



Alara Resources Limited
A.B.N. 27 122 892 719
Level 14, The Forrest Centre
221 St Georges Terrace
Perth Western Australia 6000

Telephone | **+61 8 9214 9787**
Facsimile | **+61 8 9322 1515**
Web | **www.alararesources.com.au**
Email | **info@alararesources.com.au**

30 JUNE 2009 QUARTERLY REPORT

CONTENTS

Company Profile.....	2
Project Location	3
Company Projects:	
1. Bigrlyi Uranium	4
2. Mt James Uranium	5
3. King Sound Mineral Sands	6
Corporate.....	7
Australian Tenements.....	8
Peruvian Concessions.....	9
Securities Information	10
Appendix 5B Mining Exploration Entity Quarterly Report.....	12

Dated: 31 July 2009

Further information:

Shanker Madan
Managing Director
T | (08) 9214 9787
E | smadan@alararesources.com.au

SUMMARY

- **Cash position:** Cash (and investments in listed securities) position remains strong at \$6.8 million (30 June 2009) compared with Alara's (undiluted) market capitalisation of \$4.3 million (based on the closing price of 5.4 cents as at 30 June 2009). Alara's cash (and investments in listed securities) position as at 31 July 2009 is ~\$7.3 million, compared with its market capitalisation of \$5.5 million (based on the closing price of 6.9 cents as at 31 July 2009).
- **Strategic Decision:** The global financial crisis continues to have significant adverse effects on capital markets and the aspirations of resource exploration companies such as Alara. Whilst Alara is in a relatively sound cash position, it has undertaken a strategic decision to conserve cash for advanced exploration and development investment opportunities in the resource sector.
- **Bigrlyi Uranium:** On 14 May 2009, Alara announced that it had entered into a joint venture agreement with Thundellara Exploration Ltd (**THX**) for THX to earn a 70% interest in EL 24879, EL 24928 and EL 24929 by incurring \$750,000 of expenditure on these tenements over 5 years and a 70% interest in EL 24927 (application) by incurring \$750,000 of expenditure on this tenement over 5 years. THX has recently completed a helicopter-assisted ground gravity survey in the project area involving the capture of 344 gravity stations on a 1km x 1km grid.
- **Mt James Uranium:** Completed a 32 hole 649 metre RC drilling programme along two drill lines to test potential calcrete hosted uranium mineralisation targets beside the Gascoyne River on the Epsilon JV tenements EL 09/1195 and EL 09/1196. Low-level sub-economic uranium mineralisation averaging less than 100ppm eU3O8 was encountered. In light of such results, Alara has accordingly determined that these tenements do not have the potential to host any significant uranium mineralisation.
- **Other Projects:** No field work was conducted during the quarter and none is planned for the Canning Well, Crucero, Santa Rosa, Pampacolca and Coasa Project areas.
- **New Projects:** Alara has reviewed and discounted a number of exploration opportunities and is undertaking an on-going investigation of a number of prospective opportunities in the resources sector throughout the world. This includes applying for mineral concessions, entering into joint ventures and taking options over and acquiring concessions or tenements.

ASX Code | **AUQ**





COMPANY PROFILE

Alara Resources Limited (ASX Code: AUQ) is an Australian based mineral exploration and development company with a current portfolio of early stage exploration projects in Peru and Australia (Northern Territory and Western Australia):

PROJECTS	LOCATION
(1) Bigriyi South Uranium	Northern Territory
(2) Mt James Uranium	Gascoyne, Western Australia
(3) Canning Well Base Metals/Uranium	Pilbara, Western Australia
(4) Crucero Uranium	Peru
(5) Kimberley Phosphate	Kimberley, Western Australia
(6) Santa Rosa Uranium	Peru
(7) Pampacolca Uranium	Peru
(8) Coasa Uranium	Peru

The global financial crisis continues to have significant adverse effects on capital markets and the aspirations of resource exploration companies such as Alara. Whilst Alara is in a relatively sound position holding cash (and investments in listed securities) of (\$6.8 million as at 30 June 2009 and ~\$7.3 million as at 31 July 2009), it has undertaken a strategic decision to conserve cash for more advanced exploration and development opportunities arising in the resource sector. Alara has therefore reduced exploration expenditure on its existing early stage exploration projects.

Alara has reviewed and discounted a number of exploration opportunities and is undertaking an on-going investigation of a number of prospective opportunities in the resources sector throughout the world. This includes applying for mineral concessions, entering into joint ventures and taking options over and acquiring concessions or tenements.

The Alara Board comprises members with extensive experience in the resources sector, being **Chairman, Dr John Stephenson**, previously Exploration Director for Rio Tinto Australasia with more than 35 years experience in mineral exploration and **Managing Director, Mr H. Shanker Madan**, an experienced senior geologist with more than 30 years of world-wide experience in the exploration and evaluation of mineral deposits for various commodities and **Executive Director, Mr Farooq Khan** who has extensive experience in corporate law, the securities industry, capital markets and the executive management of ASX listed companies.

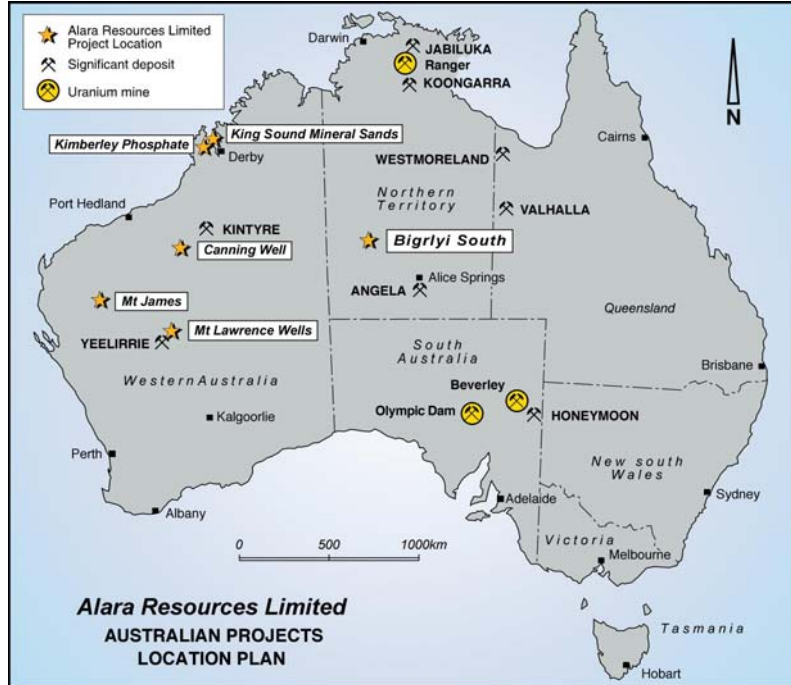
Alara currently has the following securities on issue:

	Quoted on ASX	Unlisted	Total
Fully paid ordinary shares	80,507,500	-	80,507,500
\$0.55 (26 July 2012) Unlisted Employees' Options	-	500,000	500,000
\$0.35 (16 September 2013) Unlisted Executive Directors' Options	-	16,400,000	16,400,000
\$0.35 (16 September 2013) Unlisted Non-Executive Director's Options	-	900,000	900,000
\$0.35 (16 September 2013) Unlisted Employees' Options	-	1,485,000	1,485,000
Total	80,507,500	19,285,000	99,792,500

PROJECT LOCATION

AUSTRALIAN PROJECTS

The location of Alara's Australian projects in the Northern Territory and Western Australia are shown on the map below.



PERUVIAN PROJECTS

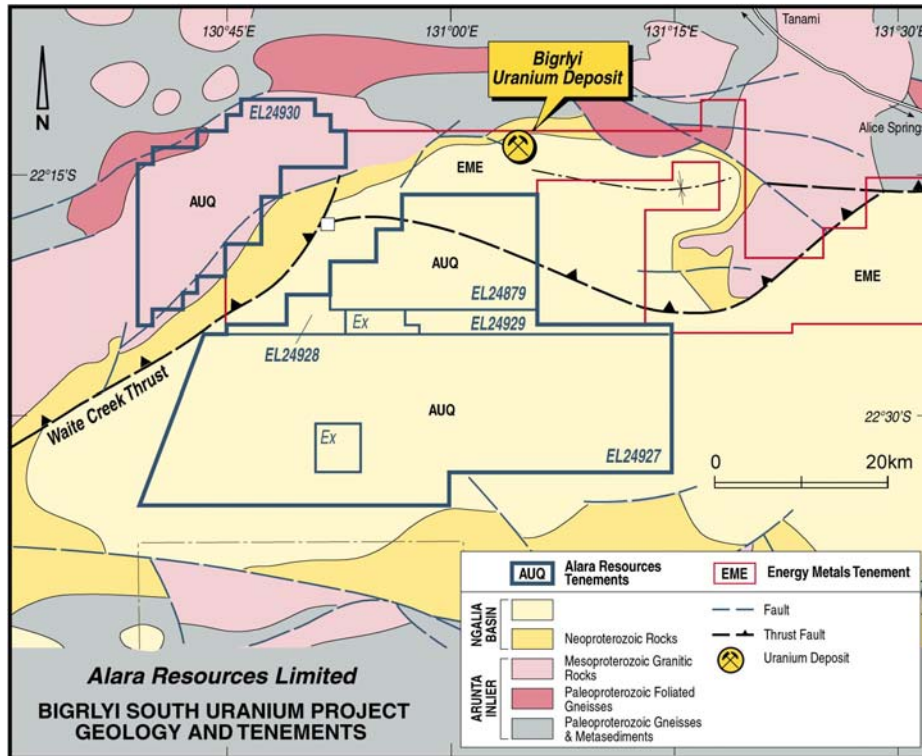
The location of Alara's uranium project areas in Peru are shown on the map to the right.



COMPANY PROJECTS

1. BIGRLYI SOUTH (NORTHERN TERRITORY)

The project tenements are located principally in the northern part of the Ngalia Basin in the Northern Territory (located approximately 390 kilometres north-west of Alice Springs).



During the quarter, Alara entered into a joint venture agreement with Thundellara Exploration Ltd (THX) for THX to earn a 70% interest in EL 24879, EL 24928 and EL 24929 by incurring \$750,000 of expenditure on these tenements over 5 years and a 70% interest in EL 24927 (application) by incurring \$750,000 of expenditure on this tenement over 5 years.

Under the terms of the THX joint venture agreement:

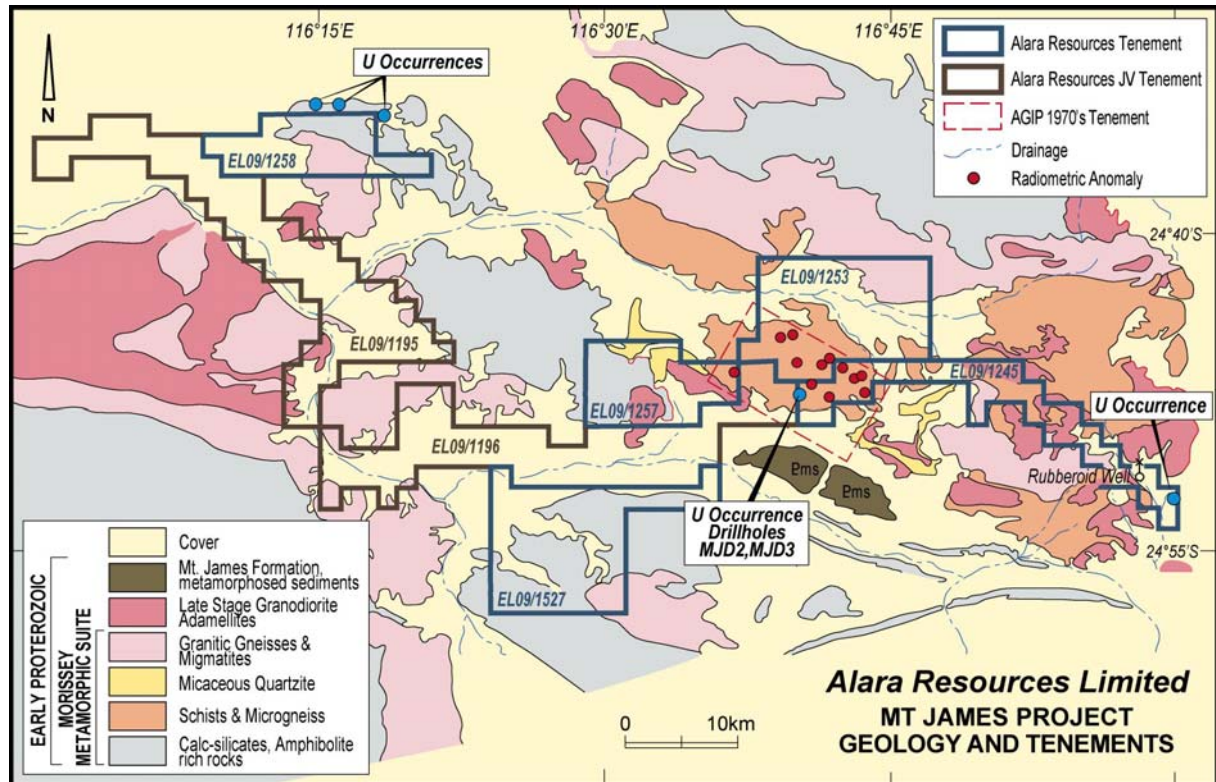
1. THX can spend \$750,000 within 5 years to earn a 70% interest in EL24879, EL24928 and EL24929 and a further \$750,000 to earn a 70% interest in EL 24927 (application pending grant) within 5 years of the date of grant of the tenement.
2. THX is required to keep the tenements in good standing during the earn-in period.
3. After THX has earned its 70% interest in the relevant tenements, Alara can elect to contribute its share of expenditure or convert to a 10% interest which is free-carried to a decision to mine. An industry-standard dilution formula applies.
4. THX can withdraw after the first year and, in the case of EL 24927 (application), also if the tenement is not granted within two years.
5. Alara has a first right of refusal if THX wishes to dispose of its rights under the joint venture.

THX has tenements (1,950 km²) contiguous with Alara's tenements (1,350km²) and has recently completed a regional helicopter-assisted gravity survey over most of its Ngalia project area. Thundelarra advises that this survey was designed to locate major structures beneath the sand and Tertiary sediment cover, which are potential hosts for uranium deposits in the central basin. Gravity data for 344 stations on a 1km x 1km grid over the granted tenements has been captured. The results of this survey are pending analysis and release to the market by THX.

Exploration Licence EL 24930, which was not part of the THX joint venture and considered to have low potential for uranium mineralisation, is in the process of being relinquished.

COMPANY PROJECTS

2. MT JAMES (GASCOYNE, WESTERN AUSTRALIA)



Exploration Activities and Programme

During the quarter, Alara completed a 32 hole 649 metre RC drilling programme along two drill lines to test potential calcrete hosted uranium mineralisation targets beside the Gascoyne River on the Epsilon JV tenements EL 09/1195 and EL 09/1196.

Most of the drill holes showed a similar sedimentary profile with top 5-6m silicified calcrete grading to softer calcrete followed by clays and silts. The downhole geophysical gamma logs showed a consistent profile. In the calcretes a peak value of 300 cps was measured with typical count rates varying between 30-170 cps against a background average of 55 cps. Peak values typically occurred at the base of the calcrete representing minor uranium mineralisation. The peak value of 300 cps approximately equates to 127ppm eU3O8.

In light of such results, Alara has accordingly determined that these tenements do not have the potential to host any significant uranium mineralisation.

No further field work is presently proposed to be undertaken in the area, to conserve cash for other more advanced exploration and opportunities.



COMPANY PROJECTS

3. KING SOUND MINERAL SANDS PROJECT (KIMBERLEY, WESTERN AUSTRALIA)

Alara has through a joint venture (**JV**) with ASX listed Strike Resources Limited (**Strike**) a 70% interest in the King Sound Mineral Sands Project, currently comprising three tenement applications covering a total area of 652 square kilometres, located approximately 10 kilometres west of the port town of Derby in the West Kimberley region of Western Australia. The JV had identified the King Sound area as being prospective for the accumulation of heavy minerals, such as zircon, rutile and ilmenite.

The traditional owners have informed the JV that they are not prepared to consent to any exploration on the tenements due to the cultural significance of the area and have respectfully requested that the tenement applications be withdrawn.

In light of the significant cultural importance of this area and the prospect for significant opposition to future works, the JV parties have recently agreed to withdraw the tenement applications and terminate the JV in respect of these tenements.

The information in this report that relates to Exploration Results, Mineral Resources or Ore Reserves has been compiled by Mr Hem Shanker Madan who is a Member of The Australian Institute of Mining and Metallurgy. Mr Madan is the Managing Director of the Company. Mr Madan has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking, to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Mineral Resources and Ore Reserves (the JORC Code)." Mr Madan consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.



CORPORATE

Cash Position

The Alara group's cash (and investments in listed securities) position as at 30 June 2009 was \$6.8 million (~\$7.3 million as at 31 July 2009).

This compares with Alara's (undiluted) market capitalisation of \$4.3 million based on the closing price of 5.4 cents as at 30 June 2009 (\$5.5 million based on the closing price of 6.9 cents as at 31 July 2009).

The Alara group have a relatively small exposure to the United States dollar and Peruvian Nuevo Soles foreign currencies.

These foreign currencies are applicable to and facilitates Alara group operations and activities in Peru.

Shares Released from ASX Escrow

On 25 May 2009, 24,496,215 shares were released from ASX imposed escrow.

Expiry of Listed Options (former ASX Code: AUQO)

60,367,500 listed options (formerly with an exercise price of \$0.25 each) lapsed on 30 June 2009.



AUSTRALIAN TENEMENTS

Project	Status	Tenement	Grant / Application Date	Expiry Date	Area (Blocks)	Area (km ²)	Area (hectares)	Location / Property Name	State	Company's Interest
Bigryli South	Granted	EL 24879	15/08/06	14/08/12	82	260.5	26,050	Mount Doreen	NT	100% (75% held by Alara Operations Pty Ltd and 25% held by Hume Mining NL); Thundellara Exploration Ltd has a right under a joint venture with Alara to earn a 70% interest
	Application	EL 24927	12/09/05	N/A	338	998.7	99,870	Haasts Bluff	NT	
	Granted	EL 24928	24/08/06	23/08/12	15	34.95	3,495	Mount Doreen	NT	
	Granted	EL 24929	24/08/06	23/08/12	26	56.8	5,680	Mount Doreen	NT	
	Granted	EL 24930	24/08/06	23/08/12	99	314.7	31,470	Mount Doreen	NT	
Mt James	Granted	EL 09/1195	28/03/06	27/03/11	70	TBD	21,784.43	Mt James	WA	Right to earn up to a 60% interest (from Epsilon Energy Limited)
	Granted	EL 09/1196	28/03/06	27/03/11	70	TBD	21,757.06	Mt James	WA	
	Application	E09/1527	28/04/08	N/A	49	152	15,220	Mt James	WA	100% held by Alara Operations Pty Ltd
	Granted	E 09/1253	29/06/06	28/06/11	49	147	14,700	Mt James	WA	100% (75% held by Alara Operations Pty Ltd and 25% held by Hume Mining NL)
	Granted	E 09/1245	23/03/07	22/03/11	35	105	10,500	Rubberoid Well	WA	70% held by Alara Operations Pty Ltd (30% retained by Uranium Oil & Gas Limited/Helen Mary Ansell)
	Granted	E 09/1257	28/06/06	27/06/11	27	81	8,100	Injinu Hills	WA	100% held by Alara Operations Pty Ltd
	Granted	E 09/1258	29/09/06	28/09/11	26	78	7,800	Mortimer Hills	WA	100% held by Alara Operations Pty Ltd
Canning Well	Granted	E 46/629	02/08/05	01/08/10	19	57	5,700	Canning Well	WA	100% (75% held by Alara Operations Pty Ltd and 25% held by Hume Mining NL)
	Application	E 46/585	17/10/03	N/A	69	207	20,700	Canning Well	WA	Right to earn 85% (excluding all manganese mineral rights) (63.75% held by Alara Operations Pty Ltd and 21.25% held by Hume Mining NL)
King Sound Mineral Sands	Application	E 04/1657	26/02/07	N/A	43	141	14,100	King Sound	WA	Right to earn 70% (100% held by Strike Resources Limited); application to be withdrawn during September 2009 quarter
	Application	E 04/1658	26/02/07	N/A	58	190	19,000	King Sound	WA	
	Application	E 04/1659	26/02/07	N/A	98	321	32,100	King Sound	WA	
Kimberley Phosphate	Application	E 04/1855	14/08/08	N/A	150	490	48,992	Kimberley	WA	100% held by Alara Operations Pty Ltd
	Application	E 04/1856	14/08/08	N/A	45	146	14,649	Kimberley	WA	
	Application	E 04/1857	14/08/08	N/A	95	309	30,922	Kimberley	WA	
	Application	E 04/1858	14/08/08	N/A	75	245	24,456	Kimberley	WA	
	Application	E 04/1859	14/08/08	N/A	42	137	13,682	Kimberley	WA	



PERUVIAN CONCESSIONS

Crucero Project (4,100 hectares):

Concession	Code	Application/Grant Date	Area (Hectares)	National Map	LOCATION		
					District	Province	Department
Lituania 1	01-02481-07	31 July 2007	600	29-X	Crucero	Carabaya	Puno
Lituania 2	01-02482-07	10 September 2007	1000	29-X	Crucero	Carabaya	Puno
Lituania 3	01-02483-07	25 September 2007	1000	29-X	Crucero	Carabaya	Puno
Lituania 8	10029708	27 June 2008	500	29-X	Putina	Sn. Antonio de Putina	Puno
Rosita Dos 2007*	01-00306-07		1000	29-X	Crucero	Carabaya	Puno

* 100% of uranium rights and vanadium, phosphates, and other radioactive mineral rights associated with uranium production

Santa Rosa Project (4,400 hectares):

Concession	Code	Application/Grant Date	Area (Hectares)	National Map	LOCATION		
					District	Province	Department
Sayana 1	01-02465-07	5 September 2007	400	30-U	Santa Rosa	Melgar	Puno
Quimsa 1	01-02480-07	7 September 2007	1000	30-U	Santa Rosa	Melgar	Puno
Quimsa 2	01-02460-07	9 August 2007	1000	30-U	Santa Rosa	Melgar	Puno
Cunurana 1	01-02451-07	7 September 2007	300	30-U	Santa Rosa	Melgar	Puno
Panca 1	01-02479-07	5 September 2007	700	30-U	Santa Rosa	Melgar	Puno
Santa Rosa Sur	01-03647-07	2 July 2007	1,000	30-U	Santa Rosa, Macarí	Melgar	Puno

Pampacolca Project (4,400 hectares):

Concession	Code	Application/Grant Date	Area (Hectares)	National Map	LOCATION		
					District	Province	Department
Pampacolca 1	01-01084-07	21 October 2008	900	32Q	Pampacolca / Tipan Aplao	Castilla	Arequipa
Pampacolca 2	01-01085-07	29 May 2008	600	32Q	Aplao / Iray	Castilla / Condesuyos	Arequipa
Pampacolca 3	01-01852-07	18 July 2008	700	32Q	Pampacolca	Castilla	Arequipa
Pampacolca 4	01-01851-07	9 August 2007	500	32Q	Pampacolca	Castilla	Arequipa
Pampacolca 5	01-03649-07	12 May 2008	200	32Q	Pampacolca	Castilla	Arequipa
Pampacolca 7	01-04637-07	29 August 2007 (application)	600	32Q	Aplao	Castilla	Arequipa
Pampacolca 10	01-06361-07	19 November 2008	900	32Q	Aplao	Castilla	Arequipa

Coasa Project (9,600 hectares):

Concession	Code	Application/Grant Date	Area (Hectares)	National Map	LOCATION		
					District	Province	Department
Cochacucho 1	01-02461-07	5 September 2007	800	28-V	Ituata/Coasa	Carabaya	Puno
Cochacucho 2	01-02463-07	31 July 2007	800	28-V	Coasa/Ituata	Carabaya	Puno
Cochacucho 3	01-02463-07	31 July 2007	800	28-V	Ituata/Coasa	Carabaya	Puno
Umachullo 1	01-02449-07	31 July 2007	1000	29-V	Coasa	Carabaya	Puno
Umachullo 2	01-02450-07	14 August 2007	1000	29-V	Coasa	Carabaya	Puno
Uchumallo 3	01-02445-07	14 August 2007	1000	29-V	Coasa	Carabaya	Puno
Uchumallo 4	01-02447-07	31 July 2007	1000	29-V	Coasa	Carabaya	Puno
Uchumallo 5	01-02446-07	6 September 2007	1000	29-V	Coasa / Usicayos	Carabaya	Puno
Coasa 1	01-02464-07	31 July 2007	400	28-X	Coasa	Carabaya	Puno
Lituania 4	01-02484-07	5 September 2007	800	29-X	Coasa	Carabaya	Puno
Hualahuani 1	01-02448-07	10 September 2007	1000	29-X	Usicayos / Coasa	Carabaya	Puno

SECURITIES INFORMATION

as at 30 June 2009



ISSUED SECURITIES

	Quoted on ASX	Unlisted	Total
Fully paid ordinary shares	80,507,500	-	80,507,500
\$0.55 (26 July 2012) Unlisted Employees' Options	-	500,000	500,000
\$0.35 (16 September 2013) Unlisted Executive Directors' Options	-	16,400,000	16,400,000
\$0.35 (16 September 2013) Unlisted Non-Executive Director's Options	-	900,000	900,000
\$0.35 (16 September 2013) Unlisted Employees' Options	-	1,485,000	1,485,000
Total	80,507,500	19,285,000	99,792,500

SUMMARY OF UNLISTED DIRECTORS' AND EMPLOYEE OPTIONS

Date of Issue	Description of Unlisted Options	Exercise Price	Expiry Date	Vesting Criteria ¹	No. of Options
27 July 2007	\$0.55 (27 July 2012) Employees' Options	\$0.55	26 July 2012	1/3 rd on 27 January 2008, 1/3 rd on 27 July 2008 and 1/3 rd on 27 January 2009	500,000
17 September 2008	\$0.35 (16 September 2013) Unlisted Executive Directors' Options	\$0.35	16 September 2013	75% on grant and 25% on 17 September 2009	16,400,000
17 September 2008	\$0.35 (16 September 2013) Unlisted Non-Executive Director's Options	\$0.35	16 September 2013	75% on grant and 25% on 17 September 2009	900,000
17 September 2008	\$0.35 (16 September 2013) Unlisted Employees' Options	\$0.35	16 September 2013	50% on 17 March 2009, 25% on 17 September 2009 and 25% on 17 March 2010	1,485,000

¹ Options which have vested may be exercised at any time thereafter, up to their expiry date

SECURITIES INFORMATION

as at 30 June 2009



DISTRIBUTION OF ORDINARY FULLY PAID SHARES

Spread	of	Holdings	Number of Holders	Number of Units	% of Total Issue Capital
1	-	1,000	1,546	708,855	0.880
1,001	-	5,000	514	1,233,986	1.533
5,001	-	10,000	381	3,239,003	4.023
10,001	-	100,000	520	16,090,124	19.986
100,001	-	and over	107	59,235,532	73.578
Total			3,068	80,507,500	100%

TOP 20 ORDINARY FULLY PAID SHAREHOLDERS

Rank	Shareholder	Total Shares	% Issued Capital
1	STRIKE RESOURCES LIMITED	12,750,000	15.837
2	ORION EQUITIES LIMITED	9,332,744	11.592
3	BRW CONSULTING SERVICES PTY LTD	219,269	
	KATANA EQUITY PTY LTD	1,581,383	
	LISA SHALLARD AND LINDA SALA TENNA	2,824,144	
	CLASSIC CAPITAL PTY LTD	1,287,304	
	KB33 CAPITAL PTY LTD	200,000	
	Sub-total	6,112,100	7.592
4	DATABASE SYSTEMS LIMITED	2,712,021	3.369
5	KATANA ASSET MANAGEMENT LTD	2,044,240	2.539
6	ANZ NOMINEES LIMITED	1,747,599	2.171
7	RAMSA PTY LTD	1,471,925	1.828
8	CHARLES FOTI CORPORATION PTY LTD	1,101,855	1.369
9	BLUE CRYSTAL PTY LTD	829,751	1.031
10	MS ROSANNA DE CAMPO	800,000	0.994
11	TWINLAND HOLDINGS PTY LTD	781,024	0.970
12	CITYSIDE INVESTMENTS PTY LTD	727,210	0.903
13	RENMUIR HOLDINGS LIMITED	668,402	0.830
14	CASTLE BAILEY PTY LTD	657,056	0.816
15	S JONES & R JONES & C JONES	603,708	0.750
16	MR BRIAN PETER BYASS	518,537	0.644
17	ZHIVAN PTY LTD	502,203	0.624
18	MIDAS INVESTMENTS (WA) PTY LTD	500,000	0.621
19	MISS HEI YE LAM	410,000	0.509
20	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	396,680	0.493
Total		44,667,055	55.482

Appendix 5B

Mining Exploration Entity Quarterly Report

Name of entity

Alara Resources Limited and controlled entities

ACN or ARBN

122 892 719

Quarter Ended

30 June 2009

Consolidated statement of cash flows

	Consolidated	
	Current Quarter June 2009 \$' 000	Year to Date 12 months \$' 000
Cash flows related to operating activities		
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for		
(a) exploration and evaluation	(67)	(1,356)
(b) development	-	-
(c) production	-	-
(d) administration	(390)	(993)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	41	432
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other (provide details if material)	-	-
Net operating cash flows	(416)	(1,917)

	Consolidated	
	Current Quarter June 2009 \$' 000	Year to Date 12 months \$' 000
1.8 Net operating cash flows (carried forward)	(416)	(1,917)
Cash flows related to investing activities		
1.9 Payment for purchases of:		
(a) prospects	(63)	(63)
(b) equity investments	(987)	(1,774)
(c) other fixed assets	-	(18)
	-	-
1.10 Proceeds from sale of:		
(a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	-
1.11 Loans to other entities	-	-
1.12 Loans repaid by other entities	-	-
1.13 Other (provide details if material)	-	-
- Acquisition Cost - Resources Projects	-	(151)
Net investing cash flows	(1,050)	(2,006)
1.14 Total operating and investing cash flows	(1,466)	(3,923)
Cash flows related to financing activities		
1.15 Proceeds from issues of shares, options, etc.	-	-
1.16 Proceeds from sale of forfeited shares	-	-
1.17 Proceeds from borrowings	-	151
1.18 Repayment of borrowings	-	(151)
1.19 Dividends paid	-	-
1.20 Other (provide details if material)	-	-
Net financing cash flows	-	-
Net increase (decrease) in cash held	(1,466)	(3,923)
1.21 Cash at beginning of quarter/year to date	6,803	9,239
1.22 Exchange rate adjustments to item 1.20	(36)	(15)
1.23 Cash at end of quarter	5,301	5,301

**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 June 2009 \$' 000
1.24	Aggregate amount of payments to the parties included in item 1.2	(91)
1.25	Aggregate amount of loans to the parties included in item 1.10	-

1.26 Explanation necessary for an understanding of the transactions

Directors' fees, salaries and superannuation for the quarter.

Non-cash financing and investing activities

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

None.

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

None.

Financing facilities available

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

Estimated cash outflows for next quarter

		Next Quarter \$' 000
4.1	Exploration and evaluation	(100)
4.2	Development	-
Total		(100)

Reconciliation of cash

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

		Consolidated	
		Current Quarter \$' 000	Previous Quarter \$' 000
5.1	Cash on hand and at bank	751	898
5.2	Deposits at call	4,550	5,905
5.3	Bank overdraft	-	-
5.4	Other (Bank Bills)	-	-
Total: cash at end of quarter (item 1.22)		5,301	6,803

Changes in interests in mining tenements

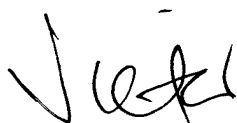
	Tenement reference	Nature of interest (note (4))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements relinquished, reduced or lapsed	Refer to Quarterly Activities Report		
6.2	Interests in mining tenements acquired or increased	Refer to Quarterly Activities Report		

Issued and quoted securities at end of current quarter

	Total number	Number quoted	Issue price per security (see note 5) (cents)	Amount paid up per security (see note 5)
7.1 Preference securities+				
7.2 Changes during quarter				
(a) Increases through issues				
(b) Decreases through returns of capital, buy-backs, redemptions				
7.3 Ordinary securities+	80,507,500	80,507,500	25 cents	25 cents
7.4 Changes during quarter				
(a) Increases through issues				
(b) Decreases through returns of capital, buy-backs				
7.5 Convertible debt securities+				
7.6 Changes during quarter				
(a) Increases through issues				
(b) Decreases through securities matured, converted				
7.7 Options			<i>Exercise price</i>	<i>Expiry date</i>
Unlisted \$0.55 (26 July 2012) Employees' Options	500,000	-	55 cents	26 July 2012
Unlisted \$0.35 (16 September 2009) Options	16,400,000	-	35 cents	16 September 2013
Unlisted \$0.35 (16 September 2009) Options	900,000	-	35 cents	16 September 2013
Unlisted \$0.35 (26 July 2012) Options	1,485,000	-	35 cents	16 September 2013
7.8 Issued during quarter				
7.9 Exercised during quarter		-	-	-
7.10 Cancelled during quarter				
Listed AUQO \$0.25 (30 June 2009) Options	60,367,500	60,367,500	25 cents	30 June 2009
7.11 Debentures (totals only)				
7.12 Unsecured notes				

Compliance statement

- 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).
- This statement **does** give a true and fair view of the matters disclosed.



31 July 2009

Victor Ho
Company Secretary

Notes:

The **Company** currently holds the following listed share investments:

	30-Jun-09 Market Value
ASX listed securities	\$1,501,033
	<u>\$1,501,033</u>

Share investments are regarded as **liquid assets to supplement the Company's cash reserves**.

+ See Chapter 19 for defined terms

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
- 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
- 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.
- 6) The Company holds foreign currencies denominated in US dollars and Peruvian Nuevo Soles. Fluctuations in foreign exchange rates have been accounted for in this cashflow report using the exchange rate as at 31 March 2009.