

Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001, 01/06/10.

Name of entity

Atlantic Ltd

ABN

60 009 213 763

Quarter ended ("current quarter")

31 March 2011

Consolidated statement of cash flows

Cash flows related to operating activities	Current quarter \$A'000	Year to date (9 months) \$A'000
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for (a) exploration & evaluation	-	-
(b) development	-	-
(c) production	-	-
(d) administration	(2,398)	(7,260)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	639	1,234
1.5 Interest and other costs of finance paid	(32)	(196)
1.6 Income taxes paid	-	-
1.7 Other - GST receivable	(8,393)	(10,192)
1.7 Other - Windimurra acquisition costs	-	(435)
Net Operating Cash Flows	(10,184)	(16,849)
Cash flows related to investing activities		
1.8 Payment for purchases of: (a) prospects	-	-
(b) equity investments	(13,000)	(16,000)
(c) other fixed assets	(20,743)	(39,828)
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 – cash acquired on acquisition of Midwest Vanadium	-	27,616
Net investing cash flows	(33,743)	(28,212)
1.13 Total operating and investing cash flows (carried forward)	(43,927)	(45,061)

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(43,927)	(45,061)
Cash flows related to financing activities			
1.14	Proceeds from issues of shares, options, etc.	510	56,819
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	333,832	333,832
1.17	Repayment of borrowings	(156,162)	(166,234)
1.18	Dividends paid	-	-
1.19	Other – Share issue costs	-	(670)
	Other – Debt facility establishment costs	(13,007)	(13,628)
	Net financing cash flows	165,173	210,119
	Net increase (decrease) in cash held	121,246	165,058
1.20	Cash at beginning of quarter/year to date	47,930	4,118
1.21	Exchange rate adjustments to item 1.20	(2,722)	(2,722)
1.22	Cash at end of quarter	166,454	166,454

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	306
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Payments to directors include fees, salary and related benefits.

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

+ See chapter 19 for defined terms.

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	324,173	324,173
3.2 Credit standby arrangements	-	-

Loan facilities as at 31 March 2011 is made up of the US\$335m of senior secured notes converted at \$1.0334, due in February 2018, with interest payable at 11.5%pa. This note facility is fully drawn down. Initial proceeds were received on 17 February 2011 and converted to A\$333.8m at \$1.0035.

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	-
4.2 Development	56,600
4.3 Production	-
4.4 Administration	1,800
Total	58,400

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	166,023	12,439
5.2 Deposits at call	431	35,491
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	166,454	47,930

Appendix 5B
Mining exploration entity quarterly report

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	None		
6.2	Interests in mining tenements acquired or increased	None		

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 (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	112,790,281	112,790,281	
	66 Class B	-		
7.4	Changes during quarter	2,548,237	2,548,237	
	(a) Increases through issues			
	(b) Decreases through returns of capital, buy-backs			
7.5	+Convertible debt securities			
	<i>(description)</i>			
7.6	Changes during quarter			
	(a) Increases through issues			
	(b) Decreases through securities matured, converted			

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

7.7	Options <i>(description and conversion factor)</i>	6,077,718 169,811	Quoted Unquoted	<i>Exercise price</i> 20 cents \$1.325	<i>Expiry date</i> 31 December 2011 31 August 2012
7.8	Issued during quarter				
7.9	Exercised during quarter	31,734 190,000 353,179 29,000 13,000 35,000 1,359,191 102,800 434,333	Quoted Quoted Quoted Quoted Quoted Quoted Quoted Quoted Quoted	20 cents 20 cents 20 cents 20 cents 20 cents 20 cents 20 cents 20 cents 20 cents	
7.10	Expired during quarter	Nil	Unquoted	25 cents	
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: 29 April 2011.....
(Company Secretary)

Print name: Tony Veitch

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.

== == == == ==