

Appendix 5B

Mining exploration entity quarterly report

Name of entity

RMG LIMITED

ABN

51 065 832 377

Quarter ended ("current quarter")

30 June 2011

Consolidated statement of cash flows

Cash flows related to operating activities	Current quarter \$A'000	Year to date (12 months) \$A'000
1.1 Receipts from product sales and related debtors	1	3
1.2 Payments for (a) exploration & evaluation (b) development (c) production (d) administration	(143)	(313)
1.3 Dividends received		
1.4 Interest and other items of a similar nature received	21	74
1.5 Interest and other costs of finance paid		
1.6 Income taxes paid		
1.7 Other – exploration permit recoveries upon relinquishment)	-	13
Net Operating Cash Flows	(321)	(676)
Cash flows related to investing activities		
1.8 Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets	(23)	(23)
1.9 Proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets		
1.10 Loans to other entities		
1.11 Loans repaid by other entities		
1.12 Other (GST recoverable on acquisition of project))	(69)	(69)
Net investing cash flows	(92)	(92)
1.13 Total operating and investing cash flows (carried forward)	(413)	(768)

1.13	Total operating and investing cash flows (brought forward)	(413)	(768)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	1,500	2,190
1.15	Proceeds from sale of forfeited shares		
1.16	Proceeds from borrowings		
1.17	Repayment of borrowings		
1.18	Dividends paid		
1.19	Other (costs of funds raised)	(84)	(150)
	Net financing cash flows	1,416	2,040
	Net increase (decrease) in cash held	1,003	1,272
1.20	Cash at beginning of quarter/year to date	1,547	1,278
1.21	Exchange rate adjustments to item 1.20		
1.22	Cash at end of quarter	2,550	2,550

Payments to directors of the entity and associates of the directors

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

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	54
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Remuneration paid to director for exploration company \$32,700. Director's fees paid \$21,000.

Non-cash financing and investing activities

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

Acquisition of the Kamarga Zinc Project

On 29 April 2011 RMG acquired the Kamarga zinc project through the acquisition of Sunlander Nominees Pty Ltd. Sunlander has an exclusive right to earn up to 100% of the Kamarga project from Teck Australia Pty Ltd (Teck) pursuant to a Farm-in Agreement. The consideration for the acquisition of Sunlander was the issue of 165,000,000 ordinary shares to the shareholders of Sunlander, as well as 75,000,000 Performance Options. In addition, under the terms of the Teck Farm-in Agreement, a further 40,000,000 ordinary shares were issued to Teck.

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

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Financing facilities available

Add notes as necessary for an understanding of the position.

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

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	(1,046)
4.2 Development	-
4.3 Production	-
4.4 Administration	(175)
Total	(1,221)

Reconciliation of cash

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

	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	250	446
5.2 Deposits at call	2,300	1,101
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	2,550	1,547

Changes in interests in mining tenements

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

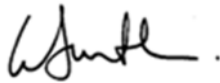
Issued and quoted securities at end of current quarter

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

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1 Preference + securities <i>(description)</i>				
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 +Ordinary securities	1,040,133,592	1,040,133,592		
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	205,000,000 150,000,000	205,000,000 150,000,000	Deemed 1.0 cent 1.0 cent	100% 100%
7.5 +Convertible debt securities <i>(description)</i>				
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7 Options <i>(description and conversion factor)</i>	8,750,000 150,000,000 75,000,000	- - -	<i>Exercise price</i> 5.0 cents 2.0 cents 0.0001 cents	<i>Expiry date</i> 30 June 2012 30 April 2014 29 April 2013
7.8 Issued during quarter	150,000,000 75,000,000	- -	2.0 cents 0.0001 cents	30 April 2014 29 April 2013
7.9 Exercised during quarter				
7.10 Expired during quarter				
7.11 Debentures <i>(totals only)</i>				
7.12 Unsecured notes <i>(totals only)</i>				

Compliance statement

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



Sign here: Date:28 July 2011.....
(Company Secretary)
Print name: Graeme Smith

Notes

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

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