segments are identified and segment information disclosed on the basis of internal reports provided to or received by the chief operating decision maker which is the Chief Executive Officer.

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Adoption of AASB 101 Presentation of Financial Statements (revisions), AASB 2007-8 and 2007-10 Amendments arising from the revisions to AASB 101

The Group has adopted the revisions to AASB 101 Presentation of Financial Statements in these financial statements which has resulted in the introduction of the statement of comprehensive income, changes to the statement of changes in equity, and other terminology changes.

(x) New accounting standards for application in future periods

The AASB has issued new and amended accounting 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:

AASB 2009-4: Amendments to Australian Accounting Standards arising from the Annual Improvements Project [AASB 2 and AASB 138 and AASB Interpretations 9 & 16] (applicable for annual reporting periods commencing from 1 July 2009) and AASB 2009-5: Further Amendments to Australian Accounting Standards arising from the Annual Improvements Project [AASB 5, 8, 101, 117, 118, 136 & 139] (applicable for annual reporting periods commencing from 1 January 2010).

These standards detail numerous non-urgent but necessary changes to accounting standards arising from the IASB's annual improvements project. No changes are expected to materially affect the Group.

AASB 9: Financial Instruments and AASB 2009-11: Amendments to Australian Accounting Standards arising from AASB 9 [AASB 1, 3, 4, 5, 7, 101, 102, 108, 112, 118, 121, 127, 128, 131, 132, 136, 139, 1023 & 1038 and Interpretations 10 & 12] (applicable for annual reporting periods commencing on or after 1 January 2013)

These standards are applicable retrospectively and amend the classification and measurement of financial assets. The Group has not yet determined the potential impact on the financial statements.

The changes made to accounting requirements include:

- simplifying the classifications of financial assets into those carried at amortised cost and those carried at fair value;
- simplifying the requirements for embedded derivatives;
- removing the tainting rules associated with held-to-maturity assets;
- removing the requirements to separate and fair value embedded derivatives for financial assets carried at amortised cost;
- allowing an irrevocable election on initial recognition to present gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. Dividends in respect of these investments that are a return on investment can be recognised in profit or loss and there is no impairment or recycling on disposal of the instrument; and
- reclassifying financial assets where there is a change in an entity's business model as they are initially classified based on:
 - a. the objective of the entity's business model for managing the financial assets; and
 - b. the characteristics of the contractual cash flows.

AASB 2009-8: Amendments to Australian Accounting Standards — Group Cash-settled Share-based Payment Transactions [AASB 2] (applicable for annual reporting periods commencing on or after 1 January 2010)

These amendments clarify the accounting for group cash-settled share-based payment transactions in the separate or individual financial statements of the entity receiving the goods or services when the entity has no obligation to settle the share-based payment transaction. The amendments incorporate the requirements previously included in Interpretation 8 and Interpretation 11 and as a consequence, these two Interpretations are superseded by the amendments. These amendments are not expected to impact the Group.

AASB 2009-10: Amendments to Australian Accounting Standards — Classification of Rights Issues [AASB 132] (applicable for annual reporting periods commencing on or after 1 February 2010)

These amendments 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 entity offers the rights, options or

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warrants pro-rata to all existing owners of the same class of its own non-derivative equity instruments. These amendments are not expected to impact the Group.

AASB 2009-12: Amendments to Australian Accounting Standards [AASBs 5, 8, 108, 110, 112, 119, 133, 137, 139, 1023 & 1031 and Interpretations 2, 4, 16, 1039 & 1052] (applicable for annual reporting periods commencing on or after 1 January 2011)

This standard makes a number of editorial amendments to a range of Australian Accounting Standards and Interpretations, including amendments to reflect changes made to the text of International Financial Reporting Standards by the IASB. The standard also amends AASB 8 to require entities to exercise judgment in assessing whether a government and entities known to be under the control of that government are considered a single customer for the purposes of certain operating segment disclosures. These amendments are not expected to impact the Group.

AASB 2009-13: Amendments to Australian Accounting Standards arising from Interpretation 19 [AASB 1] (applicable for annual reporting periods commencing on or after 1 July 2010)

This standard makes amendments to AASB 1 arising from the issue of Interpretation 19. The amendments allow a first-time adopter to apply the transitional provisions in Interpretation 19. This standard is not expected to impact the Group.

AASB Interpretation 19: Extinguishing Financial Liabilities with Equity Instruments (applicable for annual reporting periods commencing on or after 1 July 2010)

This Interpretation deals with how a debtor would account for the extinguishment of a liability through the issue of equity instruments. The Interpretation states that the issue of equity should be treated as the consideration paid to extinguish the liability, and the equity instruments issued should be recognised at their fair value unless fair value cannot be measured reliably in which case they shall be measured at the fair value of the liability extinguished. The Interpretation deals with situations where either partial or full settlement of the liability has occurred. This Interpretation is not expected to impact the Group.

The Group does not anticipate the early adoption of any of the above Australian Accounting Standards.

(y) **Critical accounting estimates and judgements**

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

Key Estimates and Judgements

(i) Impairment

The Group assesses impairment at each reporting date by evaluating conditions and events specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined.

(ii) Exploration and evaluation expenditure

The Group capitalises exploration and evaluation expenditure where it is considered likely to be recoverable or where activities have not reached a stage to permit a reasonable assessment of the existence of reserves. While there are certain areas of interest for which no reserves have been extracted, the directors continue to believe that such expenditure should not be written off, as evaluation in those areas has not yet been concluded.

(iii) Development

The group capitalises development expenditure which is amortised over the life of the economic resource. The recoverable economic resource is subject to estimates and assumptions that impact on the rate of depletion of the economic resource (amortisation), depreciation and assessment of impairment of assets. Assessment of future development involves various assumptions including commodity gold price, exchange rates for Australian and US dollars and general economic conditions.

(iv) Provision for restoration

The Group estimates future mine site restoration costs that are expected to be incurred. Such estimates are based on a review of amounts required by the Western Australian Department of Mines to be lodged as environmental

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bonds, which the Group effects via unconditional bank guarantees, and management's assessment of any additional expenditure expected to be incurred.

(v) Employee Benefits

In calculating long service leave at balance date, management judgement is applied in determining key assumptions relating to future increases in wages and salaries, future on-cost rates and experience of employee departures and period of service.

(z) Authorisation for issue of financial statements

The financial statements were authorised for issue by the Board of Directors on 30 August 2010.

		Consolidated Group	
	Note	2010	2009
		\$	\$
2	Revenue and other income		
	Revenues:		
	From operating activities		
	Refined gold sales	58,216,932	19,830,035
	Toll milling sales	3,054,135	-
	Refined silver sales	-	31,713
	Total revenue	61,271,067	19,861,748
	Other income		
	Interest received from other parties	2,079,171	648,856
	Gain on sale of non-current investments 14	7,144,396	-
	Gain on disposal of tenements	-	38,443
	Foreign exchange gains	1,990	-
	Other revenue	604,807	132,233
	Total other income	9,830,364	819,532
3	Profit before income tax expense has been determined after		
	Expenses		
	Depreciation and amortisation of non current assets		
	Plant and equipment - depreciation	39,274	27,462
	Mining and milling - depreciation	505,149	377,817
	Mining and milling - amortisation	17,932,153	4,671,942
		18,476,576	5,077,221
	Rental expense on operating leases		
	Minimum lease payments	175,226	100,002
	Exploration costs written off	361,955	21,407
	Diminution in value of gold hedge put options	563,759	457,063
	Foreign currency translation losses	25,778	-
	Impairment of exploration and evaluation assets	9,102,214	126,515
	Provision for employee benefits	125,676	103,884

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For the year ended 30 June 2010

	Note	Consolidated Group	
		2010	2009
		\$	\$
Other revenue and expenses			
Consideration on disposal of mining tenements		-	100,000
Carrying amount of listed mining tenements		-	(61,557)
Net gain on disposal		-	38,443
Consideration on disposal of assets		25,000	-
Carrying amount of assets disposed		(25,000)	-
Carrying amount of assets written off		-	(22,957)
Net loss on disposal		-	(22,957)
4 Income tax expense			
(a) The components of tax expense comprise:			
Current tax		6,322,879	41,512
Deferred tax		2,183,371	2,142,738
Under provision in respect of prior years		(18,030)	-
		8,488,220	2,184,250
(b) The prima facie tax on profit from ordinary activities before income tax is reconciled to the income tax as follows:			
Prima facie tax payable on profit from ordinary activities before income tax at 30%			
- Consolidated group		8,606,075	2,147,282
Add:			
Tax effect of:			
- Share based payments		31,246	67,285
- costs of capital raising		-	-
- other non allowable items		6,465	966
Deferred tax asset in respect of tax losses utilised		-	22,675
		8,643,786	2,238,208
Less:			
Tax effect of:			
Other allowable items		137,536	31,283
Recognition of timing differences not previously brought to account		-	22,675
Over provision in respect of prior years		(18,030)	-
Income tax attributable to entity		8,488,220	2,184,250
The applicable weighted average effective tax rates are as follows:			
		30%	31%

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	Consolidated Group	
Note	2010	2009
	\$	\$

5 Directors and Key Management Personnel Remuneration

Director and Key Management Personnel remuneration has been included in the Remuneration Report section of the Directors Report.

The totals of remuneration paid to Directors and Key Management Personnel of the Group during the year are as follows:

	Directors & Key Management Personnel	
Short-term employee benefits	1,879,666	1,750,474
Post-employment benefits	457,133	202,660
Other long-term benefits	-	-
Termination benefits	-	-
Share-based payments	104,153	89,426
	<u>2,440,952</u>	<u>2,042,560</u>

(a) Directors and Key Management Personnel

The names and positions held by Directors and Key Management Personnel of the Company during the financial year are:

Directors	Positions
Mr RM Kennedy	Chairman – Non-Executive
Mr RG Nelson	Director – Non-Executive
Mr JF Houldsworth ¹	Director – Non-Executive
Mr IJ Gordon ²	Director – Executive / Chief Executive Officer
Mr KJ Lines	Director – Non-Executive
Key Management Personnel	
Mr DA Francese	Chief Financial Officer / Company Secretary
Mr DA Doherty ⁴	Wattle Dam Underground Mine Manager
Mr MI Svensson	Exploration Manager
Mr AP Webb	Burbanks Mill Process Manager
Mr KM Seymour ³	Manager Business Development

¹ Mr Houldsworth held the position of Managing Director and Chief Executive Officer until his retirement as an executive of the Company on 31 July 2009. Mr Houldsworth continues to serve on the Board as a non-executive director.

² Mr Gordon held the position of Executive Director and Chief Operating Officer until the retirement of Mr Houldsworth as an executive of the Company. On 1 August 2009 Mr Gordon was appointed Chief Executive Officer.

³ Mr Seymour commenced as Manager Business Development of the Company on 1 July 2009.

⁴ Mr Kelly, a previous member of Key Management Personnel, retired as the Wattle Dam Mine Manager on 31 July 2008 following the appointment of Danny Doherty as Wattle Dam Underground Mine Manager.

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(b) Directors and Key Management Personnel equity remuneration holdings and transactions

(i) Options provided as remuneration and shares issued on exercise of such options

Details of options provided as remuneration and shares issued on the exercise of such options together with the terms and conditions of the options can be found in the remuneration report.

(ii) Shareholdings

The number of shares in the Company held during the financial year by each director of Ramelius Resources Limited and other key management personnel of the group including their personal related entities, are set out below. There were no shares granted during the year as remuneration.

Shares	Year	Opening Balance	Received as Remuneration	Options Exercised	Net Change Other ¹	Closing Balance
Held by Directors in own name						
Mr RM Kennedy	2010	-	-	-	-	-
	2009	-	-	-	-	-
Mr RG Nelson	2010	105,480	-	-	-	105,480
	2009	105,480	-	-	-	105,480
Mr JF Houldsworth	2010	4,580,014	-	-	(500,000)	4,080,014
	2009	4,570,581	-	-	9,433	4,580,014
Mr IJ Gordon	2010	14,979	-	-	-	14,979
	2009	10,263	-	-	4,716	14,979
Mr KJ Lines	2010	-	-	-	-	-
	2009	-	-	-	-	-
	2010	4,700,473	-	-	(500,000)	4,200,473
	2009	4,686,324	-	-	14,149	4,700,473
Held by personally related entities						
Mr RM Kennedy	2010	7,729,572	-	-	-	7,729,572
	2009	7,701,273	-	-	28,299	7,729,572
Mr RG Nelson	2010	5,226,504	-	-	-	5,226,504
	2009	5,217,071	-	-	9,433	5,226,504
Mr JF Houldsworth	2010	44,696	-	-	-	44,696
	2009	35,263	-	-	9,433	44,696
Mr IJ Gordon	2010	-	-	-	-	-
	2009	-	-	-	-	-
Mr KJ Lines	2010	-	-	-	-	-
	2009	-	-	-	-	-
Total held by Directors	2010	17,701,245	-	-	(500,000)	17,201,245
	2009	17,639,931	-	-	61,314	17,701,245
Key Management Personnel excluding Directors						
Mr DA Doherty	2010	-	-	-	-	-
	2009	-	-	-	-	-
Mr DA Francese	2010	823,443	-	-	-	823,443
	2009	814,010	-	-	9,433	823,443
Mr BT Keltly	2010	328,116	-	-	(20,000)	308,116
	2009	338,683	-	-	(10,567)	328,116
Mr KM Seymour	2010	-	-	-	20,000	20,000
	2009	-	-	-	-	-
Mr MI Svensson	2010	223,481	-	-	-	223,481
	2009	513,663	-	-	(290,182)	223,481
Mr AP Webb	2010	21,743	-	-	-	21,743
	2009	12,310	-	-	9,433	21,743
Total	2010	19,098,028	-	-	(500,000)	18,598,028
	2009	19,318,597	-	-	(220,569)	19,098,028

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(iii) Performance rights to shares

The number of performance rights to shares in the Company held during the financial year by each Director and other key management personnel of the group including their personal related entities, are set out below.

There were no performance rights to shares granted during the year as remuneration.

Performance Rights to Shares*	Year	Opening Balance	Received as Remuneration	Options Exercised	Net Change Other ²	Closing Balance	Total Vested at Year End	Total Exercisable at Year End
Held by Directors in own name								
Mr RM Kennedy	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr RG Nelson	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr JF Houldsworth	2010	450,000	-	-	(450,000)	-	-	-
	2009	450,000	-	-	-	450,000	-	-
Mr IJ Gordon	2010	300,000	-	-	-	300,000	-	-
	2009	300,000	-	-	-	300,000	-	-
Mr KJ Lines	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
	2010	750,000	-	-	(450,000)	300,000	-	-
	2009	750,000	-	-	-	750,000	-	-
Held by personally related entities								
Mr RM Kennedy	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr RG Nelson	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr JF Houldsworth	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr IJ Gordon	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr KJ Lines	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Total held by Directors	2010	750,000	-	-	(450,000)	300,000	-	-
	2009	750,000	-	-	-	750,000	-	-
Key Management Personnel excluding Directors								
Mr DA Doherty	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr DA Francese	2010	150,000	-	-	-	150,000	-	-
	2009	150,000	-	-	-	150,000	-	-
Mr BT Kelty	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr KM Seymour	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr MI Svensson	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr AP Webb	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Total	2010	900,000	-	-	(450,000)	450,000	-	-
	2009	900,000	-	-	-	900,000	-	-

* These Rights to shares were granted under the Performance Rights Plan on 7 April 2008. The KPI conditions attached to the performance Rights include a vesting period of three years from the grant date and a requirement for the Company's share price to be within the top 40% comparator group of companies as set by the Board. The Companies in the comparator group are set out in the Remuneration Report section of the Directors Report.

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(iv) Option holdings

The number of options over ordinary shares in the Company held during the financial year by each director of Ramelius Resources Limited and any other key management personnel of the group, including their personally related parties are set out below.

Options Exercisable at \$1.00 by 30 June 2009	Year	Opening Balance	Received as Remuneration	Options Exercised	Net Change Other ³	Closing Balance	Total Vested at Year End	Total Exercisable at Year End
Held by Directors in own name								
Mr RM Kennedy	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr RG Nelson	2010	-	-	-	-	-	-	-
	2009	10,022	-	-	(10,022)	-	-	-
Mr JF Houldsworth	2010	-	-	-	-	-	-	-
	2009	456,532	-	-	(456,532)	-	-	-
Mr IJ Gordon	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr KJ Lines	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
	2010	-	-	-	-	-	-	-
	2009	466,554	-	-	(466,554)	-	-	-
Held by personally related entities								
Mr RM Kennedy	2010	-	-	-	-	-	-	-
	2009	768,549	-	-	(768,549)	-	-	-
Mr RG Nelson	2010	-	-	-	-	-	-	-
	2009	421,182	-	-	(421,182)	-	-	-
Mr JF Houldsworth	2010	-	-	-	-	-	-	-
	2009	3,000	-	-	(3,000)	-	-	-
Mr IJ Gordon	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr KJ Lines	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Total held by Directors	2010	-	-	-	-	-	-	-
	2009	1,659,285	-	-	(1,659,285)	-	-	-
Key Management Personnel excluding Directors								
Mr DA Doherty	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr DA Francese	2010	-	-	-	-	-	-	-
	2009	79,522	-	-	(79,522)	-	-	-
Mr BT Kelty	2010	-	-	-	-	-	-	-
	2009	54,000	-	-	(54,000)	-	-	-
Mr KM Seymour	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr MI Svensson	2010	-	-	-	-	-	-	-
	2009	50,000	-	-	(50,000)	-	-	-
Mr AP Webb	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Total	2010	-	-	-	-	-	-	-
	2009	1,842,807	-	-	(1,842,807)	-	-	-

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(iv) Option holdings (continued)

Options Exercisable at \$1.50 by 30 June 2010	Year	Opening Balance	Received as Remuneration	Options Exercised	Net Change Other ⁴	Closing Balance	Total Vested at Year End	Total Exercisable at Year End
Held by Directors in own name								
Mr RM Kennedy	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr RG Nelson	2010	10,548	-	-	(10,548)	-	-	-
	2009	10,548	-	-	-	10,548	10,548	10,548
Mr JF Houldsworth	2010	457,059	-	-	(457,059)	-	-	-
	2009	457,059	-	-	-	457,059	457,059	457,059
Mr IJ Gordon	2010	1,027	-	-	(1,027)	-	-	-
	2009	1,027	-	-	-	1,027	1,027	1,027
Mr KJ Lines	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
	2010	468,634	-	-	(468,634)	-	-	-
	2009	468,634	-	-	-	468,634	468,634	468,634
Held by personally related entities								
Mr RM Kennedy	2010	770,128	-	-	(770,128)	-	-	-
	2009	770,128	-	-	-	770,128	770,128	770,128
Mr RG Nelson	2010	521,708	-	-	(521,708)	-	-	-
	2009	521,708	-	-	-	521,708	521,708	521,708
Mr JF Houldsworth	2010	3,527	-	-	(3,527)	-	-	-
	2009	3,527	-	-	-	3,527	3,527	3,527
Mr IJ Gordon	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr KJ Lines	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Total held by Directors	2010	1,763,997	-	-	(1,763,997)	-	-	-
	2009	1,763,997	-	-	-	1,763,997	1,763,997	1,763,997
Key Management Personnel excluding Directors								
Mr DA Doherty	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr DA Francese	2010	81,402	-	-	(81,402)	-	-	-
	2009	81,402	-	-	-	81,402	81,402	81,402
Mr BT Kelty	2010	1,342	-	-	(1,342)	-	-	-
	2009	33,869	-	-	(32,527)	1,342	1,342	1,342
Mr KM Seymour	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr MI Svensson	2010	51,367	-	-	(51,367)	-	-	-
	2009	51,367	-	-	-	51,367	51,367	51,367
Mr AP Webb	2010	1,231	-	-	(1,231)	-	-	-
	2009	1,231	-	-	-	1,231	1,231	1,231
Total	2010	1,899,339	-	-	(1,899,339)	-	-	-
	2009	1,931,866	-	-	(32,527)	1,899,339	1,899,339	1,899,339

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(iv) Option holdings (continued)

Options Exercisable at \$1.90 by 30 June 2009	Year	Opening Balance	Received as Remuneration	Options Exercised	Net Change Other ³	Closing Balance	Total Vested at Year End	Total Exercisable at Year End
Held by Directors in own name								
Mr RM Kennedy	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr RG Nelson	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr JF Houldsworth	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr IJ Gordon	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr KJ Lines	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Held by personally related entities								
Mr RM Kennedy	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr RG Nelson	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr JF Houldsworth	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr IJ Gordon	2010	-	-	-	-	-	-	-
	2009	400,000	-	-	(400,000)	-	-	-
Mr KJ Lines	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Total held by Directors	2010	-	-	-	-	-	-	-
	2009	400,000	-	-	(400,000)	-	-	-
Key Management Personnel excluding Directors								
Mr DA Doherty	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr DA Francese	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr BT Keltly	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr KM Seymour	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr MI Svensson	2010	-	-	-	-	-	-	-
	2009	-	-	-	-	-	-	-
Mr AP Webb	2010	-	-	-	-	-	-	-
	2009	400,000	-	-	(400,000)	-	-	-
Total	2010	-	-	-	-	-	-	-
	2009	800,000	-	-	(800,000)	-	-	-

1. Net change other in respect of shares refers to shares purchased and/or sold during the financial year.

2. Net change other in respect of performance rights to shares relate to rights which lapsed at retirement of Joe Houldsworth as Managing Director.

3. Net change other in respect of \$1.00 and \$1.90 options refers to options which expired at 30 June 2009.

4. Net change other in respect of \$1.50 options refers to options purchased/sold or which expired at 30 June 2010.

Notes to the Financial Statements



Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

No options previously granted to Directors, Director related entities or Key Management Personnel were exercised during the year.

Other Key Management Personnel Transactions

There have been no other transactions involving equity instruments other than those described in the tables above. For details of other transactions with Directors or Key Management Personnel, refer Note 27: Related Parties.

		Consolidated Group	
		2010	2009
		\$	\$
6	<i>Auditors' remuneration</i>		
	Audit services:		
	Auditors of the Company – Grant Thornton		
	Audit and review of the financial reports	46,775	46,564
	Other due diligence related services	16,000	-
		<u>62,775</u>	<u>46,564</u>
7	<i>Dividends and return of capital</i>		
	Dividends paid	-	-
	Return of capital to shareholders*	-	-
		<u>-</u>	<u>-</u>
	* On 5 May 2010 the directors proposed a capital return to shareholders of 5 cents per share which was paid in August 2010.		
	(a) Proposed final 2010 dividend	-	-
	(b) Balance of franking account at year end adjusted for franking credits arising from:		
	- payment of provision for income tax	-	-
	- dividends recognised as receivables and franking debits arising from payment of proposed dividends, and franking credits that may be prevented from distribution in subsequent financial years	334,603	334,603
8	<i>Earnings per share</i>		
	(a) Classification of securities		
	All ordinary shares have been included in basic earnings per share.		
	(b) Classification of securities as potential ordinary shares		
	The Consolidated Group had no options listed on ASX Limited at the close of business on 30 June 2010.		
	(c) Earnings used in the calculation of earnings per share		
	Profit/(loss) after income tax expense	20,198,695	4,973,356

Notes to the Financial Statements

Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

	Consolidated Group	
	2010	2009
	\$	\$

(d) Weighted average number of shares outstanding during the year used in calculating earnings per share

Number for basic earnings per share		
Ordinary shares	267,690,423	192,844,130
Number for dilutive earnings per share		
Ordinary shares	267,690,423	192,844,130
Options	-	-
	<u>267,690,423</u>	<u>192,844,130</u>

9 Cash and cash equivalents

Cash	36,199,182	673,726
Deposits at call*	44,027,668	26,018,900
	<u>80,226,850</u>	<u>26,692,626</u>

* Includes deposits of \$412,900 for the Consolidated Group provided as security against unconditional bank guarantees in favour of the Western Australian Government in respect of restoration costs required for the Wattle Dam Mine and Burbanks Gold Processing Mill; and in respect of the Burbanks Gold Processing Mill, bank guarantees to secure supply of gas and electricity.

10 Trade and other receivables

Current

Trade debtors	93,679	77,173
Other debtors	3,774,168	1,360,862
	<u>3,867,847</u>	<u>1,438,035</u>

Other debtors represent accrued interest receivable, refundable security deposits and amounts due from taxation authorities. Receivables are not considered to be past due and/or impaired.

Credit risk – trade and other receivables

The Group has one main customer in respect of gold sales however this is not regarded as a significant concentration of credit risk because the customer is owned by the WA State Government.

11 Inventory

Current

Gold nuggets at cost	9,690	5,251
Raw materials - unprocessed gold ore at cost	4,545,465	148,653
Work in progress - unrefined gold at cost	927,203	717,603
Finished goods - gold bullion at cost	5,013,813	-
Consumables and spare parts at cost	437,756	275,951
	<u>10,933,927</u>	<u>1,147,458</u>

Notes to the Financial Statements



Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

	Consolidated Group	
	2010	2009
	\$	\$

12 Derivatives

Current

Gold hedge - put options	2,741	-
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Put options are used to hedge cash flow risk associated with future transactions. Gains and losses arising from changes in the fair value of derivatives are initially recognised in the income statement to the extent that the cash flow hedges are ineffective.

13 Other current assets

Current

Prepayments	254,941	205,861
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14 Financial assets

Acquisition and disposal of financial assets

On 30 July 2009 the Group announced an offer for all of the shares of Doro Exploration NL ("Doro") with consideration of two Ramelius shares for every one Doro share held. The offer was extended several times and on 18 December 2009 the consideration was increased to 2.1 Ramelius shares for every Doro share. The Doro offer closed on 8 February 2010 and the Group secured 34,352,544 Doro shares representing a 37.51% stake of the target entity.

On 12 February 2010 the Group accepted an offer from Avoca Resources Limited ("Avoca") for its interest in Doro for a consideration of \$0.65 cash and 0.325 Avoca shares per Doro share resulting in the receipt of \$22,329,154 in cash and 11,164,578 Avoca shares. All the Avoca shares were subsequently sold at a price of \$1.80 per share for gross proceeds of \$20,096,240.

15 Plant, equipment & development assets

Plant and equipment

At cost	8,477,906	6,621,044
Accumulated depreciation/amortisation	(1,675,730)	(961,249)
Net book value	6,802,176	5,659,795

(i)

Development expenditure

Production phase at cost	44,721,093	25,109,250
Accumulated amortisation	(23,563,935)	(5,785,617)
Net book value	21,157,158	19,323,633

(ii)

Total property, plant and equipment	27,959,334	24,983,428
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Reconciliations

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

Notes to the Financial Statements

Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

	Note	Consolidated Group	
		2010	2009
		\$	\$
(i) Reconciliation			
<i>Plant and equipment</i>			
Carrying amount at beginning of year		5,659,795	4,838,562
Additions		1,881,862	1,341,558
Disposals/written off		(25,000)	(22,957)
Depreciation/amortisation		(714,481)	(497,368)
Carrying amount at end of year		6,802,176	5,659,795
(ii) Reconciliation			
<i>Development expenditure*</i>			
Carrying amount at beginning of year		19,323,633	8,626,522
Transfer from exploration and evaluation expenditure		-	-
Capitalised development additions		19,611,843	15,298,994
Amortisation		(17,778,318)	(4,601,883)
Carrying amount at end of year		21,157,158	19,323,633

* Development assets relate to the Wattle Dam Mine with initial production from a pit cut-back in the September 2008 quarter and followed by underground ore production during the December 2009 quarter. Amortisation of capitalised development costs commenced from the beginning of the pit cut-back and will continue over the estimated life of the mine.

16 ***Exploration and evaluation expenditure***

Costs carried forward in respect of areas of interest in:

Exploration and evaluation	(i)	6,767,255	12,084,996
Total exploration and evaluation expenditure		6,767,255	12,084,996

The ultimate recoupment of costs carried forward for exploration phase is dependent on the successful development and commercial exploitation or sale of the respective areas.

(i) Reconciliation

A reconciliation of the carrying amount of exploration and evaluation phase expenditure is set out below.

Carrying amount at beginning of year	12,084,996	8,041,535
Additional costs capitalised during the year	3,784,473	4,231,533
Exploration costs written off during the year	(9,102,214)	(126,515)
Exploration tenement sold during the year	-	(61,557)
Amounts transferred to development expenditure	-	-
Carrying amount at end of year	6,767,255	12,084,996

Notes to the Financial Statements



Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

		Consolidated Group	
	Note	2010	2009
		\$	\$

17 Tax

Consolidated entity

Liabilities

Current

Income tax		6,322,879	41,512
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Assets and liabilities

Non current

	Opening Balance \$	Other \$	Charged to Income \$	Charged Directly to Equity \$	Closing Balance \$
Consolidated group					
Deferred tax liability					
Exploration and evaluation	3,625,499	-	(1,619,724)	-	2,005,775
Development	4,775,862	-	(666,749)	-	4,109,113
Balance at 30 June 2010	8,401,361	-	(2,286,473)	-	6,114,888
Deferred tax asset					
Issued equity transaction costs	422,761	-	(125,832)	15	296,944
Provisions	194,087	-	132,833	-	326,920
Future income tax benefits attributable to tax losses	4,227,896	-	(4,227,896)	-	-
Franking deficit tax offset	334,603	-	(334,603)	-	-
Other	34,919	-	62,172	-	97,091
Balance at 30 June 2010	5,214,266	-	(4,493,326)	15	720,955

18 Trade and other payables

Trade creditors	6,102,302	6,079,894
Other creditors and accruals	764,929	438,409
	6,867,231	6,518,303

19 Provisions

Current

Employee benefits	26	499,451	421,563
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Non current

Employee benefits	26	90,280	42,493
Restoration costs	1(f)	500,000	243,000
		590,280	285,493

Notes to the Financial Statements

Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

		Consolidated Group	
	Note	2010	2009
		\$	\$

Provision for long service leave

A provision for long service leave has been recognised for employee benefits. In calculating the present value of future cash flow in respect of long service leave, the probability of long service leave being taken is based on historical data. The measurement and recognition criteria relating to employee benefits has been included in Note 1 to this report.

Provision for restoration

In calculating the provision for restoration, the estimated provision has been estimated by reference to be the sum of guarantees required by the Western Australia Department of Mines for the Wattle Dam mine and management's assessment of any additional expenditure expected to be incurred. The measurement and recognition criteria relating to restoration provisions have been included in Note 1 to this report.

20 Issued capital

Issued and paid-up share capital

291,342,923 (2009: 219,199,754) ordinary shares, fully paid	20(a)	79,864,456	45,929,967
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(a) Ordinary shares

Balance at the beginning of year		45,929,967	28,661,250
Shares issued during the year			
72,140,701 shares issued pursuant to a takeover offer at a fair value of \$0.47036 per share		33,932,056	-
25,283,017 shares placed at \$0.53		-	13,399,999
8,444,271 shares issued through share purchase plan at \$0.53		-	4,475,464
Less transaction costs arising from share issues for cash net of tax		(35)	(693,372)
100,000 shares issued as consideration for tenement acquisition		-	80,000
Nil (2009: 72,090) shares issued to employees at nil consideration		-	-
2,468 shares issued to option-holders on exercise of options at \$1.00 cash		2,468	3,847
Nil shares issued to option-holders on exercise of options at \$1.50 cash		-	2,779
Balance at end of year		79,864,456	45,929,967

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

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

Capital management

Management effectively monitors the capital of the Group by assessing the financial risks and adjusting the capital structure in response to changes in these risks and the market. The responses include the management of

Notes to the Financial Statements



Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

dividends to shareholders and share issues. There have been no changes in the strategy adopted by management to control the capital during the year.

(b) Options

At close of business on 30 June 2010 all unexercised options expired and there were no unissued shares for which options were outstanding. (30 June 2009: 18,452,620 were exercisable at \$1.50 by 30 June 2010).

- (i) For information relating to the Ramelius Resources Limited Incentive Options issued to Key Management Personnel including details of any options issued, exercised and lapsed during the financial year and the options outstanding at year end, refer to Note 22.
- (ii) For information relating to share options issued to Key Management Personnel during the financial year refer to Note 5.

	Note	Consolidated Group	
		2010	2009
		\$	\$

21 Reserves

Share based payments reserve	(a)	883,850	779,697
Foreign currency translation reserve	(b)	3,346	-
		<u>887,196</u>	<u>779,697</u>

(a) Share based payments reserve

The share based payments reserve records items recognised as expenses on valuation of employees share options and performance rights.

(b) Foreign currency translation reserve

The foreign currency translation reserve records exchange differences arising on translations of a foreign controlled subsidiary.

22 Share based payments

The following share-based payments arrangements existed at 30 June 2010:

(i) Shares

Shares granted to Key Management Personnel and other employees as share based payments are as follows:

Shares granted to Key Management Personnel and other employees as share based payments			
Name	No. of Shares ¹	Grant Date	Fair Value per Share at grant date ¹
Key Management Personnel	47,660	15 April 2008	54,809
Other Employees	104,480	15 April 2008	120,152
Other Employees	72,090	20 April 2009	39,650
TOTAL	224,230		214,611

¹ Each fully paid ordinary share was issued for no consideration.

Notes to the Financial Statements

Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

These shares were issued to employees at no consideration pursuant to the Employee Share Acquisition Plan which was approved by shareholders in November 2007. No shares were issued to employees during the 2010 financial year. The fair value of these shares at the date of issue for 2009 was \$39,650 which was recognised in share based payments reserve and included under employee expenses in the income statement (2010: nil). Vesting of these shares occurs three years after the issue date or the time the holder ceases to be an employee, which ever is the earlier. Given that vesting is certain to occur, the market value of the shares at the issue date was used to determine their fair value.

(ii) Performance Rights

On 7 April 2008, a total of 900,000 Performance Rights were granted to three senior executives and Key Management Personnel pursuant to a Performance Rights Plan which was approved by shareholders in November 2007. The Performance Rights, being an entitlement to shares in the Company, will vest three years after the grant date subject to satisfaction of certain performance conditions at which time, shares will be issued to the executives. The fair value of these Performance Rights at grant date was \$576,000 of which \$104,153 was recognised during the 2010 financial year in share based payments reserve and income statement (2009: \$184,635). During the year 450,000 Performance Rights lapsed as result of Mr Houldsworth retiring as an executive of the Company. At balance date, none of the remaining 450,000 Performance Rights had vested. The fair value was determined using the market price of the underlying shares at the date the Performance Rights were granted and assuming that all holders continued to be employees of the Group until the end of the vesting period, adjusted for the risk that vesting conditions are not met. This assumes the performance condition, which requires the Company's share price to be within the top 40% of the comparator group as detailed in the Remuneration Report section of the Directors Report, is met and the Rights vest.

Performance Rights granted by the Parent Entity during the 2008 financial year

Name	No. of Rights ¹	Grant Date	Fair Value per Right at grant date ²	Exercise price per Right	Rights expiry date	Rights first exercise date	Rights last exercise date	Performance measurement period
\$								
JF Houldsworth ³	450,000	7 April 2008	288,000	-	7 April 2011	7 April 2011	7 April 2011	3 years
IJ Gordon	300,000	7 April 2008	192,000	-	7 April 2011	7 April 2011	7 April 2011	3 years
DA Francese	150,000	7 April 2008	96,000	-	7 April 2011	7 April 2011	7 April 2011	3 years
TOTAL	900,000		576,000	-				

1 Each Right is issued for no consideration. Once exercisable, a Right entitles the holder to one fully paid ordinary share in the Parent Entity on payment of the exercise price.

2 The aggregate value of Rights at the grant date is \$576,000 of which \$104,153 was expensed in the 2010 financial year (2009: \$184,635) and after allowing for lapsed Performance Rights \$73,907 is to be expensed in subsequent years (2009: \$339,814). In accordance with the requirements of the Australian Accounting Standards, remuneration includes a proportion of the notional value of equity compensation granted or outstanding during the year. The notional value of equity instruments which do not vest during the reporting period is determined as at the grant date and is progressively allocated over the vesting period. The amount included as remuneration is not related to or indicative of the benefit (if any) that individuals may ultimately realise should the Rights vest. The notional value of Rights as at grant date has been determined in accordance with AASB2. The calculations are performed using an appropriate valuation methodology. The total minimum value of Rights, if the performance conditions are not met, is nil.

3 On 31 July 2009 Mr Houldsworth retired as an executive of the Company and as a result, his entitlement to these Rights lapsed.

(iii) Options

Options granted to Key Management Personnel as share based payments are as follows:

Notes to the Financial Statements



Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

	2010		2009	
	Number of Options	Weighted Average Exercise Price \$	Number of Options	Weighted Average Exercise Price \$
Outstanding at the beginning of the year	-	-	800,000	1.90
Granted	-	-	-	-
Forfeited	-	-	-	-
Exercised	-	-	-	-
Expired	-	-	(800,000)	1.90
Outstanding at year-end	-	-	-	-
Exercisable at year-end	-	-	-	-

The weighted average fair value of the options granted during the 2008 financial year was \$0.34. This price was calculated by using Black Scholes option pricing model applying the following inputs:

Weighted average exercise price	\$1.90
Weighted average life of the option (days)	522
Underlying share price	\$0.99
Expected share price volatility	107%
Risk free interest rate	7.75%

The life of the options was based on the days remaining until expiry.

On 25 January 2008, a total of 800,000 incentive share options were granted to two Key Management Personnel to take up ordinary shares at an exercise price of \$1.90 each by 30 June 2009. The options were non transferable and not quoted securities. The fair value of the 800,000 options was \$272,000. None of the 800,000 share options had been exercised prior to expiry and therefore lapsed. The fair value of these options was determined using the Black-Scholes Pricing model as detailed above.

Options and Performance Rights granted to Key Management Personnel were over ordinary shares in Ramelius Resources Limited, which conferred a right of one ordinary share for every option held.

23 Financial risk management policies

The Group's financial instruments consist mainly of deposits with banks, derivatives, accounts receivable and payables.

The totals for each category of financial instruments, measured in accordance with AASB 119 as detailed in the accounting policies to the financial statements, are as follows.

Notes to the Financial Statements

Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

	Consolidated Group	
	2010	2009
	\$	\$
Financial assets		
Cash at bank	36,199,182	673,726
Deposits	44,027,668	26,018,900
Receivables	3,847,009	1,438,035
Derivatives	2,741	-
Total financial assets	84,076,600	28,130,661
Financial liabilities		
Payables	(6,638,011)	(6,518,303)
Total financial liabilities	(6,638,011)	(6,518,303)
Total net financial assets	77,438,589	21,612,358

Financial risk management policies

The Board of Directors are responsible for monitoring and managing financial risk exposures of the Group.

Specific financial risk exposures and management

The main risks the Group is exposed to include interest rate risk, price risk, credit risk, liquidity risk and treasury management risk.

(a) Interest rate risk

Exposure to interest rate risk arises on financial assets and liabilities recognised at reporting date whereby a future change in interest rates will affect future cash flows or the fair value of fixed rate financial instruments. The Group has no long term financial assets or liabilities upon which it earns or pays interest. Cash is held in an interest yielding cheque account and on short term call deposits where the interest rate is both fixed and variable according to the financial asset.

(i) Risk management

Interest rate risk is managed with a mixture of fixed and floating rate cash deposits. The Group has, where possible, placed funds with financial institutions in order to receive the benefit of available government guarantees.

(ii) Sensitivity analysis

Interest rate risk

The Group has performed a sensitivity analysis relating to its exposure to interest rate risk at balance date. This sensitivity analysis demonstrates the effect on the current year results and equity which could result in a change in these risks. It should be noted that the group does not have borrowings and any impacts would be in relation to deposit yields on cash assets.

Notes to the Financial Statements



Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

Interest rate sensitivity analysis

Based on the cash at the end of the financial year, if interest rates were to change by + / - 2% with all other variables remaining constant, the estimated impact on pre-tax profits would have been as follows:

	Consolidated Group	
	2010	2009
	\$	\$
Impact on pre-tax profit		
Increase in interest rate by 2%	1,603,601	533,496
Decrease in interest rate by 2%	(1,603,601)	(533,496)
Impact on equity		
Increase in interest rate by 2%	1,603,601	533,496
Decrease in interest rate by 2%	(1,603,601)	(533,496)

(b) Price risk

Price risk relates to the risk that the fair value of future cash flows of gold sales will fluctuate because of changes in market prices largely due to demand and supply factors for commodities.

The Group sells gold produced from the Wattle Dam Mine through a gold refiner in Perth Western Australia.

The Group is exposed to commodity price risk as a result of the sale of gold on physical delivery at prices determined by market gold prices at time of sale.

(i) Risk management

Gold price risk is managed with the use of hedging strategies through the purchase of gold put options to establish gold "floor prices" in Australian dollars over the Group's gold production. Gold prices, gold futures and economic forecasts are constantly monitored to determine whether to implement a hedging program.

(ii) Sensitivity analysis

Price risk

The Group has performed a sensitivity analysis relating to its exposure to gold price risk at balance date. This sensitivity analysis demonstrates the effect on the current year results and equity which could result in a change in these risks. It should be noted that the group may also hedge part of its gold production by implementing gold "floor prices" through the purchase of gold put options however this is generally at levels lower than current market prices. Notwithstanding this, the sensitivity analysis is still valid for gold prices above any floor prices that may be put in place. Any impacts from such hedging would be in relation to revenue from gold sales.

Price sensitivity analysis

Based on the gold sales of 15,393oz and 46,147oz for the 2009 and 2010 financial years respectively, if the gold price in Australian dollars changed by + / - A\$100, with all other variables remaining constant, the estimated impact on pre-tax profits would have been as follows:

Notes to the Financial Statements

Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

	Consolidated Group	
	2010	2009
	\$	\$
Impact on pre-tax profit		
Increase in gold price by A\$100	4,614,700	1,539,300
Decrease in gold price by A\$100	(4,614,700)	(1,539,300)
Impact on equity		
Increase in gold price by A\$100	4,614,700	1,539,300
Decrease in gold price by A\$100	(4,614,700)	(1,539,300)

(c) Credit risk exposures

Credit risk represents the loss that would be recognised if counterparties failed to perform as contracted.

The credit risk on financial assets of the entity which have been recognised in the statement of financial position, is the carrying amount, net of any provision of doubtful debts.

Credit risk is managed through the maintenance of procedures which ensure to the extent possible, that customers and counterparties to transactions are of sound credit worthiness. Such monitoring is used in assessing receivables for impairment.

No receivables are considered past due or impaired.

(d) 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.

All financial assets and liabilities as disclosed above have maturities within one year.

The Group manages liquidity risk by monitoring forecast cash flows.

(e) Treasury risk management

The Board meets on a regular basis to analyse financial risk exposure and evaluate treasury management strategies in the context of the most recent economic conditions and forecasts. The Board's overall risk management strategy seeks to assist the Consolidated Group in meeting its financial targets, whilst maintaining the effects on financial performance. Risk is also minimised through investing surplus funds in financial institutions that maintain a high credit rating or in entities that the Board has otherwise cleared as being financially sound.

(f) Net fair values of financial assets and liabilities

Fair values are amounts at which an asset could be exchanged, or a liability settled, between knowledgeable willing parties in an arms length transaction.

The net fair values of financial assets and liabilities are determined by the entity on the following bases:

- (i) Monetary financial assets and financial liabilities not readily traded in an organised financial market are carried at book value and where relevant adjusted for any changes in exchange rates.
- (ii) Non monetary financial assets and liabilities are recognised at their carrying values in the statement of financial position.

Notes to the Financial Statements



Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

Note	Consolidated Group	
	2010	2009
	\$	\$

24 Commitments & contingent liabilities

(a) Commitments

Exploration expenditure commitments

In order to maintain current rights of tenure to exploration tenements, the Group is required to perform minimum exploration work to meet the minimum expenditure requirements specified by the various State Governments of Australia. These obligations are subject to renegotiation when application for a mining lease is made and at other times. These obligations are not provided for in the financial report and are payable as follows.

Within one year	1,572,700	682,060
One year or later and no later than five years	4,474,020	2,324,500
Later than five years	6,721,600	7,306,600
	<u>12,768,320</u>	<u>10,313,160</u>

The Group sub-leases a serviced office in Adelaide under a non-cancellable annual operating lease expiring in October 2010; two properties in Kambalda WA expiring in July 2010 and March 2011 and a property in Charters Towers QLD. The Group also leases office accommodation in Perth under a non-cancellable operating lease expiring in May 2013. The lease generally provides the Group with a right of renewal for a further 2 years after which time all terms are renegotiated. Lease payments comprise a base amount plus an incremental contingent rental. Contingent rentals are based on movements in the Consumer Price Index and operating criteria.

Non-cancellable operating lease expense commitments

Future operating lease commitments not provided for in the financial statements and payable:

Within one year	129,344	37,177
One year or later and no later than five years	182,457	-
Later than five years	-	-
	<u>311,801</u>	<u>37,177</u>

Tenement acquisitions

No contracts exist at year end for acquisition of tenements.

(b) Contingent liabilities

The details and estimated maximum amounts of contingent liabilities (excluding unquantifiable royalties) that may become payable are set out below. The contingent liabilities arise from certain agreements for acquisition/earning of interests in mining tenements that are subject to certain precedent conditions being satisfied. At the date of this report there is no certainty that these liabilities will crystallise and therefore no provisions are included in the financial statements in respect of these matters. Exploration expenditure obligations may be subject to renegotiation, farm-out or relinquishment. In addition to the contingent liabilities detailed below, the Company is also required under various agreements to maintain tenements in good standing and pay all rates, rents and taxes and do all things necessary to renew tenements during the conditions precedent period.

Notes to the Financial Statements

Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

		Consolidated Group	
	Note	2010	2009
		\$	\$
Contingent liabilities			
Termination benefits	(i)	736,359	913,287
Mine development services	(ii)	200,000	1,000,000
Exploration expenditure to earn mineral rights on tenements in addition to minimum exploration expenditure commitment disclosed above	(iii)	10,897,673	152,143
		<u>11,834,032</u>	<u>2,065,430</u>
Gold royalties & gold production payments			
Within one year		2,062,346	1,774,000
One year or later and no later than five years		-	237,438
	(iv)	<u>2,062,346</u>	<u>2,011,438</u>

(i) Termination benefits

Service Agreements exist with the executive officers and other employees under which termination benefits may, in appropriate circumstances, become payable. The maximum total contingent liability at 30 June 2010 under the service agreements is the amount disclosed above.

(ii) Mine development services

Mine development services relate to termination of contractor services that may, in certain circumstances, become payable. The maximum total contingent liability at 30 June 2010 under the services agreement is the amount disclosed above.

(iii) Exploration expenditure

Exploration expenditure relates to periods up to 5 years (2009: 4 years) in accordance with terms set out in relevant agreements. During the earning period the Company is associated with other entities in joint ventures whereby the Company sole funds certain exploration expenditure of not less than \$1.02 million which at 30 June 2010 had substantially been spent with only the sum disclosed above yet to be incurred.

(iv) Gold royalties and gold production payments

Gold royalties and gold production payments relate to royalties payable to Western Australian Government and production payments to Native Title Parties in accordance with gold production agreements. The amounts payable have been based on the current mine plan and represents management's best estimate of the contingent liability.

(c) Performance guarantees

Unconditional bank guarantees have been provided by the Consolidated Group's bankers in favour of the Western Australian Government in respect of restoration costs required for the company's projects including the Wattle Dam Mine and Burbanks Gold Processing Mill; and in respect of the Burbanks Gold Processing Mill, to secure supply of gas and electricity. Deposits of \$412,900 have been provided by the Consolidated Group as security against these unconditional bank guarantees (refer Note 9).

Notes to the Financial Statements



Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

	Note	Consolidated Group	
		2010	2009
		\$	\$
(d) Credit facilities			
The Group has established corporate credit card facilities with its bankers which are used by senior executives to incur business related expenditure. These cards each have a maximum available facility limit which is drawn down as corporate expenditure is incurred. Drawn down amounts are repaid monthly. The total maximum facility limit available to the Group at 30 June 2010 was \$57,500.			
25	Notes to the statement of cash flows		
Reconciliation of profit from ordinary activities after income tax to net cash provided by operating activities			
Profit/(loss) after income tax expense		20,198,695	4,973,356
Add/(less) non cash items			
Depreciation		698,258	395,336
Amortisation of development expenditure		17,778,318	4,601,884
Effect of exchange rates on cash holdings in foreign currencies		17,781	-
Changes in assets and liabilities			
(Increase)/decrease in investments		(42,425,394)	-
(Increase)/decrease in prepayments		(76,544)	(85,335)
(Increase)/decrease in receivables		947,316	(401,732)
(Increase)/decrease in inventories		(9,781,826)	(995,814)
(Increase)/decrease in non-current assets		9,101,456	111,799
(Increase)/decrease in other financial assets		563,759	457,063
(Increase)/decrease in deferred tax assets		4,493,312	(2,334,287)
(Decrease)/increase in accounts payable		(747,065)	(216,613)
(Decrease)/increase in provisions		6,428,136	65,553
(Decrease)/increase in current tax liabilities		-	41,512
(Decrease)/increase in deferred tax liability		(2,286,474)	3,845,262
Items classified as investing/financing activities			
(Decrease)/increase in share based payments reserve		104,153	224,284
(Decrease)/increase in issued capital		33,932,056	-
(Decrease)/increase in issued capital			
Transaction costs – tax effect		15	297,159
Net cash provided by/(used in) operating activities		38,945,952	10,979,427

Notes to the Financial Statements

Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

		Consolidated Group	
	Note	2010	2009
		\$	\$
26 Employee benefits			
Aggregate liability for employee benefits, including on-costs			
<i>Current</i>			
Opening balance		421,563	257,858
Increase/(decrease) in provision		77,888	163,705
Closing balance	19	499,451	421,563
<i>Non-current</i>			
Opening balance		42,493	102,315
Increase/(decrease) in provision		47,787	(59,822)
Closing balance		90,280	42,493
Total	19	589,731	464,056

Number of employees

Number of employees at year end	39	35
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27 Related parties

Directors' transactions with the Company

A number of directors of the Company, or their director-related entities, held positions in other entities during the financial year that result in them having control or significant influence over the financial or operating policies of those entities.

The terms and conditions of the transactions with directors and their director related entities were no more favourable to the directors and their director related entities than those available, or which might reasonably be expected to be available, on similar transactions to non-director related entities on an arm's length basis.

The aggregate amounts recognised during the year (excluding re-imbursement of expenses incurred on behalf of the Company) relating to directors and their director-related entities were as follows:

Director	Transaction		
JF Houldsworth	Amount paid to a relative of the director representing wages inclusive of superannuation in respect of mine security and living away from home expenses.	85,808	78,863
	Amount paid to a relative of the director in respect of a leased property at Kambalda WA on an arms length basis.	3,661	-
RM Kennedy	Amount paid to relatives of the director in respect of casual wages	694	-

There were no transactions with key management personnel and their related entities during the financial year.

There were no amounts receivable from and payable to directors and their director-related entities at balance date.

Notes to the Financial Statements



Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

28 Controlled Entities

	Country of Incorporation	Percentage Owned (%) [*]	
		2010	2009
Parent entity:			
Ramelius Resources Limited	Australia		
Subsidiaries of Ramelius Resources Limited:			
Ramelius Milling Services Pty Ltd	Australia	100	100
Ramelius Nevada LLC ^{**}	United States	100	-

* percentage of voting power is in proportion to ownership

** incorporated during the financial year

29 Operating segments

The Consolidated Entity has adopted AASB 8 Operating Segments with effect from 1 July 2009. AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Consolidated Entity that are regularly reviewed by the chief operating decision maker, the Chief Executive Officer, in order to allocate resources to the segment and to assess its performance. The Consolidated Entity has identified its operating segments to be as follows based on distinct operational activities:

- (i) Exploration; and
- (ii) Mining & Milling

This is the basis on which internal reports are provided to the Chief Executive Officer for assessing performance and determining the allocation of resources within the Consolidated Entity. Unless stated otherwise, all amounts reported to the Chief Executive Officer, being 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.

The Consolidated Entity operates primarily in one business, namely the exploration, development and production of minerals with a focus on gold.

Details of the performance of each of these operating segments for the financial years ended 30 June 2009 and 30 June 2010 are set out below:

Segment performance

	Exploration		Mining & Milling		Total	
	2010	2009	2010	2009	2010	2009
	\$	\$	\$	\$	\$	\$
Segment revenue						
Sales revenue			61,271,067	19,861,748	61,271,067	19,861,748
Segment results						
Gross segment result before development amortisation & impairment costs			48,539,197	12,877,966	48,539,197	12,877,966
Development amortisation costs			(17,778,318)	(4,601,884)	(17,778,318)	(4,601,884)
Impairment costs	(9,102,214)	(126,515)			(9,102,214)	(126,515)
	(9,102,214)	(126,515)	30,760,879	8,276,082	21,658,665	8,149,567
Interest income					2,079,171	648,856
Other revenue					7,751,067	170,676
Other expenses					(2,801,988)	(1,811,493)
Profit before tax					28,686,915	7,157,606

Notes to the Financial Statements

Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

	Exploration		Mining & Milling		Total	
	2010	2009	2010	2009	2010	2009
	\$	\$	\$	\$	\$	\$
Capitalised expenditure						
Mine development			19,611,843	15,298,994	19,611,843	15,298,994
Exploration	3,784,473	4,231,533			3,784,473	4,231,533
Less Impairment	(9,102,214)	(126,515)			(9,102,214)	(126,515)
Segment assets	7,025,179	12,245,118	39,336,709	26,112,642	46,361,888	38,357,760
Total corporate and unallocated assets						
- Cash and cash equivalents					80,226,850	26,692,626
- Trade and other receivables					3,360,391	1,428,602
- Plant equipment and development					63,767	73,416
- Deferred tax assets					720,954	5,214,266
Total consolidated assets					130,733,850	71,766,670
Segment liabilities	880,613	533,542	5,830,058	5,587,611	6,710,671	6,121,153
Total corporate and unallocated liabilities						
- Trade and other payables					1,091,825	951,481
- Short term provisions					106,852	104,016
- Current tax liabilities					6,322,879	41,512
- Long term provisions					47,615	48,709
- Deferred tax liabilities					6,114,887	8,401,361
Total consolidated liabilities					20,394,729	15,668,232

Major customers

The group has one major customer to whom it provides its products. This customer accounts for 95% (2009: 99%) of sales revenue.

Notes to the Financial Statements



Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

		Consolidated Group	
	Note	2010	2009
		\$	\$

30 Interests in unincorporated joint ventures

(a) The group has a direct interest in a number of unincorporated joint ventures, as follows:

Joint Venture Project	Principal Activities	Interest
Black Cat	Gold	90%
Hilditch	Nickel	90%
Wattle Dam	Nickel	80%
Logan's Larkinvile	Nickel	80%
	Gold and Tantalum	75%
Nevada*	Gold	60%
Glen Isla	Gold	75%
Mt Windsor	Gold	60%

* Under an alliance with Marmota Energy Limited, Marmota may participate and earn a 40% interest in Ramelius' interest

(b) The Company's share of assets in unincorporated joint ventures is as follows:

Non current assets

Exploration and evaluation expenditure

(included in Note 16)

	1,743,258	4,953,040
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Total assets employed in joint ventures	1,743,258	4,953,040
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31 Events subsequent to balance date

The following events occurred since 30 June 2010.

Acquisition of Mt Magnet

On 20 July 2010 the Group acquired 100% of the issued capital of Mt Magnet Gold NL for a cash consideration of \$35,346,500 plus replacement of environmental bonds of \$4,653,500 via bank guarantees.

The acquisition is part of the group's strategy of expanding its exploration and development portfolio. Through the acquisition of 100% of the issued capital of Mt Magnet Gold NL, the group has obtained control of the company.

Mt Magnet Gold NL owns various tenements which comprise the Mt Magnet Gold Project. The financial effect of this transaction has not been brought to account in the financial year ended 30 June 2010.

	Assets acquired \$	Fair Value of assets acquired \$
Purchase consideration:		
Cash		35,346,500
Assets and liabilities held at acquisition date:		
Exploration and evaluation assets	387,687	46,547,076
Plant, equipment and development	6,414,809	6,414,809
Inventories	807,777	807,777
Trade and other payables	(81,476)	(81,476)
Current provisions	(11,869)	(11,869)
Non-current provisions	(18,329,817)	(18,329,817)
Net assets	(10,812,889)	35,346,500

Fair values will be confirmed prior to 30 June 2011 as required by the Australian accounting standards.

Notes to the Financial Statements

Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

Joint venture agreements

The Group entered into a farm-in agreement with Miranda Gold Corporation to earn a 70% interest in the Angel Wing Gold Project in Nevada USA by exploration expenditure of US\$4 million over 5 years with a minimum expenditure commitment of US\$350,000 before it may withdraw. Under an alliance with Marmota Energy Limited, Marmota may participate and earn a 40% interest in the Group's rights under the farm-in agreement.

Capital repayment

The capital repayment amounting to approximately A\$14.5 million was paid on 20 August 2010.

Apart from the above, there has not arisen in the interval between 30 June 2010 and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the Company, to affect significantly the operations of the Company, the results of those operations, or the state of affairs of the Company, in future years.

32 Reserves

Share options reserve: The share options reserve records items recognised as expenses on valuation of employee share options.

33 Parent Company details

Note	Parent Entity	
	2010	2009
	\$	\$
Assets		
Current assets	90,191,555	24,778,181
Non-current assets	39,485,243	46,110,865
Total assets	129,676,798	70,889,046
Liabilities		
Current liabilities	12,613,886	6,130,081
Non-current liabilities	6,677,260	8,677,239
Total liabilities	19,291,146	14,807,320
Net assets	110,385,652	56,081,726
Equity		
Issued capital	79,864,456	45,929,967
Reserves	883,850	779,697
Retained earnings	29,637,346	9,372,062
Total equity	110,385,652	56,081,726
Financial performance		
Profit/(loss) for the period	20,265,284	4,859,836
Other comprehensive income	-	-
Total other comprehensive income for the period, net of tax	-	-
Total comprehensive income for the period	20,265,284	4,859,836

Notes to the Financial Statements



Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

(a) Commitments

Exploration expenditure commitments

In order to maintain current rights of tenure to exploration tenements, the Parent Entity is required to perform minimum exploration work to meet the minimum expenditure requirements specified by the various State Governments of Australia. These obligations are subject to renegotiation when application for a mining lease is made and at other times. These obligations are not provided for in the financial report and are payable as follows.

Within one year	1,550,700	650,060
One year or later and no later than five years	4,390,020	2,198,500
Later than five years	6,591,600	7,086,600
	<u>12,532,320</u>	<u>9,935,160</u>

The Parent Entity sub-leases a serviced office in Adelaide under a non-cancellable annual operating lease expiring in October 2010; two properties in Kambalda WA expiring in July 2010 and March 2011 and a property in Charters Towers QLD. The Parent Entity also leases office accommodation in Perth under a non-cancellable operating lease expiring in May 2013. The lease generally provides the Parent Entity with a right of renewal for a further 2 years after which time all terms are renegotiated. Lease payments comprise a base amount plus an incremental contingent rental. Contingent rentals are based on movements in the Consumer Price Index and operating criteria.

Non-cancellable operating lease expense commitments

Future operating lease commitments not provided for in the financial statements and payable:

Within one year	129,344	37,177
One year or later and no later than five years	182,457	-
Later than five years	-	-
	<u>311,801</u>	<u>37,177</u>

(b) Contingent liabilities

Termination benefits	(i)	618,645	806,171
Mine development services	(ii)	200,000	1,000,000
Exploration expenditure to earn mineral rights on tenements in addition to minimum exploration expenditure commitment disclosed above	(iii)	<u>10,897,673</u>	<u>152,143</u>
		<u>11,716,318</u>	<u>1,958,314</u>

Gold royalties & gold production payments

Within one year	2,062,346	1,774,000
One year or later and no later than five years	-	237,438
	<u>2,062,346</u>	<u>2,011,438</u>

Notes to the Financial Statements

Ramelius Resources Limited - Consolidated Entity

Notes to the financial statements

For the year ended 30 June 2010

(i) Termination benefits

Service Agreements exist with the executive officers and other employees under which termination benefits may, in appropriate circumstances, become payable. The maximum total contingent liability at 30 June 2010 under the service agreements is the amount disclosed above.

(ii) Mine development services

Mine development services relate to termination of contractor services that may, in certain circumstances, become payable. The maximum total contingent liability at 30 June 2010 under the services agreement is the amount disclosed above.

(iii) Exploration expenditure

Exploration expenditure relates to periods up to 5 years (2009: 4 years) in accordance with terms set out in relevant agreements. During the earning period Ramelius Resources Limited is associated with other entities in joint ventures whereby Ramelius Resources Limited sole funds certain exploration expenditure of not less than \$1.02 million which at 30 June 2010 had substantially been spent with only the sum disclosed above yet to be incurred.

(iv) Gold royalties and gold production payments

Gold royalties and gold production payments relate to royalties payable to Western Australian Government and production payments to Native Title Parties in accordance with gold production agreements. The amounts payable have been based on the current mine plan and represents management's best estimate of the contingent liability.

(c) Performance guarantee

Unconditional bank guarantees have been provided by the Parent Entity's bankers in favour of the Western Australian Government in respect of restoration costs required for the company's projects including the Wattle Dam Mine and Burbanks Gold Processing Mill; and in respect of the Burbanks Gold Processing Mill, to secure supply of gas and electricity. Deposits of \$236,900 have been provided by the Parent Entity as security against these unconditional bank guarantees (refer Note 9).

(d) Credit facilities

The Parent Entity has established corporate credit card facilities with its bankers which are used by senior executives to incur business related expenditure. These cards each have a maximum available facility limit which is drawn down as corporate expenditure is incurred. Drawn down amounts are repaid monthly. The total maximum facility limit available to the Parent Entity at 30 June 2010 was \$45,000.

(e) Guarantees in relation to debts of subsidiaries

There were no guarantees in relation to debts of subsidiaries.

34 **Company details**

The registered office and principal place of business of the company is:

140 Greenhill Road
UNLEY SA 5061

Directors' Declaration



Ramelius Resources Limited - Consolidated Entity

Directors' declaration

For the year ended 30 June 2010

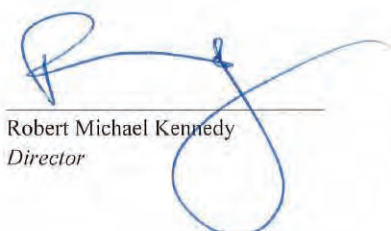
Directors' declaration

The Directors of Ramelius Resources Limited declare that:

- (a) the financial statements and notes, as set out on pages 55 to 98, are in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the financial position as at 30 June 2010 and of the performance for the year ended on that date of the Consolidated Group; and
 - (ii) complying with Accounting Standards;
 - (iii) complying with International Financial Reporting Standards as disclosed in Note 1;
- (b) The Chief Executive Officer and Chief Financial Officer have declared that:
 - (i) the financial records of the Company for the financial year have been properly maintained in accordance with section 286 of the Corporations Act 2001;
 - (ii) the financial statements and notes for the financial year comply with the accounting standards; and
 - (iii) the financial statements and notes for the financial year give a true and fair view; and
- (c) In the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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

Dated at UNLEY this 31ST day of AUGUST 2010.



Robert Michael Kennedy
Director

Independent Auditor's Report



Grant Thornton

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RAMELIUS RESOURCES LIMITED

Report on the financial statements

We have audited the accompanying financial statements of Ramelius Resources Limited (the "Company"), which comprises the statement of financial position as at 30 June 2010, and the income statement, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes to the financial statements 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 statements

The directors of the Company are responsible for the preparation and fair presentation of the financial statements 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 statements 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 statements, 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 statements, 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 statements 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 statements are free from material misstatement.

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Independent Auditor's Report



Grant Thornton

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RAMELIUS RESOURCES LIMITED Cont

Auditor's responsibility Cont

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

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 complied with applicable independence requirements of the Corporations Act 2001.

Auditor's opinion

In our opinion, the financial statements of Ramelius Resources Limited are 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;
- ii complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
- iii the financial statements also comply 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 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.

Independent Auditor's Report



Grant Thornton

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF RAMELIUS RESOURCES LIMITED** Cont.

Auditor's opinion on the remuneration report

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

GRANT THORNTON
South Australian Partnership
Chartered Accountants

P S Paterson
Partner

Signed at *Wagville* on this *31* day of *August* 2010

Shareholder Information



Ramelius Resources Limited

Shareholder Information

Additional information required by the Australian Securities Exchange Limited Listing Rules and not disclosed elsewhere in this report is set out below.

Shareholdings as at 17 September 2010

Substantial shareholders

The number of shares held by substantial shareholders and their associates as disclosed in substantial holding notices given to the Company are set out below:

Substantial shareholder	Number of fully paid ordinary shares held
Sprott Asset Management Inc.	48,070,574
Beach Energy Limited	20,100,003
J P Morgan Chase & Co and its affiliates	14,495,152

Voting rights

Fully paid ordinary shares

Subject to any rights or restrictions attached to any class of shares, at a meeting of members, on a show of hands, each member present (in person, by proxy, attorney or representative) has one vote and on a poll, each member present (in person, by proxy, attorney or representative) has one vote for each fully paid share they hold.

Options

There were no options on issue by the Company as at 17 September 2010.

Distribution of equity security holders

Category	Holders of Ordinary shares
1 – 1,000	921
1,001 – 5,000	1,981
5,001 – 10,000	1,243
10,001 – 100,000	2,449
100,001 and over	309
Total number of security holders	6,903

The number of shareholders holding less than a marketable parcel of ordinary shares is 528.

On market buy-back

There is no current on-market buy-back.

Shareholder Information

Ramelius Resources Limited

Shareholder Information

Twenty largest shareholders

The names of the 20 largest holders of fully paid ordinary shares constituting a class of quoted equity securities on the Australian Securities Exchange Limited including the number and percentage held by those holders at 17 September 2010 are as follows.

Name	Number of fully paid ordinary shares held	Percentage held
HSBC Custody Nominees (Australia) Limited	29,479,636	10.12
JP Morgan Nominees Australia Limited <Cash Income a/c>	23,291,683	7.99
Beach Energy Limited	20,100,003	6.90
JP Morgan Nominees Australia Limited	7,166,663	2.46
Mandurang Pty Ltd	6,429,813	2.21
Aurelius Resources Pty Ltd	5,074,091	1.74
National Nominees Limited	4,173,450	1.43
Joseph Fred Houldsworth	4,080,014	1.40
ANZ Nominees Limited <Cash Income a/c>	4,057,120	1.39
Mr Stig Hakan Hellsing Mrs Patricia Anne Hellsing <Hellsing S/F a/c >	2,635,000	0.90
Citicorp Nominees Pty Ltd	2,478,525	0.85
Mr George Chien Hsun Lu & Mrs Jenny Chin Pao Lu	2,475,000	0.85
NEFCO Nominees Pty Ltd	1,928,378	0.66
Comsec Nominees Pty Limited	1,722,832	0.59
Goldfields Hotels Pty Ltd	1,500,000	0.51
Mr Harold Walter Daly & Mrs Maureen Hazel Daly <The Daly Super Fund Account>	1,420,501	0.49
Pan Australian Nominees Pty Limited	1,335,340	0.46
B & J O'Shannassy Management Pty Ltd <Josco Pty Ltd S/F No1 a/c>	1,209,653	0.42
Mrs Rosalind Mary Smart	1,209,415	0.42
Triple Eight Gold Pty Ltd <The Blue Sky a/c>	1,194,732	0.41
	122,961,849	42.19

Shareholder Information



Ramelius Resources Limited

Shareholder Information

Unquoted and restricted equity securities

Fully paid ordinary shares

Details of fully paid ordinary shares on issue as at 17 September 2010 which are unquoted restricted securities are as follows.

Date until securities are restricted	Number of unquoted fully paid ordinary shares on issue	Number of holders
15 April 2011*	119,360	21
20 April 2012**	72,090	10
14 September 2013***	72,520	6

* These securities are issued to employees and do not vest until 3 years from the date of issue of 15 April 2008 or the holder ceases as an employee, whichever occurs first.

** These securities are issued to employees and do not vest until 3 years from the date of issue of 20 April 2009 or the holder ceases as an employee, whichever occurs first.

*** These securities are issued to employees and do not vest until 3 years from the date of issue of 14 September 2010 or the holder ceases as an employee, whichever occurs first.

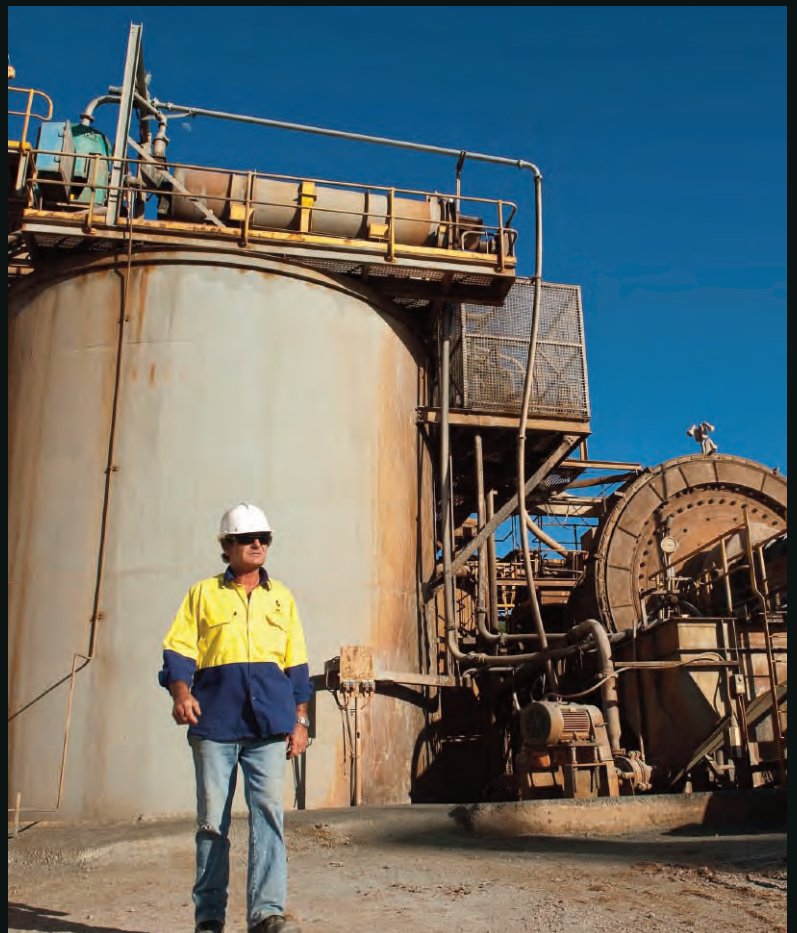




Wattle Dam Underground Drill Rig



Wattle Dam Gold Pour



Burbanks Gold Processing Mill

Corporate Directory

Principal Registered Office

Ramelius Resources Limited
140 Greenhill Road UNLEY SA 5061
GPO Box 1373 ADELAIDE SA 5001
Telephone: (08) 8373 6473 / (08) 8373 5588
Facsimile: (08) 8373 5917
Email: info@rameliusresources.com.au
Website: www.rameliusresources.com.au

Perth Exploration Office

Level 1, 130 Royal Street
EAST PERTH WA 6004
P.O. BOX 6070 EAST PERTH WA 6892
Telephone: (08) 9202 1127
Facsimile: (08) 9202 1138
Email: accounts@rameliusresources.com.au

Directors and Senior Management

ROBERT MICHAEL KENNEDY
ASIT, Grad. Dip. (Systems Analysis)
FCA, ACIS, FAIM, FAICD
Non-Executive Chairman

IAN JAMES GORDON
BCom, MAICD
Executive Director &
Chief Executive Officer

REGINALD GEORGE NELSON
BSc (MATHS), FAusIMM, FAICD
Non-Executive Director

JOSEPH FRED HOULDSWORTH
Non-Executive Director

KEVIN JAMES LINES
BSc (Geology), MAusIMM.
Non-Executive Director

DOMENICO ANTONIO FRANCESE
BEc, FCA, FFin, ACIS
Company Secretary and
Chief Financial Officer

DANNY DOHERTY
BSc, Applied (Mining Engineering)
MAusIMM, Registered
Mine Manager, WA
Operations Manager

KEVIN MARK SEYMOUR
BSc, (Geology)
MAusIMM
Business Development Manager

ANTONY WEBB
BSc. (Metallurgy)
Process Manager

Australian Securities

Exchange Code

RMS: Shares
Listed on Australian Securities
Exchange Limited
Home Exchange: Adelaide
91 King William Street
Adelaide SA 5000

Share Registrar

Location of Share Register
Computershare Investor
Services Pty Limited
Level 5, 115 Grenfell Street
ADELAIDE SA 5000
Telephone: (08) 8236 2300 or
1300 556 161
Facsimile: (08) 8236 2305
Email: info@computershare.com.au

Auditors

Grant Thornton
Chartered Accountants
67 Greenhill Road
WAYVILLE SA 5034

Lawyers

DMAW Lawyers
Level 3, 80 King William Street
ADELAIDE SA 5000