

Celamin Holdings NL

ABN 82 139 255 771

Half-year Financial Report - 31 December 2011

Celamin Holdings NL
Corporate directory
31 December 2011

Directors	Mr David Regan (Executive Director) The Hon. Andrew P. Thomson (appointed 4 January 2012) (Non-executive Chairman) Ms Melanie Leydin (appointed 18 November 2011) (Non-executive Director) Mr Justin Mouchacca (appointed 18 November 2011) (Non-executive Director)
Company secretary	Ms Melanie Leydin
Registered office	Suite 304 22 St Kilda Road ST KILDA VIC 3182
Principal place of business	Suite 304 22 St Kilda Road ST KILDA VIC 3182
Share register	Advanced Share Registry Ltd 150 Sterling Highway, NEDLANDS WA 6009
Auditor	Andrew, Frewin & Stewart 61-65 Bull Street BENDIGO VIC 3550
Solicitors	Tresscox Lawyers Level 9, 469 La Trobe Street MELBOURNE VIC 3000
Bankers	Macquarie Bank Level 26, 101 Collins Street MELBOURNE VIC 3000
Stock exchange listing	Celamin Holdings NL securities are listed on the Australian Securities Exchange (ASX Codes: CNL - Fully Paid Ordinary Shares, CNLO - Listed Options and CNLCA - Partly Paid Ordinary Shares)
Website address	www.celaminnl.com.au

CNL Review of Operations for the December 2011 Half-year

Highlights

- The Company announced that Celamin Limited completed a 12 hole drilling campaign on the Chaketma Phosphate Permit
- Positive drilling results from the Chaketma Phosphate Project Include:
 CDHH-2011-003 : 24 metres at 19.8% P_2O_5
 CDHH-2011-008 : 23 metres at 21.6% P_2O_5
 CDHH-2011-002 : 20 metres at 21.2% P_2O_5
- Bir El Afou Phosphate Project maiden Inferred Resource of 29Mt at 11.1% P_2O_5 at 7.5% P_2O_5 cutoff grade; <5% of the permit area drilled or explored; Good potential to increase grade, tonnage and improve mining factors during Interim Delineation Phase.
- Both Phosphate Projects located near existing Infrastructure for export, rail, port, electricity and water supply.
- The Company executed the final agreement clearing the way for the acquisition of the remaining 90% of Celamin Limited.
- Celamin Limited and TMS granted three new Base Metals Permits in Tunisia



Figure 1 Location of Celamin's Tunisian and Algerian Projects

Celamin's Projects:

1. Chaketma, Tunisia –Phosphate (50:50 JV*)
2. Bir El Afou, Tunisia – Phosphate (50:50 JV*)
3. El Haouria, Tunisia – Base Metals (Pb/Zn) (50:50 JV)
4. Oued Maden, Tunisia –Base Metals (Pb/Zn) (50:50 JV)
5. Sidi Driss, Tunisia – Base Metals (Pb/Zn) (50:50 JV)
6. Oued El Kebir – Algeria Base & Precious Metals (Pb/Zn/Ag) (Celamin: 49%)
 - 50/50 at development , but some carry for first phosphate project in PFS and FS stages.

Operational Activity of Celamin Limited

1.1 Chaketma Phosphate Project

(Celamin Limited / Tunisian Mining Services 50:50 JV*)

Chaketma – Positive Exploration Results Reported

Drilling results include:

- CDHH-2011-003 : **24 metres at 19.8% P_2O_5**
- CDHH-2011-008 : **23 metres at 21.6% P_2O_5**
- CDHH-2011-002 : **20 metres at 21.2% P_2O_5**

Historic trench results:

- T6 : **39 metres at 22.4% P_2O_5**
- T9 : **27.5 metres at 21.8% P_2O_5**
- T1 : **18 metres at 20.8% P_2O_5**
- Located 210 Kilometres from Export port facilities;
- Access to existing well located infrastructure and services;
- Positive Government and Community support at all levels;
- Attractive investment terms (5-year tax holiday) also applicable to BEA

The Chaketma project is located 210km from Tunis by road. Celamin Ltd and their joint venture partner Tunisian Mining Services SARL (TMS) completed a 12 holes (1,200m) diamond drilling program on the Chaketma Exploration Permit (EP) in Northern Tunisia in late 2011.

Analytical results have been received for all of the 12 (twelve) drill holes, with eleven of the 12 holes returning potentially economic thicknesses of phosphate rock (locations shown in Figure 2, results are summarised in Table 1 details of the holes listed in Table 3).

The thickest intercepts were drill holes:

- CDHH-2011-008 (**23.4 metres at 21.6% P_2O_5**) Sidi Ali Ben Oum Ezzine, this hole also had the highest grade intercept and;
- CDHH-2011-003 drilled at Gasaa Kebira (**24 metres at 19.8% P_2O_5**).

The length, weight and average grade of the intercepts at:

- Gasaa Kebira (7 holes) is **20.4% P_2O_5** ;
- Sidi Ali Ben Oum Ezzine (4 holes) is **20.6% P_2O_5** .

The average length of all intercepts is 14.4 metres. Overburden in the drill holes thicknesses range from 9 to 153 metres.

Table 1. Summary of Intercepts above 10% Cut Off Grade for Core Drilling at Chaketma
(Sorted by Grade X Width)

Drill Hole	From	To	Intercept Length (m)	Average grade P_2O_5 %	CaO %
CHDD-2011-008	8.6	32	23.4	21.6	41.5
CHDD-2011-003	137.3	161.3	24	19.8	45.1
CHDD-2011-002	153.2	173.7	20.4	21.2	44.8
CHDD-2011-009	14.9	31	16.1	20.4	41.0
CHDD-2011-004	100.7	116.3	15.6	20.5	44.7
CHDD-2011-001	149	163.7	14.7	20.2	41.0
CHDD-2011-012	13.3	26.8	13.5	21.9	42.4
CHDD-2011-010	23.5	38.4	14.9	18.6	40.2
CHDD-2011-005	73.7	86.7	13	20.5	41.1
CHDD-2011-006	94.3	103.2	8.9	21.1	41.3
CHDD-2011-007	96.9	106	9.1	20.0	41.2
CHDD-2011-011				NSI	



Bir El Afou Trenching



Chaketma Drilling

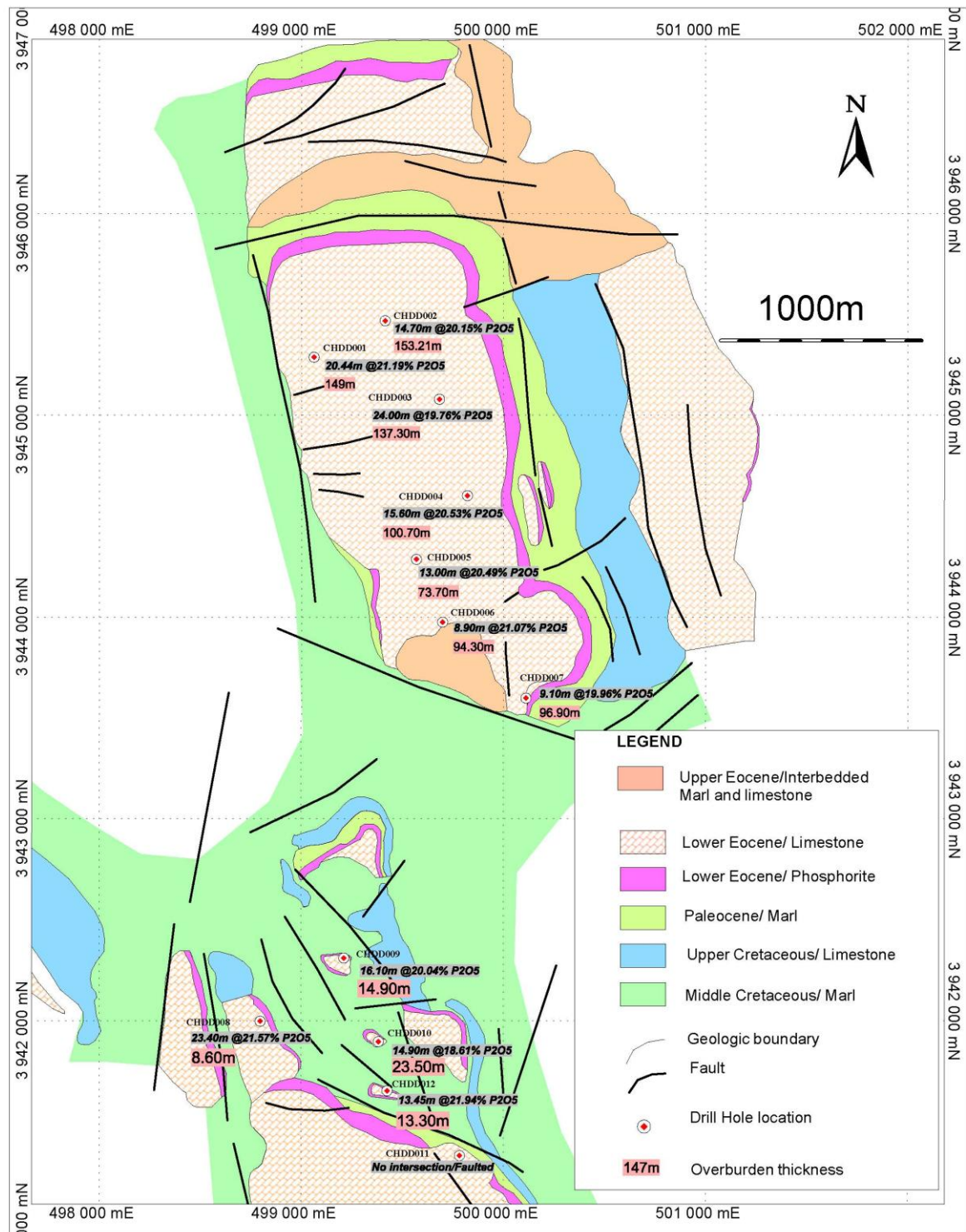


Figure 2. Chaketma Drill Hole Locations with Values of Intercepts

No resource estimate has been made for Chaketma. Continuity of the mineralisation has been demonstrated by detailed outcrop mapping and trenching and then confirmed by drilling.

Over burden thicknesses can be estimated from outcrop to a level of confidence not often encountered in exploration. Estimates of potential target size can also be made to a degree not found in other styles of mineral deposit.

Table 2. Conceptual Exploration Target Size of Prospects at Chaketma

Prospect	Area m ²	Thickness Range	Tonnage Potential (millions)
Gassaa El Kebira	1,400,000	9 to 39m	30 to 50
Kef Sidi Ali Ben Oum Ezzine	400,000	13 to 24m	10 to 15
Kef El Louz	3,000,000	10 to 20m	70 to 110
Gassaat Ez Zerbat	1,000,000	10 to 20m	20 to 35
Douar Ouled Hamouda	1,000,000	10 to 20m	20 to 35
Total Area	6,800,000		150 to 245 million tonnes
Note: Surface Areas projected to horizontal Plane, SG 2.4t/m ³			

SAMPLING AND ASSAYING PROCEDURES FOR CHAKETMA DRILLING

Core from the drill holes was half split and sampled after geological logging generally at 1-m intervals or to lithological boundaries. These samples were crushed and riffle split and 500g splits were sent to commercial laboratories for analysis.

The samples from six holes, CHDD2011-003 to CHDD2011-008, (145 in total) were sent to both ALS Global in Seville in Spain and Al Amri Laboratory in Jeddah Saudi Arabia for analysis for major oxides using XRF on fused "buttons". Samples from the remaining holes six, CHDD2011-001, CHDD2011-002 and CHDD2011-009 and CHDD2011-012, were only analysed at Al Amri Laboratory in Jeddah.

CHAKETMA FORWARD PROGRAM

The Chaketma forward program will include analysis of trench results, drilling in the southern extension of the Permit and metallurgical testing.

Existing Tunisian Infrastructure



Road (marked in Black) , Rail (marked in red) and Ports



Tunisian Phosphate Train – Existing Capacity



Export Site at Port of Rades (Tunis) identified for Celamin Projects. Rail to Port and Pier already in place.



Tunis – Phosphate Pilot Plant for Phosphate & base metals – Allowing Batch Testing



Well developed road network in Tunisia

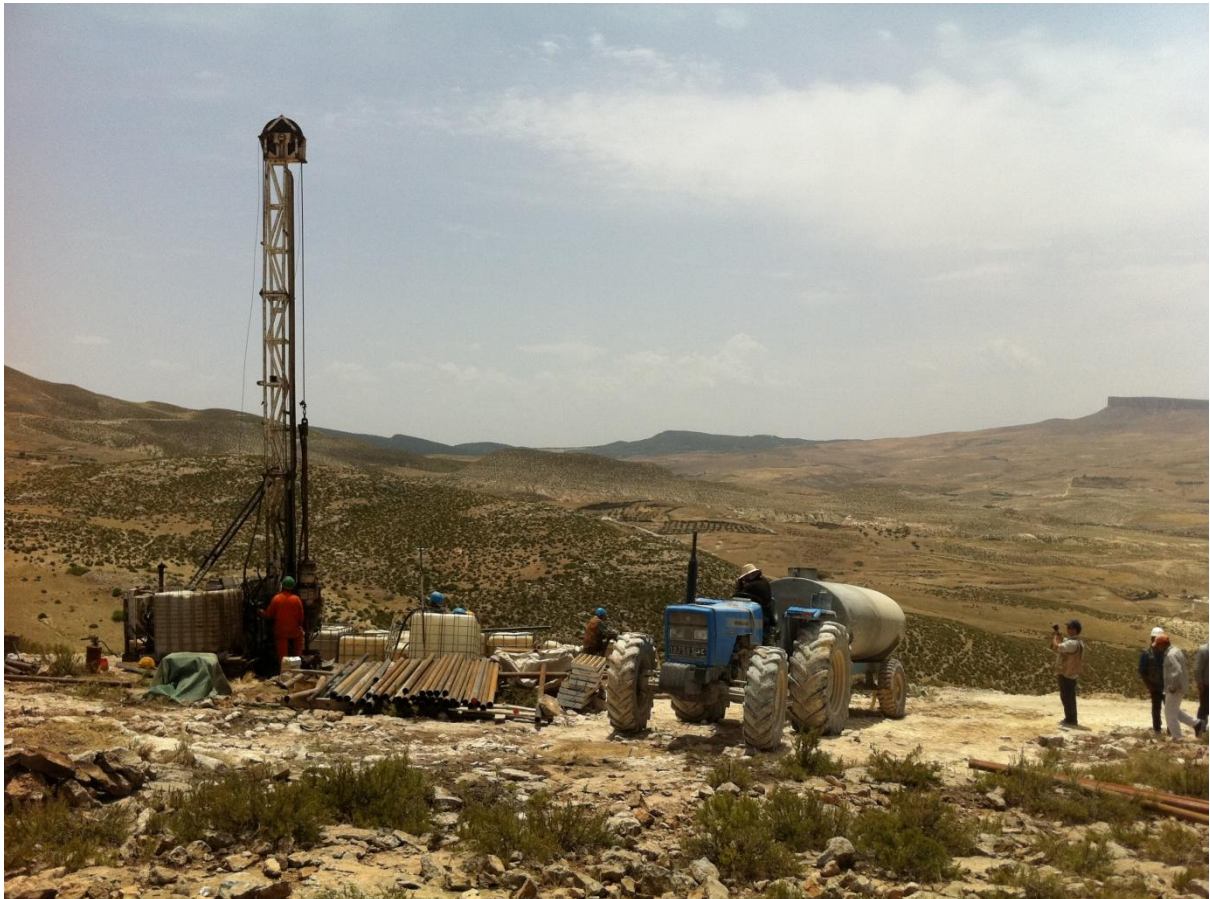
1.2 Bir El Afou Phosphate Project - Pre-feasibility Study Results

(Celamin Limited / Tunisian Mining Services 50:50 JV*)

Highlights

- Prefeasibility Study shows no 'fatal-flaws' to development potential targeting 1.5Mtpa phosphate rock production for export sales (Stage 1);

- Positive Government and Community support at all levels;
- Access to existing well located infrastructure and services;
- Attractive investment terms (5-year tax holiday);
- High grade concentrate (phosphate rock) of 30% P_2O_5 at 150 micron grind achievable;
- Inferred Resource of 29Mt at 11.1% P_2O_5 at 7.5% P_2O_5 cutoff grade;
- <5% of the permit area drilled or explored;
- Good potential to increase grade, tonnage and improve mining factors during Interim Delineation Phase;
- Well educated local community with job creation a strong social imperative;
- Project enjoys significant advantages with large identified Target Potential situated in a favourable geographical location and geopolitical jurisdiction.



Drilling at Bir El Afou

Key Findings

Celamin and TMS have had excellent co-operation from the Tunisian Government authorities with respect to all aspects of the Project but in particular that Infrastructure and Services as follows:

- *Rail transportation.* Societe Nationale Chemin de Fer Tunisie (SNCFT) the national rail operator has confirmed the availability of locomotives and rolling stock to enable the transportation of the product to Port over existing rail track;
- *Port.* The Office de la Marine Marchande et des Ports (OMMC) the Tunisian Port Authority has availability of a suitable site at Rades port, at Tunis covering approximately 24,000m². This site contains an existing rail spur and shed for unloading and storage as well as access to a shared berth and the space for construction of another dedicated berth as required. The berth is suitable for loading of vessels up to 30,000 dwt;
- *Energy Supply.* Societe Tunisienne de Electricite du Gaz (STEG) the national electricity and gas supplier has confirmed the availability of power and gas supplies to the site under existing gazetted pricing arrangements for Industrial usage. High voltage transmission lines are located close to the BEA Exploration Permit and gas is supplied to a nearby cement works;

- *Water.* Celamin and TMS have received permission from the responsible Government Authority for water supply from a site about 25 km from the proposed plant site. This site is capable of delivering as much as ten times the water supply estimated for the process plant consumption (~60 litres per second);
- *Environmental Aspects.* The initial study by Tunisian consultancy EAM has confirmed there are no 'fatal flaws' to the proposed development of a phosphate rock mining and processing operation in the Bir El Afou exploration permit;
- *Drilling.* Celamin and TMS completed 66 diamond core drillholes totalling 5,360.35m between December 2010 and August 2011. This slow rate of drilling was due to a number of factors the consequence was that the program had to be focussed in a limited area in order that resources to JORC Code guidelines could be estimated. Only 3.2Km² –or less than five percent- of the 84 Km² Exploration Permit area has been drilled or explored to date. This will be expanded during the next phase;
- *Process testwork.* Core samples from Bir El Afou were sent to Ammttec in Australia for process testwork, surface samples were also tested in Tunisia (audited by Jacob's Engineering, a phosphate flotation specialist). All of this work showed that the phosphate is soft with a Bond Work Index of about 4, and that a flotation concentrate grading 30% P₂O₅ can be made at an acceptable recovery. This concentrate is a clean product within acceptable product specifications. The process testwork was used to construct a 'Metsim' model which is used to create design outputs for plant and equipment and for estimation of consumables;
- *Resource estimate.* The resource estimate was delayed by the issues relating to the drilling, and was undertaken for Bir El Afou Blocks A, B and C, Boukechrid (Block G) and Zebouzi. This is summarised in the following table and on the attached plan:

Cut-off Grade P₂O₅%	Resource Tonnes	Grade P₂O₅ %
0.0	80,800,000	5.7
5.0	42,000,000	9.6
7.5	29,000,000	11.1
10.0	17,700,000	12.6
12.5	6,000,000	15.5

BEA FORWARD PROGRAM

Planning for the next phase incorporates actions to address the main issues apparent in the drilling undertaken during the PFS. Exploration completed by Celamin to date has covered about 3.2 Km² of the 84 Km² permit. Exploration targets that meet the grade, thickness and also likely to meet the waste/ore ratios criteria have been identified at Bir El Afou Blocks D, E and F, Boukechrid Extended, Mahjouba, Rebiba, Kef Rebiba and parts of Kalaat Senan.

Table 5. Target of Unexplored BEA Prospects

Prospect	Area m²	Thickness	Tonnage Potential (millions)
Bir El Afou (Blocks D, E, F)	1,124,900	10 -15 metres	25 - 37
Mahjouba	1,500,000	10 -15 metres	33 - 50
Boukechrid East	814,500	10 -15 metres	18 - 27
Kef Rebiba North	462,000	10 -15 metres	10 - 15
Kef Rebiba South	1,396,000	15 -18 metres	46 - 55
Total Unexplored Area	5,297,400	Total Tonnage	132 - 184

Assuming Average SG of 2.2 metres per cubic metre

1.3 NORTH TUNISIAN BASE METAL AND TAILINGS PROJECT

(Celamin Limited / Tunisian Mining Services 50:50 JV)

Work on the north Tunisian Base Metals Project was restricted to reviewing and compiling historic data. Work planned for the forthcoming quarter includes demonstration selective floatation test work on tailings samples from Trozza and Garn Halfaya. C.

1.4 OUED EI KEBIR - ALGERIA

(Celamin Earning 49%)

Work on the Oued El Kebir precious and base metals project continued with compilation of the historic exploration data and preparation for the due diligence drilling program. Commercial drilling contractors are not available in Algeria.

1.5 MGHILA WITHDRAWAL

Celamin Limited has notified TMS of its withdrawal from the Farm-in into the Mghila Base Metals project and TMS has accepted Celamin's withdrawal.

Corporate Activity:

Acquisition of Celamin Limited

During the half-year, the Company executed the final agreement to acquire the remaining 90% of shares in Celamin Limited, which holds the North African phosphate & base metals projects.

As a result of the structure of the Acquisition Agreement and the operation of the ASX Listing Rules, CNL will need to seek a number of approvals from shareholders, which will be done in accordance with the following:

- A Notice of Meeting will be prepared and dispatched to shareholders as soon as practicable seeking the approval of shareholders for the issue of 72.5 million shares to shareholders of Celamin Limited and the proposed capital raising of up to \$10 million. The CNL Board will commission an Independent Expert Report to assess whether the terms of the acquisition agreement are fair and reasonable. The Independent Experts Reports will be included in the Notice of Meeting.
- If shareholders approve the acquisition of Celamin Limited, the Company will comply with Chapters 1 and 2 of the ASX Listing Rules by issuing a Prospectus following the Shareholder Meeting. The Company will also comply **with escrow provisions** of vendor shares as determined by the ASX.

Board and Management Appointments and Resignations

During the half-year Mr Kevin Nichol, Mr Peter Avery and Mr Michael Trifunovic resigned as Directors of the Company. As a result of these resignations, Ms Melanie Leydin and Mr Justin Mouchacca provided their consent to act as Directors and were appointed to the Board.

In January 2012, Mr Andrew Thomson was appointed as a Director of the Company and as the Non-executive Chairman.

Victorian Assets

The Company sold all remaining Victorian Assets during the half-year ended 31 December 2011.

COMPETENT PERSONS STATEMENT

Information in this report that relates to Exploration Results from Chaketma is based on information compiled by Mr Donald Thomson, who is a member of the Australasian Institute of Mining and Metallurgy. Mr Donald Thomson is a consultant geologist engaged by Celamin Holdings NL and has sufficient experience relevant to the style of mineralisation and types of deposit under consideration and to the activities reported on to qualify as a Competent Person as defined in the 2004 Edition of the "Australian Code for Reporting of Mineral Resources and Ore Reserves. Mr Thomson consents to the inclusion in this report of the matters based on information in the format and context in which it appears.

DISCLAIMER

This report contains certain forward-looking statements. The words 'anticipate', 'believe', 'expect', 'project', 'forecast', 'estimate', 'likely', 'intend', 'should', 'could', 'may', 'target', 'plan', 'potential' and other similar expressions are intended to identify forward-looking statements.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of Celamin, and its officers, employees, agents and associates, that may cause actual results to differ materially from those expressed or implied in such statements.

Actual results, performance or outcomes may differ materially from any projections and forward-looking statements and the assumptions on which those assumptions are based. Exploration Targets are conceptual in nature and further exploration, by drilling and trenching might not convert these in to identified Mineral Resources.

You should not place undue reliance on forward-looking statements and neither Celamin nor any of its directors, employees, servants or agents assume any obligation to update such information.

Celamin Holdings NL
Directors' report
31 December 2011

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Celamin Holdings NL (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled for the half-year ended 31 December 2011.

Directors

The following persons were directors of Celamin Holdings NL during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

Mr David Regan
The Hon. Andrew P. Thomson (appointed 4 January 2012)
Ms Melanie Leydin (appointed 18 November 2011)
Mr Justin Mouchacca (appointed 18 November 2011)

Principal activities

During the financial half-year the principal continuing activities of the consolidated entity consisted of:

- Exploration and development of resource projects in North Africa, initially in Tunisia and Algeria, through its investment in Celamin Limited.

Review of operations

The loss for the consolidated entity after providing for income tax amounted to \$1,220,642 (31 December 2010: \$614,090).

Refer to the detailed Review of Operations preceeding this report.

Financial Position

The net assets of the consolidated entity decreased by \$1,221,667 to \$8,008,884 as at 31 December 2011 (30 June 2011: \$9,230,551) as a result of cash utilised while undertaking its principal continuing activities.

Significant changes in the state of affairs

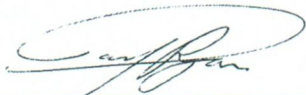
There were no significant changes in the state of affairs of the consolidated entity during the financial half-year.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on the following page.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors



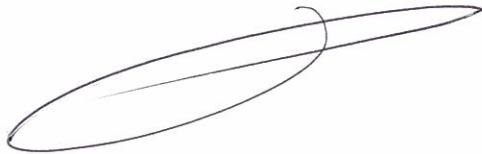
Mr David Regan
Managing Director

8 February 2012
Melbourne, VIC.

AUDITOR'S INDEPENDENCE DECLARATION UNDER S 307C OF THE CORPORATIONS ACT 2011 TO THE DIRECTORS OF CELAMIN HOLDINGS NL.

I declare that, to the best of my knowledge and belief, during the half year ended 31 December 2011 there have been:

- a) No contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the review; and
- b) No contraventions of any applicable code of professional conduct in relation to the review.



GRAEME STEWART
ANDREW FREWIN & STEWART
61-65 Bull Street, Bendigo, 3550

Dated this 8th day of February 2012

Celamin Holdings NL
Financial report
For the half-year ended 31 December 2011

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General information

The financial report covers Celamin Holdings NL as a consolidated entity consisting of Celamin Holdings NL and the entities it controlled. The financial report is presented in Australian dollars, which is Celamin Holdings NL's functional and presentation currency.

The financial report consists of the financial statements, notes to the financial statements and the directors' declaration.

Celamin Holdings NL is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Suite 304
22 St Kilda Road
ST KILDA VIC 3182

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial report.

The financial report was authorised for issue, in accordance with a resolution of directors, on 8 February 2012. The directors have the power to amend and reissue the financial report.

Celamin Holdings NL
Statement of comprehensive income
For the half-year ended 31 December 2011

	Consolidated	
	31/12/2011	31/12/2010
	\$	\$
Revenue	28,297	34,482
Expenses		
Corporate expenses	(246,652)	(223,201)
Administration expenses	(245,629)	(91,582)
Employment expenses	(561,678)	(214,899)
Depreciation and amortisation	(37,822)	(64,929)
Loss on sale of assets	(115,841)	(20,643)
Exploration expenditure written off	(1,746)	(33,318)
Loss on Ordinary Shares Designated at FV through P&L	(40,000)	-
Gain on Sale of Subsidiary	429	-
Loss before income tax expense	(1,220,642)	(614,090)
Income tax expense	-	-
Loss after income tax expense for the half-year attributable to the owners of Celamin Holdings NL	(1,220,642)	(614,090)
Other comprehensive income		
Foreign currency translation	-	789
Other comprehensive income for the half-year, net of tax	-	789
Total comprehensive income for the half-year attributable to the owners of Celamin Holdings NL	<u>(1,220,642)</u>	<u>(613,301)</u>
	Cents	Cents
Basic earnings per share	(2.58)	(1.43)
Diluted earnings per share	(2.58)	(1.43)

The above statement of comprehensive income should be read in conjunction with the accompanying notes

Celamin Holdings NL
Statement of financial position
As at 31 December 2011

	Consolidated	
	31/12/2011	30/06/2011
	\$	\$
Assets		
Current assets		
Cash and cash equivalents	446,427	2,355,068
Trade and other receivables	97,917	14,398
Financial assets at fair value through profit or loss	160,000	-
Other	78,586	66,826
Total current assets	<u>782,930</u>	<u>2,436,292</u>
Non-current assets		
Other financial assets	4,690,587	3,627,454
Property, plant and equipment	-	202,633
Exploration and evaluation	3,000,320	3,000,320
Total non-current assets	<u>7,690,907</u>	<u>6,830,407</u>
Total assets	<u>8,473,837</u>	<u>9,266,699</u>
Liabilities		
Current liabilities		
Trade and other payables	464,953	36,148
Total current liabilities	<u>464,953</u>	<u>36,148</u>
Total liabilities	<u>464,953</u>	<u>36,148</u>
Net assets	<u>8,008,884</u>	<u>9,230,551</u>
Equity		
Contributed equity	11,493,980	11,493,980
Reserves	-	1,025
Accumulated losses	<u>(3,485,096)</u>	<u>(2,264,454)</u>
Total equity	<u>8,008,884</u>	<u>9,230,551</u>

The above statement of financial position should be read in conjunction with the accompanying notes

Celamin Holdings NL
Statement of changes in equity
For the half-year ended 31 December 2011

	Contributed equity \$	Reserves \$	Accumulated losses \$	Total equity \$
Consolidated				
Balance at 1 July 2010	2,874,078	-	(125,121)	2,748,957
Other comprehensive income for the half-year, net of tax	-	789	-	789
Loss after income tax expense for the half-year	-	-	(614,090)	(614,090)
Total comprehensive income for the half-year	-	789	(614,090)	(613,301)
<i>Transactions with owners in their capacity as owners:</i>				
Contributions of equity, net of transaction costs	8,457,769	-	-	8,457,769
Balance at 31 December 2010	11,331,847	789	(739,211)	10,593,425
	Contributed equity \$	Reserves \$	Accumulated losses \$	Total equity \$
Consolidated				
Balance at 1 July 2011	11,493,980	1,025	(2,264,454)	9,230,551
Other comprehensive income for the half-year, net of tax	-	-	-	-
Loss after income tax expense for the half-year	-	-	(1,220,642)	(1,220,642)
Total comprehensive income for the half-year	-	-	(1,220,642)	(1,220,642)
<i>Transactions with owners in their capacity as owners:</i>				
Derecognition on disposal of subsidiary	-	(1,025)	-	(1,025)
Balance at 31 December 2011	11,493,980	-	(3,485,096)	8,008,884

The above statement of changes in equity should be read in conjunction with the accompanying notes

Celamin Holdings NL
Statement of cash flows
For the half-year ended 31 December 2011

	Consolidated	
	31/12/2011	31/12/2010
	\$	\$
Cash flows from operating activities		
Payments to suppliers and employees (inclusive of GST)	(978,547)	(549,723)
Interest received	28,297	34,473
	<u>(950,250)</u>	<u>(515,250)</u>
Net cash used in operating activities		
Cash flows from investing activities		
Payments for exploration and evaluation	(1,746)	(3,058,978)
Advance for loan to associate	(1,063,133)	(250,000)
Payments for investment in associates	(200,000)	(344,954)
Proceeds from sale of property, plant and equipment	6,500	52,638
	<u>(1,258,379)</u>	<u>(3,601,294)</u>
Net cash used in investing activities		
Cash flows from financing activities		
Proceeds from issue of shares	-	5,767,687
Share issue transaction costs	-	(342,418)
Proceeds from Placement funds received in advance	299,988	-
	<u>299,988</u>	<u>5,425,269</u>
Net cash from financing activities		
Net increase/(decrease) in cash and cash equivalents	(1,908,641)	1,308,725
Cash and cash equivalents at the beginning of the financial half-year	2,355,068	1,324,165
Effects of exchange rate changes on cash	-	789
	<u>446,427</u>	<u>2,633,679</u>
Cash and cash equivalents at the end of the financial half-year		

The above statement of cash flows should be read in conjunction with the accompanying notes

Note 1. Significant accounting policies

These general purpose financial statements for the interim half-year reporting period ended 31 December 2011 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 30 June 2011 and any public announcements made by the company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The principal accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period.

New, revised or amending Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new, revised and amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board that are relevant to its operations and effective for the current reporting period.

The adoption of all the new, revised and amending Standards and Interpretations has not resulted in any changes to the Company's accounting policies and has no effect on the amounts reported for the current or prior periods. The new, revised and amending Standards and Interpretations have not had a material impact and not resulted in changes to the Company's presentation of, or disclosure in, its half year financial statements.

Note 2. Operating segments

Identification of reportable operating segments

The consolidated entity is organised into 1 operating segment: exploration and development of resource projects in North Africa through its investment in Celamin Limited. This operating segment is based on the internal reports that are reviewed and used by the Board of Directors (who are the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources.

The information reported to the CODM is on at least a monthly basis.

Note 3. Contingent liabilities

The Company does not have any contingent liabilities at 31 December 2011.

Note 4. Subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1:

Name of entity	Country of incorporation	Equity holding	
		31/12/2011	30/06/2011
		%	%
Victorian Gold Mines Pte Ltd *	Singapore	-	100.00
Vic Gold Mines Pty Ltd	Australia	100.00	100.00

* Subsidiary sold during the reporting period for \$1,500 resulting in a gain on disposal of \$429.

Note 5. Events after the reporting period

On 4 January 2012, the consolidated entity placed 4,666,669 fully paid ordinary shares to sophisticated investors at 15 cents per share to raise \$700,000. Also on 4 January 2012, 2,000,000 partly paid shares were paid up in full at 10 cents per share, raising a further \$200,000.

No other matter or circumstance has arisen since 31 December 2011 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

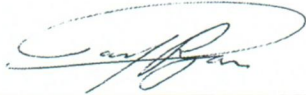
Celamin Holdings NL
Directors' declaration

In the directors' opinion:

- the attached financial statements and notes thereto comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes thereto give a true and fair view of the consolidated entity's financial position as at 31 December 2011 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5) of the Corporations Act 2001.

On behalf of the directors



Mr David Regan
Managing Director

8 February 2012
Melbourne, VIC.

INDEPENDENT AUDITOR'S REPORT

To the members of Celamin Holdings NL and Controlled Entities.

Report on the Half-year Report

We have reviewed the accompanying half-year financial report of Celamin Holdings NL (the company) and Celamin Holdings NL and Controlled Entities (the consolidated entity), which comprises the consolidated condensed statement of financial position as at 31 December 2011, the consolidated condensed statement of comprehensive income, the consolidated condensed statement of changes in equity, the consolidated condensed statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory notes and the directors' declaration.

Directors' Responsibility for the Financial Report

The directors of Celamin Holdings NL (the company) are responsible for the preparation and fair presentation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001* and for such control as the directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement, whether due from fraud or error.

Auditor's responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 Review of an Interim Financial Report Performed by the Independent Auditor of the Entity in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the interim financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the company's financial position as at 31 December 2011 and its performance for the half-year ended on that date; and complying with Australian Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001. As auditor of the xyz Limited and controlled entities, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

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

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Celamin Holdings NL and Controlled Entities is not in accordance with *Corporations Act 2001*, including:

- i. giving a true and fair view of the consolidated entity's financial position as at 31 December 2011 and of its performance for the half-year ended on that date; and
- ii. complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.



GRAEME STEWART
ANDREW FREWIN & STEWART
61-65 Bull Street, Bendigo, 3550

Dated this 8th day of February 2012