



Ramelius Resources Limited
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ASX RELEASE

For Immediate Release
Tuesday, 21 October 2003

Manager of Companies
The Company Announcements Office
Australian Stock Exchange Limited
PO Box H224
Australia Square
Sydney NSW 1215

Dear Sir

Mailing of 2003 Annual Report, Notice of Annual General Meeting and Proxy Form

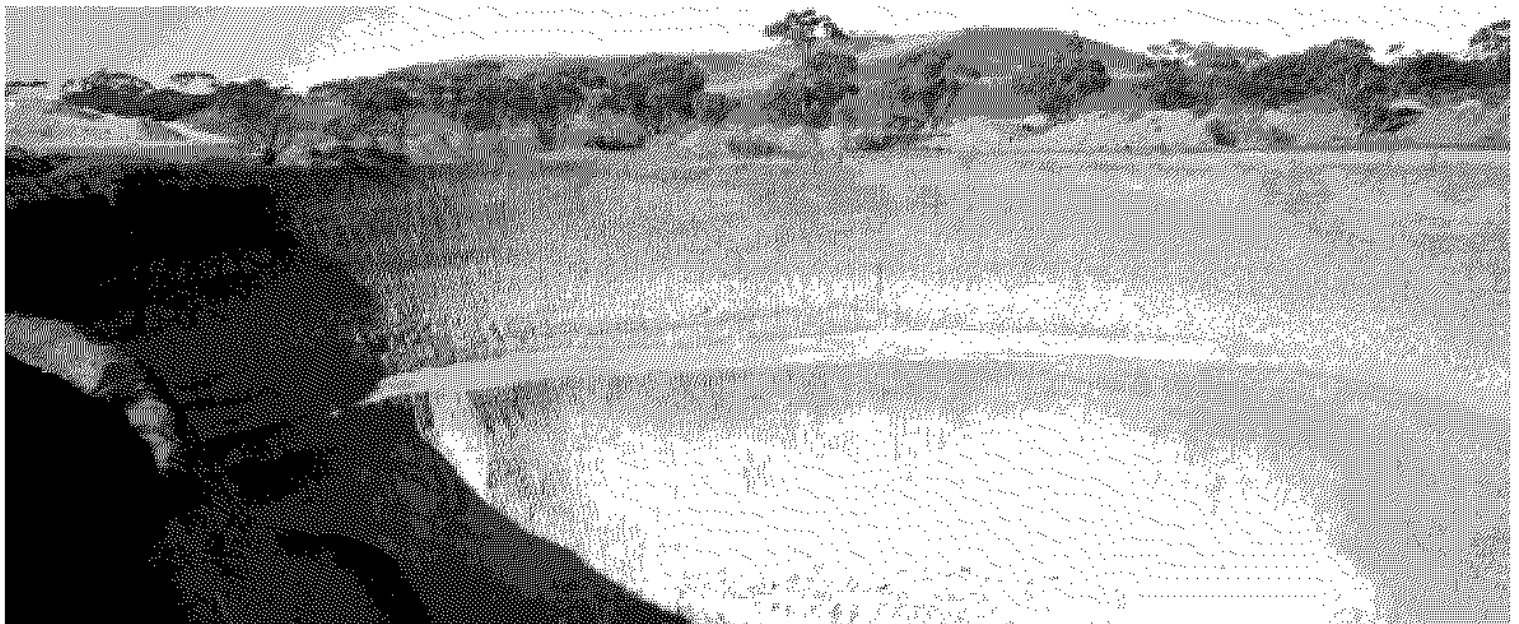
Attached are electronic copies of the Ramelius Resources Limited 2003 Annual Report, Notice of Annual General Meeting and Proxy Form which will be mailed to shareholders today.

Yours faithfully

Dom Francese
Company Secretary

Ramelius Resources Limited
Annual Report 2003

ANNUAL REPORT 2003



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Ramelius Resources Limited

ACN 001 717 540

ABN 51 001 717 540

Annual General Meeting

The 2003 Annual General Meeting will be held at the office of Ramelius Resources Limited 140 Greenhill Road Unley, South Australia on Friday 21 November 2003 commencing at 11am.

A formal notice is mailed to shareholders with the distribution of this report.

Stock Exchange

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

ASX codes:

Shares : RMS

Options: RMSO

Front cover image: Black Cat North Pit





Chairman's Report



Dear Fellow Shareholder,

It is with pleasure that I present to you the first annual report of Ramelius Resources Limited.

Early in 2003, your Company successfully completed its public offering, raising the minimum capital requirement of \$3.2 million and listing on the Australian Stock Exchange on 31 March this year as a gold exploration company, with 517 shareholders.

Our asset portfolio comprised 47 mining tenements mainly in the Coolgardie region of Western Australia, and six Royalty Interests in additional tenements in the Eastern Goldfields. Acquisitions since have further expanded the number of advanced gold projects in hand.

Within a week of listing, Ramelius commenced an aggressive exploration program, enabling the announcement within four months of our first gold resource - inferred resource of 115,000 tonnes at 3.0 g/t gold (approximately 11,000 ounces of gold) at the Black Cat Project.

Scheduled drilling programs over coming months are expected to further build on this resource.

These early successes have been achieved during a period in which equities markets showed more positive support for smaller capitalised companies, particularly in the resources sector, and amid an environment of sustained high gold prices - averaging well above US\$350 an ounce and peaking at around US\$380 an ounce post balance date.

Your Company's objectives remain as stated in the Prospectus: to establish an early revenue stream from gold production to help support ongoing exploration and development of our major projects.

Ramelius has commenced the 2003-04 financial year with a number of development options available to it to optimise the production potential of our initial gold projects. Additionally, Ramelius has interests in a substantial number of other target rich projects which provides a base for us to grow the company.

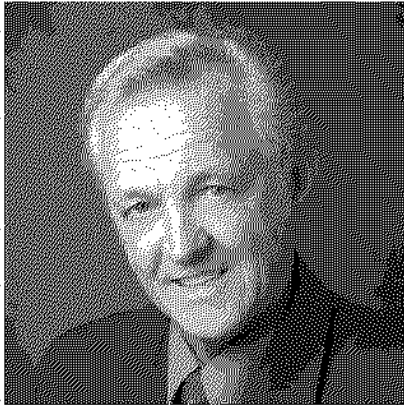
As our young company enters this exciting growth phase, Directors are deeply appreciative of the loyalty and support shown by our shareholders. We look forward to value-adding to your investment as Ramelius progresses from explorer to producer.

I take this opportunity to record my thanks to our Managing Director, Joe Houldsworth and our Company Secretary, Dom Francese, for the enormous effort in getting the company established in our maiden year. My thanks also to Reg Nelson for his input and effort in assisting in that process.

Robert Michael Kennedy
Chairman

September 2003

Managing Director's Report



This reporting period for Ramelius, covering the first three months of operations to 30 June, 2003, has been marked by successful growth through both exploration achievement and tenement acquisition.

The sound business model and strategic focus on gold opportunities in Western Australia, particularly the Eastern Goldfields province, as outlined in the prospectus, has delivered early rewards.

As a result of the cost-effectiveness of exploring in this prolific gold production region, Ramelius has achieved exploration costs marginally lower than budgeted. This has enabled the Company to increase its exploration efforts.

Promising results from our initial exploration work include an inferred gold resource at the Black Cat Project, a small potential supergene gold resource at the Bonnievale Project, gold and nickel anomalies at the Hilditch Project and a copper/zinc anomaly on the Ingebong Project.

We have expanded our portfolio of advanced gold projects with the acquisition of the Morning Star and Jasper Queen Projects in the Murchison Mineral Field, in Western Australia.

These acquisitions are in accord with Ramelius' corporate strategy of acquiring value-adding advanced gold projects ideally positioned for low cost exploration and development.

There is also a suite of promising resource projects that will be progressively activated upon conclusion of Native Title Agreements.

With the continuing strong gold price, exploration activity in the Eastern Goldfields is increasing, generating a demand for highly prospective gold projects.

As Ramelius has assembled a healthy suite of exploration assets in this region, we anticipate attracting major joint venture interest and funding on some of our larger projects.

Our objective during the 2003-04 financial year is to build on the positive results to date, test new resource targets and consider development options.

A handwritten signature in black ink, appearing to read 'Joe Houldsworth'. The signature is fluid and cursive, written over a light background.

Joe Houldsworth
Managing Director

September 2003



Review of Operations

Operational Highlights

Black Cat Project – Gold:

(Option to Acquire 90%)

The Company completed two reverse circulation (RC) drilling programs during the period on its Black Cat Project, located north of Coolgardie in Western Australia, and has subsequently estimated an inferred resource of **115,000 tonnes at 3.0 g/t gold (approximately 11,000 oz of gold)** to a depth of 60 metres. This resource is contained within an inferred resource of **190,000 tonnes at 2.6 g/t gold (approximately 15,700 oz gold)** estimated to a depth of about 100 metres, generally the limit of the drilling. This resource remains open to the east, and the Company expects to recommence extensional and infill drilling early in the September quarter.

Hilditch Project – Gold and Nickel: (90%)

Ramelius completed a program of pedogenic carbonate sampling over the Hilditch group of tenements which form part of the Company's Spargoville Regional Project, identifying three zones of anomalous gold. One zone returned values of 574 ppb gold and 263 ppb nickel on lines 200 metres apart. The nickel and base metal results are still being assessed.

Ingebong/Rhodes – Copper/Lead/Zinc: (90%)

The Company has commenced geochemical soil and lag sampling programs at Ingebong and Rhodes respectively.

New Acquisitions

The following project was acquired in June 2003.

Morning Star – Gold: (80%)

Ramelius acquired Fox Resources Limited's 80% interest in the Morning Star Project at Cuddingwarra near Cue in Western Australia where high grade gold intercepts have been obtained from earlier RC drilling, along with M20/245 at Tuckabianna (100%).

Financial Highlights

Corporate

The Company successfully completed its public offering, raising the minimum capital requirement of \$3.2 million, and subsequently listed on the ASX on 31 March 2003.

On completion of the IPO, the Company held rights in a portfolio comprising 47 Western Australian mining tenements, and six Royalty Interests in additional tenements in the Eastern Goldfields of Western Australia. Of the 11 project areas formed by these tenements, three are considered gold resource projects and five prospects with clear drilling targets.

Interests in Mining Tenements

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



Project Name	Location	Tenement ID	Associated Tenement ID	Acquiring %	Acquired %	Registered Owner	Beneficial Owner	Area
Cuddingwarra	Murchison	M20/79			80%	Fox Resources	Ramelius	219 ha
Jasper Queen	Murchison	M20/245			100%	Fox Resources	Ramelius	100 ha
Jaurdi/ Black Cat	Coolgardie	ML 16/34		90%		Kinver Mining	Kinver Mining	341.25 ha
	Coolgardie	ML 16/115		90%		Kinver Mining	Kinver Mining	279 ha
Ingebong Hills Blue Hills Rhodes	Warburton	EL69/1549			80%	Ramelius	Ramelius	34 blocks
	Warburton	EL 69/1657			80%	Ramelius	Ramelius	67 blocks
	Warburton	EL69/1653			80%	Ramelius	Ramelius	22 blocks
Hilditch	Coolgardie	PL 15/4127			90%	Ramelius	Ramelius	103 ha
	Coolgardie	PL 15/4128			90%	Ramelius	Ramelius	115 ha
	Coolgardie	PL 15/4129			90%	Ramelius	Ramelius	96 ha
	Coolgardie	PL 15/4130			90%	Ramelius	Ramelius	105 ha
Wattle Dam	Coolgardie	PL 15/3767	MLA 15/1323		100%	Ramelius	Ramelius	60 ha
	Coolgardie	PL 15/3873	MLA 15/1338		100%	Ramelius	Ramelius	84 ha
	Coolgardie	PLA 15/4479			100%	Killoran	Ramelius	138 ha
	Coolgardie	PL 15/3632	MLA 15/1264		100%	Ramelius	Ramelius	85 ha
	Coolgardie	PL 15/3637	MLA 15/1263		100%	Ramelius	Ramelius	105 ha
	Coolgardie	PL 15/3638	MLA 15/1263		100%	Ramelius	Ramelius	113 ha
	Coolgardie	MLA15/1263	P 15/3637 & 3638		100%	Ramelius	Ramelius	217 ha
	Coolgardie	MLA15/1264	P 15/3632		100%	Ramelius	Ramelius	85 ha
	Coolgardie	MLA15/1323	P 15/3787		100%	Ramelius	Ramelius	50 ha
	Coolgardie	MLA15/1338	P 15/3873		100%	Ramelius	Ramelius	87 ha
Larkinvile	Coolgardie	ELA15/689		75%		Heron	Heron	36 blocks
	Coolgardie	ELA15/742		75%		Heron	Heron	7 blocks
	Coolgardie	PL15/4213		75%		Heron	Heron	121.6 ha
	Coolgardie	PL 15/4214		75%		Heron	Heron	121.6 ha
	Coolgardie	PL 15/4464		75%		Heron	Heron	22 ha
Bonnievale	Coolgardie	ML 15/70			100%	Ramelius	Ramelius	53 ha
	Coolgardie	ML 15/220			85%	Ramelius	Ramelius	26 ha
Gnarlbine	Coolgardie	ELA 15/762		75%		Linden Gold	Linden Gold	32 blocks
	Coolgardie	PLA 15/4507			100%	Ramelius	Ramelius	191 ha
	Coolgardie	PLA 15/4508			100%	Ramelius	Ramelius	200 ha
Bullabulling Ida Fault	Coolgardie	ELA15/679		75%		Heron	Heron	41 blocks
	Coolgardie	ELA16/269		75%		Avoca	Avoca	36 blocks
	Coolgardie	PLA15/4435		75%		Heron	Heron	162 ha
	Coolgardie	PLA15/4436		75%		Heron	Heron	190.03 ha
	Coolgardie	PLA15/4437		75%		Heron	Heron	187.2 ha
	Coolgardie	PLA15/4438		75%		Heron	Heron	192 ha
	Coolgardie	PLA15/4439		75%		Heron	Heron	200 ha
Coolgardie	PLA15/4440		75%		Heron	Heron	27.4 ha	
Eucalyptus	Mt. Margaret	MLA 39/464			50%	OldCity	Ramelius	520 ha
	Mt. Margaret	MLA 39/465			50%	OldCity	Ramelius	898 ha
	Mt. Margaret	MLA 39/466			50%	OldCity	Ramelius	398 ha
	Mt. Margaret	EL 39/480			50% Au Rights	OldCity	Ramelius	
Lake Seabrook	Yilgarn	MLA 77/943			90%	Enterprise	Ramelius	60 ha
Parker Range	Yilgarn	EL77/955			100%	Beach	Ramelius	3 blocks
ROYALTIES								
Sandstone Bulong	East Murchison	Various			Production	Herald	Ramelius	Various
	East Coolgardie	Various			Production	Yilgarn Gold Limited	Ramelius	Various
Spargos Reward	Coolgardie	Various			3 % GGR	Breakaway	Ramelius	Various
Siberia Edjudina	Broad Arrow Mt. Margaret	Various Various			production \$0.5M cap	PlacerDome SOG	Ramelius	Various
Eucalyptus	Mt. Margaret	EL 39/480	MLA 39/903 & 804		Production	NIWest	Ramelius	4 blocks

Use of Cash and Assets

During the quarter following ASX listing, cash and assets in a form readily convertible to cash were used in a manner consistent with the Company's business objectives.



Review of Operations

Exploration

Ramelius commenced exploration work within one week of listing on the ASX.

Operations Review

BLACK CAT PROJECT: (Option to Acquire 90% part M16/34 & M16/115) Gold

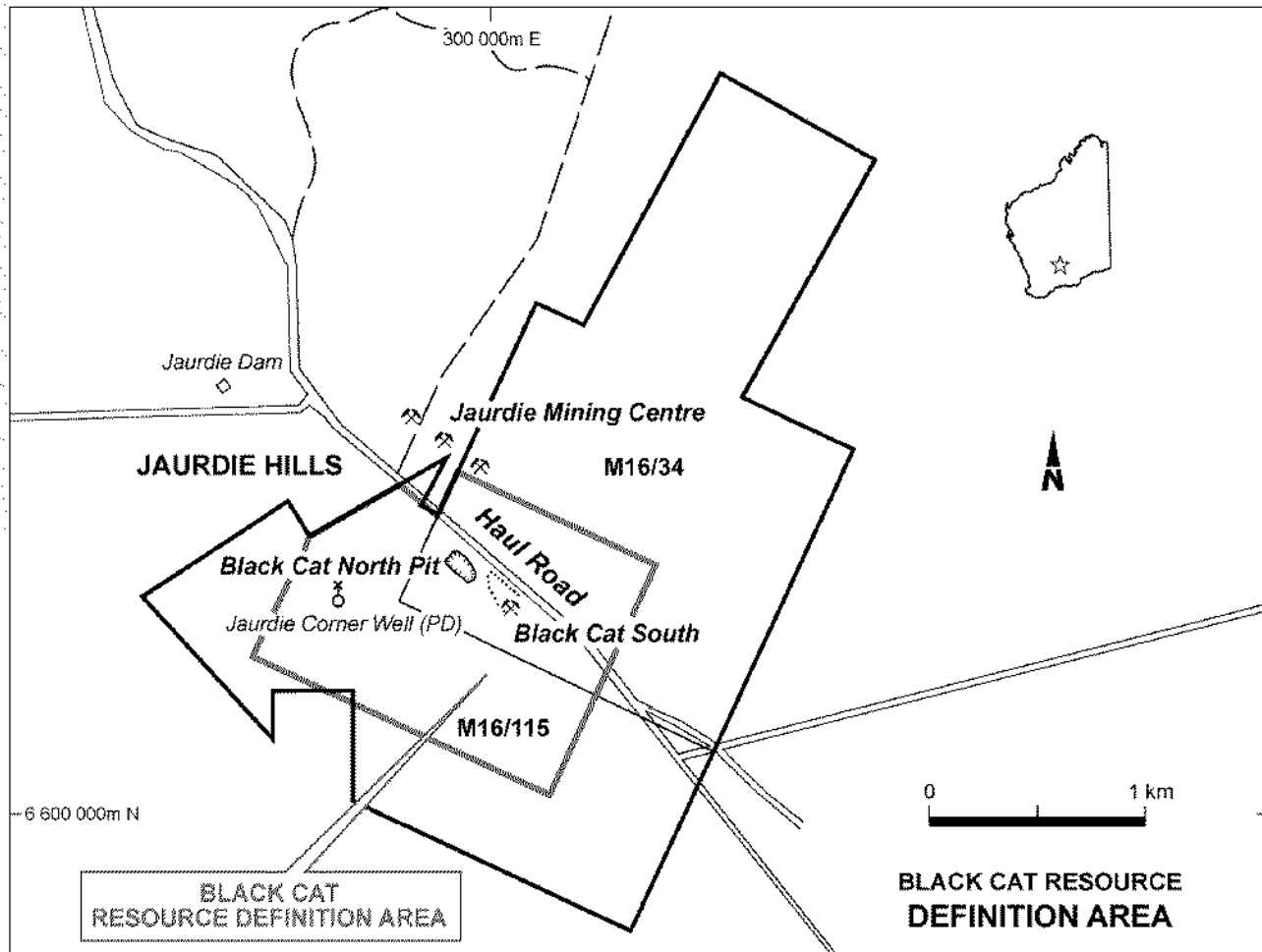
During the three months to 30 June, 2003, the Company completed two RC drilling programs comprising a total of 49 RC holes for 4693 metres (RAM001 to RAM050) at the Black Cat

Project located near the Jaurdie Hills mining centre, north of Coolgardie. The drilling followed up significant mineralisation identified by previous explorers (Coolgardie Gold and Kinver Mining).

Resource Estimate

A resource estimate of the **Black Cat South gold deposit** has been undertaken using the results of the recent drilling programs undertaken by Ramelius. An inferred resource of **115,000 tonnes at 3.0 g/t gold**

(approximately 11,000 oz of gold) has been estimated to a depth of 60 metres. This resource is contained within an inferred resource of **190,000 tonnes at 2.6g/t gold** (approximately 15,700 oz gold) that has been estimated to a depth of about 100 metres, generally the limit of the drilling. The mineralisation remains open to the east, and the Company expects to recommence infill drilling early in the September quarter. The resource has been assigned an inferred category mainly because



Drilling & Sampling Techniques

Summary of Significant Results

off (2 gram metre gold cut
+ +

BONNIEVALE PROJECT:
(100% M15/70; 85% M15/220.) Gold

Table 1: Bonnievale Project

Hole No	Northing	Easting	Az	Dip	Depth from m	Length m	Grade g/t Au



Table 2: Black Cat Project

Hole No	Northing	Easting	Az	Dip	Depth from m	Length m	Grade g/t Au	
RAM 01	2070	5080	360	-60	59	2	1.2	
					77	2	5.6	
					90	1	2.0	
RAM 04	2080	5040	360	-60	41	2	4.1	
					75	5	1.0	
					86	6	1.2	
RAM 05	2030	5040	360	-60	100	3	1.2	
RAM 07	2050	5000	360	-60	86	1	2.8	
					95	3	1.0	
RAM 09	2020	4960	360	-60	107	1	3.9	
RAM 12	1970	4920	360	-60	65	1	9.2	
RAM 14	1980	4840	360	-60	47	2	1.0	
RAM 16	1990	4800	360	-60	43	3	1.0	
RAM 24	1790	4800	360	-60	74	3	4.3	
RAM 25	1820	4800	360	-60	80	2	1.2	
					94	2	1.1	
RAM 28	2160	5080	360	-60	25	2	2.62	
RAM 29	2130	5080	360	-60	47	1	1.45	
					51	8	2.13	
					68	1	2.49	
RAM 30	2100	5080	360	-60	75	2	2.36	
					86	1	11.94	
					23	1	18.43	
RAM 31	2170	5040	360	-60	34	13	1.37	
					59	1	2.80	
RAM 32	2140	5040	360	-60	31	5	1.45	
					64	6	2.60	
RAM 33	2110	5040	360	-60	17	1	6.32	
					31	4	5.71	
RAM 34	2170	5000	360	-60	Including	1	19.96	
					-60	45	5	2.66
					59	2	2.14	
RAM 35	2110	5000	360	-60	53	14	3.16	
					Including	2	10.17	
					and	1	10.84	
RAM 36	2080	5000	360	-60	40	1	2.55	
					75	5	1.34	
					85	3	2.10	
RAM 39	2110	4960	360	-60	36	1	3.78	
RAM 40	2080	4960	360	-60	74	2	1.53	
RAM 41	2050	4960	360	-60	38	2	1.40	
					81	2	1.07	
RAM 43	2052	4927	360	-60	46	1	1.98	
					89	3	1.20	
RAM 44	1870	4840	360	-60	62	2	1.35	
					96	1	3.40	
RAM 48	1870	4760	360	-60	2	1	3.90	
					96	2 (EOH)	1.76	
RAM 49	1820	4760	360	-60	87	1	2.41	

Review of Operations

SPARGOVILLE AREA:

Gold; Nickel and Base Metals.

Hilditch Project:

(90% P15/4127 – 4130.)

In June 2003, the Company completed a program of pedogenic auger soil sampling over the Hilditch group of tenements. These tenements, which form part of the Company's Spargoville Regional Project, are located approximately 50 kilometres southeast of Coolgardie within the Coolgardie mineral field and cover some historical gold workings.

This pedogenic carbonate soil sampling program, carried out on 200 metre by 40 metre centres, identified three zones of anomalous gold. One zone is associated with the known gold mineralisation of the Hilditch gold workings, while the other zones, which are adjacent to each other, are approximately 500 metres and 700 metres to the southeast. They have strike lengths as defined by the 50ppb gold contour in excess of 400 metres and 200 metres respectively. The latter zone returned values of 574 ppb gold and 263 ppb gold on lines 200 metres apart.

The nickel and base metal results are still being assessed.

During the December quarter, it is proposed to geologically map and sample the two anomalous gold zones ahead of a RAB drilling program.

Wattle Dam Project:

(100% PL's 15/3767; 3873; 4479; 3632; 3637; 3638; EL 15/718; ML's 15/1263; 1264; 1323; 1338; 1101.)

The Company is receiving mediation assistance from the Native Title Tribunal in negotiations with two Native Title claimant groups in respect of Mining Lease Applications M15/1101; 1263 and 1264. Ramelius has also applied to expedite the granting of Exploration Licence 15/718.

GNARLBINE PROJECT:

(100% PL's 15/4507 and 4508:

Earning 75% EL 15/762.)

The Company has applied to expedite the granting of the abovementioned licences.

INGEBONG/RHODES:

(80% EL69/1549; EL69/1653; EL269/1657)

Copper/Lead/Zinc

The Ingebong Hills Licence is Ramelius' key project in the Earraheedy Basin, located approximately 180 kilometres northeast of Wiluna in Western Australia. The Company also holds the adjacent Blue Hills and

Rhodes Projects which are associated with GSWA regional base metal geochemical anomalies.

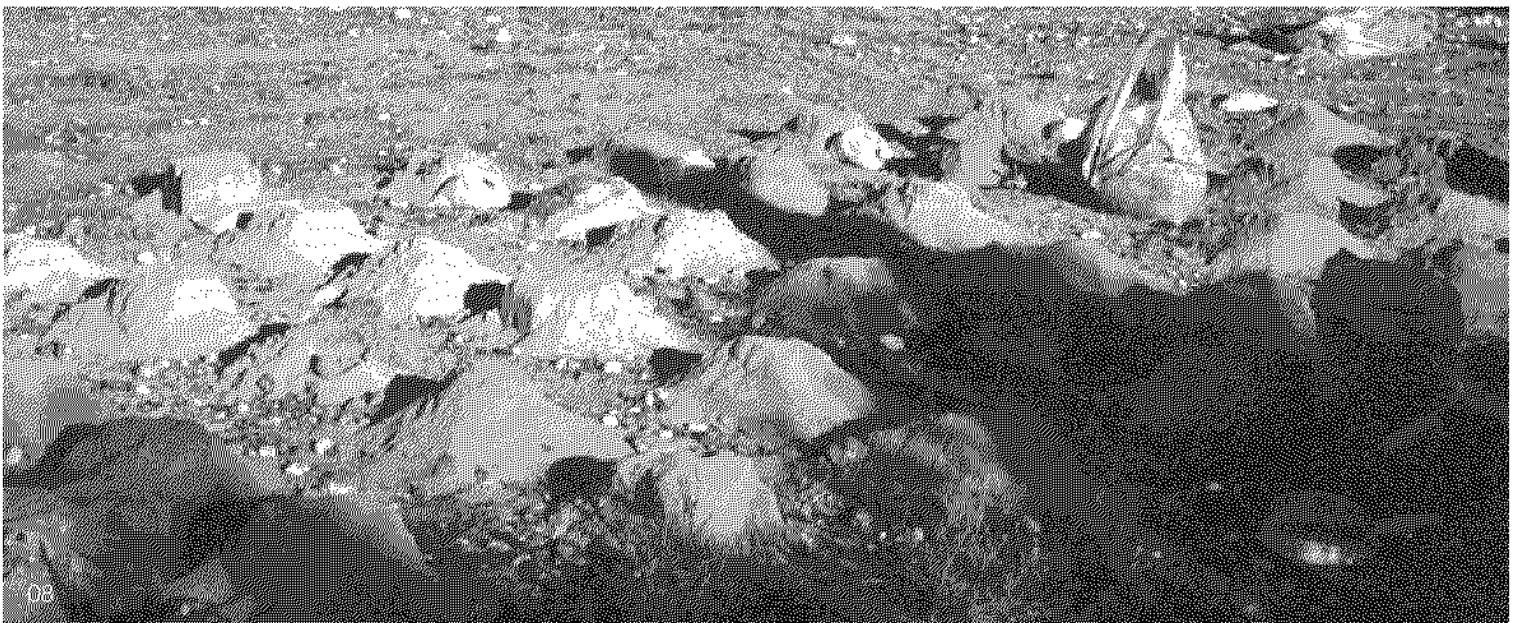
At Ingebong, previous lag geochemistry outlined a 6 x 3 kilometre copper/zinc anomaly while soil sampling returned enhanced copper/zinc values along a 12 kilometre zone trending northwest from the lag anomaly.

During the period, Southern Geoscience Consultants was commissioned to undertake an aeromagnetic interpretation of the Ingebong Hills licence. The consultancy identified a number of targets within the area of interest.

A soil sampling program has commenced and comprises approximately 60 line kilometres with sample intervals at 50 metres on line spacings of 400 metres.

At Rhodes, a lag sampling program will be carried out at the conclusion of the Ingebong program, and will comprise of sampling at intervals of 500 x 1000 metres over an area of approximately 35 square kilometres.

Results of the soil sampling at Ingebong Hills and the lag sampling at Rhodes, are expected to be returned during the September 2003 quarter.





Review of Operations

Morning Star Project: (80% M20/79) Gold Jasper Queen Project: (100% M20/245) Gold

The Company acquired Fox Resources Limited's interest in the Morning Star Project ML 20/79 at Cuddingwarra (80%) and ML 20/245 at Tuckabianna (100%) - both near Cue in Western Australia.

The Morning Star Project is situated on a granted mining lease close to Cue in the Murchison Mineral Field and fits the Company's strategy of acquiring low risk, low cost, advanced projects, well situated with respect to infrastructure and that have potential to generate an early gold production revenue stream.

Ramellius has issued Fox Resources 1.5 million ordinary fully paid 20 cent shares and 750,000 options exercisable at 20 cents, as consideration pursuant to the agreement.

An RC drilling program was scheduled for September 2003 for the Morning Star Project to follow up on previously identified high grade drill intercepts.

(CDAC 230; 13m @13.7 g/t from 31 to 44m; MSRC 09; 8m @34g/t from 49 to 57m.)

Royalties

Sandstone - Gold Production Royalty

The Company was advised that no production has taken place from the Royalty Tenements this year. The Tenements are now farmed out from Herald Ltd to Troy Resources Ltd.

Bulong - Gold Production Royalty

The Company was advised that no production has taken place on the Royalty Tenements this year. The Tenements are now owned by Yilgarn Gold Ltd with Central Kalgoorlie Gold Mines Ltd earning an interest. In June, CKGM announced significant gold intercepts including 7m @ 6.72g/t Au. on the Boundary Mining Lease. This is part of the Boundary resource previously identified by Ramsgate and is on the boundary of M25/91, one of the Royalty Tenements.

Spargos Reward - Gross Gold Royalty

Breakaway Resources Ltd, the owners of the Royalty Tenements advised that no production has taken place on these tenements.

Siberia - Nickel and Gold Royalty

PlacerDome, the holder of the Royalty Tenement has advised that no production has taken place on the tenement.

Edjudina - Gold Production Royalty

Sons of Gwalla, the owner of the Royalty Tenements have advised that no production has taken place on the tenements. SOG has recently commenced mining from Safari Bore carting the ore to the Carosue Dam treatment plant via a haul road located in near proximity to the Edjudina tenements. This haul road improves the probability of a mining operation at Edjudina in the near future.

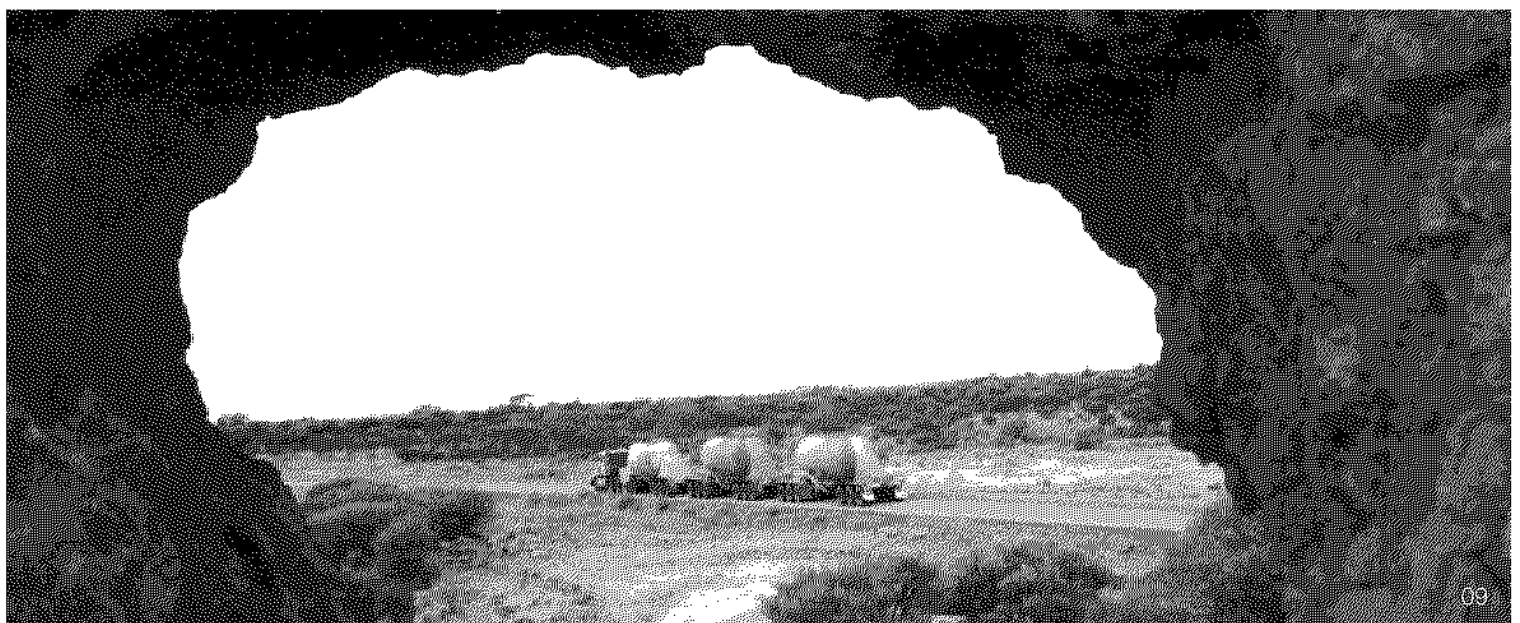
Eucalyptus - Nickel Production Royalty

No production has taken place on the relevant tenements.

Tenement Administration

Tenement Administration is carried out by the Company in-house and all tenements are currently in good standing.

The information in this report that relates to Mineral resources or Ore Reserves is based on information compiled by G.J.Dunbar of Dunbar Resource Management, who is a Fellow of the Australasian Institute of Mining and Metallurgy and who 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 1999 Edition of the "Australasian Code for Reporting of Mineral Resources and Ore Reserves". G.J.Dunbar consents to the inclusion in the report of the matters based on their information in the form and context in which it appears.



Native Title

Some of the exploration areas held by Ramelius may be subject to issues associated with Native Title. As the Company's exploration program was only instituted in April 2003, it is not appropriate to comment in any detail upon this matter. However 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 cooperation in its dealings with indigenous people, create goodwill, mutual awareness and understanding and most importantly, respect and commitment.

Recognition and Respect

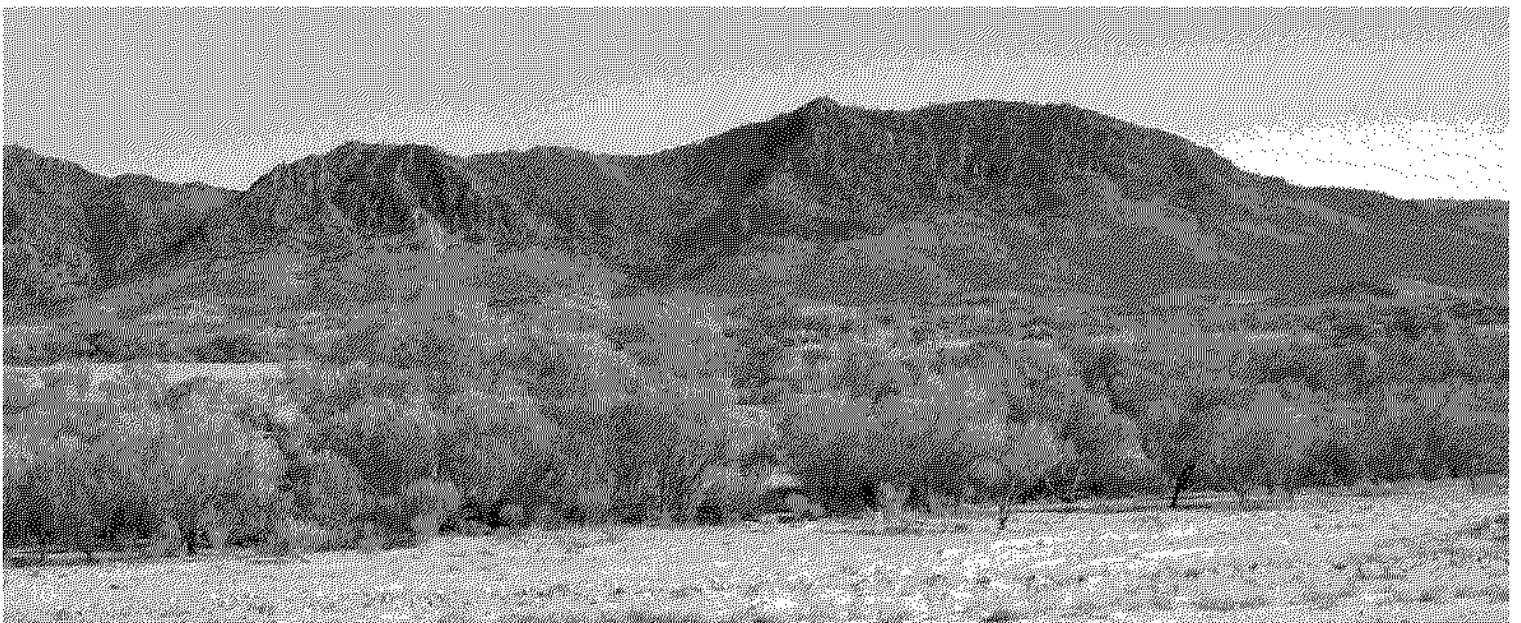
Ramelius recognises Aboriginal regard for land and respects their culture, traditions and cultural sites.

Understanding and Trust

Ramelius is prepared to listen 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 will work towards increasing their understanding, respect and trust and to promote the Company's obligations and economic constraints amongst indigenous communities. Ramelius will ensure 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 will adopt 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 will use its best endeavours to expedite the process and ensure that its commercial interests are not adversely impacted. The Company will also use 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.





Corporate Governance Statement

During the year the Company was admitted to the official list of the Australian Stock Exchange Limited and quotation of its securities commenced on 31 March 2003. This statement outlines the main Corporate Governance practices that were in place during the financial year ended 30 June 2003. However, given its recent elevated status to a listed entity, it is the intention of the Board to review its corporate governance during the 2003/4 financial year in consultation with the ASX Corporate Governance Council's "Principles of Good Corporate Governance and Best Practice Recommendations".

Board of Directors

Role of the Board

The Board's primary role is the protection and enhancement of long-term shareholder value.

To fulfil this role, the Board is responsible for the overall Corporate Governance of the Company including its strategic direction, management goal setting and monitoring.

Board processes

To assist in the execution of its responsibilities, the Board established a special IPO Due Diligence Committee

to deal with the preparation and issue of a capital raising prospectus. The Board has also established a framework for the management of the consolidated entity including a system of internal control, a business risk management process and the establishment of appropriate ethical standards.

Composition of the Board

The names of the directors of the company in office at the date of this Statement are set out in the Directors' Report of this financial report.

The composition of the Board consists of three directors of whom two, including the Chairman, are non-executives.

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.

Remuneration

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 \$200,000 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 is determined by the Board as part of the terms and conditions of his employment which are subject to review from time to time.

Further details of directors' remuneration, superannuation and retirement payments are set out in the Directors' Report and Note 23 to the financial statements.



Corporate Governance Statement

Audit Committee

It is the intention of the Board that a Audit Committee be set up during the 2003/4 financial year to oversee the establishment and maintenance of internal controls and appropriate ethical standards for management, review financial statements and reports, liaise with auditors and monitor external accounting and compliance procedures.

Ethical standards

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

The role of shareholders

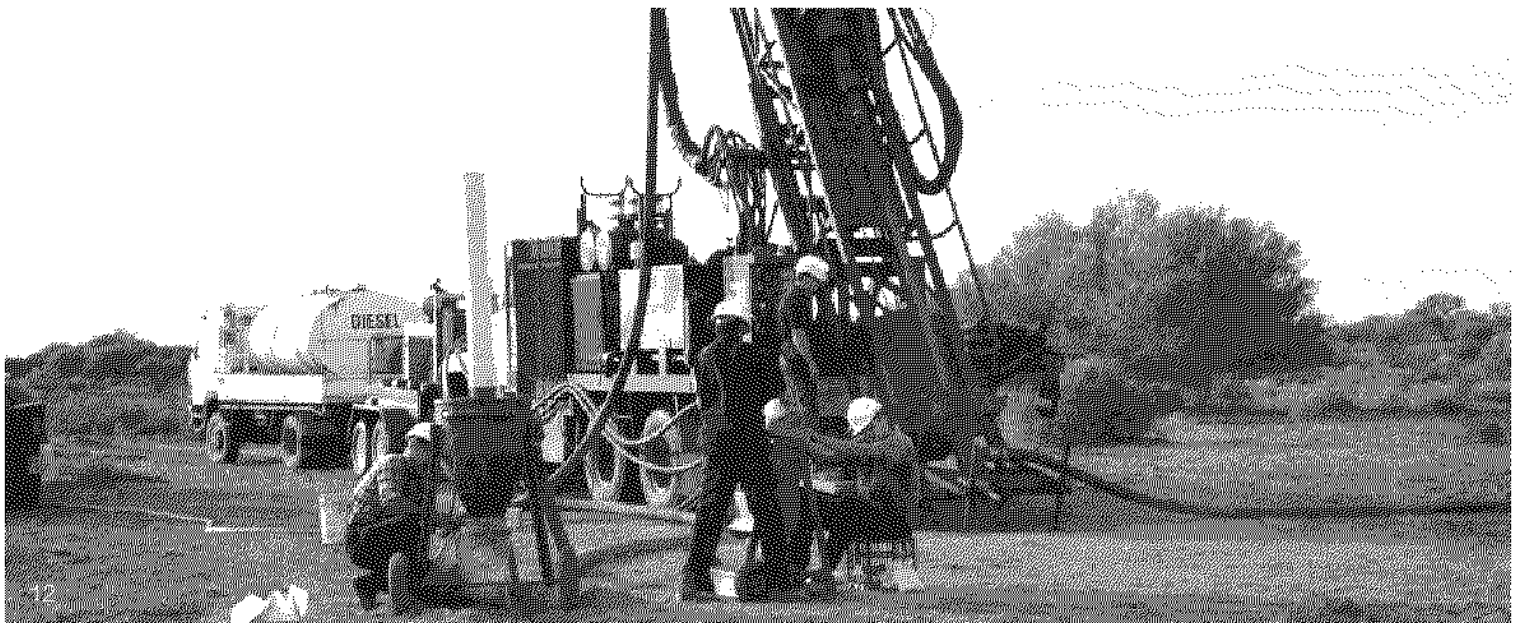
The Board aims to ensure that shareholders are informed of all major developments affecting the Company's state of affairs. Information is communicated to shareholders as follows:

- 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 the Australian Securities and Investments Commission and the Australian Stock Exchange and sent to all shareholders who request it;
- 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;
- documents released publicly are made available on the Company's internet web site at www.ramelliusresources.com.au

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.





Glossary of Terms

Air Core	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.
Aqua Regia	A corrosive, fuming yellow liquid prepared by mixing one volume of concentrated nitric acid with three to four volumes of concentrated hydrochloric acid. It was so named by the alchemists because it dissolves gold and platinum, the "royal" metals, which do not dissolve in nitric or hydrochloric acid alone.
Auger	A screw-like boring or drilling tool for use in clay or soft sediments.
ASX	The Australian Stock 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.
CDAC	Cuddingwarra Air Core
Carbonate	A common mineral type consisting of carbonates of calcium, iron, and/or magnesium.
Company	Ramelius Resources Limited (ACN 001 717 540)
Cut	A term used when referring to average assays where the grade of a particularly high-grade interval is reduced to a lesser value.
Dip	The angle at which rock stratum or structure is inclined from the horizontal.
EL	Exploration Licence
ELA	Exploration Licence Application
EOH	End of Hole
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. electrical resistivity, density or magnetic properties) unique to the rocks in the area quantitatively measured by one or more geophysical methods.
gm/cc	grams per cubic centimetre
g/t	grams per tonne
Gross Gold Royalty (GGR)	A royalty payment based on the total amount of product (gold) produced.
GSWA	The Geological Survey of Western Australia.
Ha	Hectare
IPO	Initial Public Offer
Lag	A residual deposit remaining after finer particles have been blown away by wind.

Glossary of Terms

Laterite	Highly weathered residual material rich in secondary oxides of iron and/or aluminum.
Leachwell	An analytical method
Lode Deposit	A vein or other tabular mineral deposit with distinct boundaries.
m	metre
M	see ML
ML	Mining Lease
MLA	Mining Lease Application
MSRC	Morning Star Reverse Circulation
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.
Open Pit	A mine excavation produced by quarrying or other surface earth-moving equipment.
oz	ounce
pedogenic	The development of soil
ppb	part per billion
P	See PL
PL	Prospecting Licence
PLA	Prospecting Licence application
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.
Ramelius	Ramelius Resources Limited (ACN 001 717 540)
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.
Royalty	A percentage of the revenue from the sale of a mineral product.
Royalty Interests	An interest in a Royalty
Strike	The direction of bearing of a bed or layer of rock in the horizontal plane.

2003 FINANCIAL REPORT

173,684
26,912
37,038
566
136,646
26,346
9,779
510,401
339,375
520,180
446,855
619,500
146,000
3,223,300
740,563
46,853
3,500
2,006,737
681,127
1,349,911
207,926
207,926
1,557,837
73,684
26,912
37,038
566
136,646
26,346
9,779
510,401
339,375
520,180
446,853
619,500
146,000
3,223,300
740,563
46,853
3,500
2,006,737
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207,926
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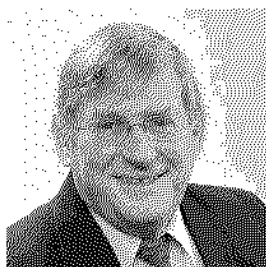


Directors' Report

The directors present their report together with the financial report of Ramelius Resources Limited ("the Company") for the year ended 30 June 2003 and the auditor's report thereon.

Directors

The directors of the Company at any time during or since the end of the financial year are:



Robert Michael Kennedy

*ASAIT, Grad, Dip (Systems Analysis),
FCA, ACIS, FAIM, FAICD*
Non-Executive Chairman

Aged 57. Joined in 1995 as a Non-Executive Chairman. A Chartered Accountant and a partner of Kennedy & Co, Chartered Accountants. He is also the Chairman of Beach Petroleum Limited, Greyhound Racing (SA) Limited, Flinders Diamonds Limited and GTL Energy Limited and is also a Director of Greyhound Australasia Ltd, Friendly Societies Medical Association Limited and Traditional Oil Exploration NL.

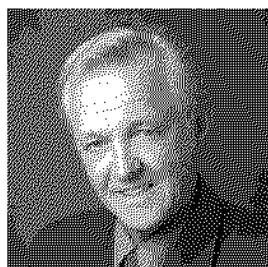


Reginald George Nelson

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

Aged 57. Reg is an exploration geophysicist with thirty-three years experience in the minerals and petroleum industries and a Councillor of the Australian Petroleum Production and Exploration Association. He has wide experience in technical, corporate and government affairs. He is Managing Director of Beach Petroleum Limited and a director of GTL Energy Limited. Amongst many other professional activities, he has been involved in gold exploration and mining operations in Western Australia, the Northern Territory and South Australia. He was Chairman of the Nevoria Gold Mine Joint Venture in Western Australia. He was Director of Mineral Development for the South Australian Government from 1989 to 1992 and was instrumental in raising the level of mineral exploration within that State to significant levels through his development of a business plan involving large scale aeromagnetic surveys and drilling. This led to the multi-million dollar and much-emulated South Australian Exploration Initiative. In 1999, he accepted an invitation to join the South Australian Premier's Resources Task Force to examine and recommend new initiatives for mineral exploration within the State. He remains a member of the South Australian Resources Industry Consultative Committee.

Directors' Report



Joseph Fred Houldsworth
Managing Director

Aged 56. Joe has extensive practical experience in the resource industry having worked in the mining and exploration industry for over 30 years at both operational and management levels primarily in the Western Australian Goldfields. For the past ten years he has also consulted to insolvency specialists on both mining and exploration and in 1993 was instrumental in turning around the troubled Nevoria Gold Mine. Joe has considerable experience in asset management for various mining entities and has been responsible for acquiring the Ramelius portfolio. He is a Director of Far Corners Minerals NL and Lone Hand & Associates Pty Ltd.

Directors' meetings

The number of directors' meetings (including meetings of committees of directors) and number of meetings attended by each of the directors of the Company during the financial year are:

Director	Board Meetings		Due Diligence Committee Meetings	
	A	B	A	B
Robert Michael Kennedy	16	16	2	2
Reginald George Nelson	16	16	2	2
Joseph Fred Houldsworth	16	16	2	2

A – Number of meetings attended
B – Number of meetings held during the time that the director held office during the year.

Principal activities

The company's principal activity is gold and minerals exploration.

Review and results of operations

A review of operations of the Company during the financial year and the results of those operations is contained elsewhere in the annual report.

Results

The net loss after extraordinary items and income tax was \$96,606.

Dividends

No dividends have been paid or provided by the Company since the end of the previous financial year. The Directors do not recommend payment of a dividend in respect of the 2003 financial year.

State of affairs

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

- The Company raised \$700,000 in seed capital by the issue of 1,400,000 ordinary shares at \$0.10 per share and 700,000 free attaching options to subscribe for ordinary fully paid shares in the Company at \$0.20 at any time until expiry on 31 December 2007;
- Prepared and registered a Prospectus and a Supplementary Prospectus ("Prospectus") with the Australian Securities and Investments Commission for the purpose of raising additional capital and listing Ramelius on the Australian Stock Exchange;
- In connection with the preparation and promotion of the Prospectus;
 - issued to directors, 5,500,000 ordinary fully paid shares and 7,400,000 options to subscribe for ordinary fully paid shares in the Company at \$0.20 at any time until expiry on 31 December 2007;

Directors' Report

- issued to an officer and consultants, 2,875,000 options to subscribe for ordinary fully paid shares in the Company at \$0.20 at any time until expiry on 31 December 2007;
- Successfully raised \$3,223,300 in additional capital and pursuant to the Prospectus subsequently;
 - issued to applicants, 16,116,500 ordinary fully paid shares and 8,058,250 free attaching options to subscribe for ordinary fully paid shares in the Company at \$0.20 at any time until expiry on 31 December 2007;
 - issued to various tenement vendors, 4,250,000 ordinary fully paid shares and 3,125,000 free attaching options to subscribe for ordinary fully paid shares in the Company at \$0.20 at any time until expiry on 31 December 2007; as consideration for the acquisition of various mineral tenements detailed in the Prospectus;
- The Company was admitted to the Official List of the Australian Stock Exchange and quotation of its securities by ASX commenced on 31 March 2003.
 - Entered into an agreement with Fox Resources Limited to acquire an 80% interest in the Morning Star Project at Cuddingwarra and a 100% interest in the Jasper Queen

Project at Tuckabianna. The consideration for the acquisition of these interests is 1,500,000 ordinary fully paid shares in the Company and 750,000 options exercisable at \$0.20 at any time until 31 December 2007.

Events subsequent to balance date

Since 30 June 2003, the Company;

- Entered into an employment agreement with Mr Joseph Fred Houldsworth in respect of his services as Managing Director of the Company.
- Issued 1,500,000 ordinary fully paid shares and 750,000 options exercisable at \$0.20 at any time until 31 December 2007 pursuant to an agreement with Fox Resources Limited to acquire its interest in both the Morning Star Project at Cuddingwarra (80%) and the Jasper Queen Project at Tuckabianna (100%).
- Granted Westcoast Mining Limited an option to purchase a 100% interest in Mining Lease 20/245 near Tuckabianna in the Murchison Mineral Field of Western Australia. The option was granted for an Option Fee of \$10,000 that enables Westcoast, which aims to list on ASX, to exercise the Option at any time until 1 December 2003 at an exercise price of \$100,000 payable to Ramellus comprised of \$40,000 cash and \$60,000 worth of ordinary shares in Westcoast or \$100,000 cash.

Other than the matters discussed above, there has not arisen in the interval between 30 June 2003 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

The results of the current phase of infill drilling at Black Cat expected by the middle of September 2003, will determine whether the Company exercises its option to acquire the relevant tenements comprising this project.

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.



Directors' Report

Directors' and senior executives' emoluments

	Directors Fees \$	Salary \$	Bonus \$	Super Contributions \$	Total \$
Non Executive Directors					
Mr RM Kennedy	15,000	-	-	1,350	16,350
Mr RG Nelson	5,000	-	-	450	5,450
Executive Director					
Mr JF Houldsworth	-	40,154	-	3,614	43,768
Executive Officers excluding Directors					
Mr DA Francese	-	12,500	10,000	2,025	24,525

Options granted to Directors and Executive Officers of the Company are disclosed below. In addition, Messrs Kennedy and Nelson were issued with 1,500,000 ordinary shares each and Mr Houldsworth was issued with 2,500,000 ordinary shares in the Company on 5 November 2002. The market value of the shares at the time of issue was nil.

Options

During or since the end of the financial year, the Company granted options over unissued ordinary shares to the following directors and to officers of the Company.

	Date Granted	Number of options granted	Market Value at Date Granted	Exercise price	Expiry date
Directors					
Mr RM Kennedy	5 Nov 2002	2,700,000	Nil	\$0.20	31 Dec 2007
Mr RG Nelson	5 Nov 2002	2,700,000	Nil	\$0.20	31 Dec 2007
Mr JF Houldsworth	5 Nov 2002	2,000,000	Nil	\$0.20	31 Dec 2007
Officers					
Mr DA Francese	5 Nov 2002	625,000	Nil	\$0.20	31 Dec 2007

No options have been granted since the end of the financial year.

At the date of this report unissued ordinary shares of the Company under option are:

Expiry date*	Exercise price	Number of shares
31 December 2007	\$0.20	22,140,750

* All options may be exercised at any time before expiry. Option holders will receive one ordinary share in the capital of the Company for each option exercised.

These options do not entitle the holder to participate in any share issue of the Company or any other body corporate.

During or since the end of the financial year, the Company issued ordinary shares as result of the exercise of options as follows:

Number of shares	Amount paid on each share
17,500	\$0.20

There were no amounts unpaid on shares issued.

Directors' Report

Environmental regulation and performance statement

The Company's operations are subject to significant environmental regulations under both Commonwealth and Western Australian 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. To date the Company has only carried out exploration activities and there have been no known breaches of any environmental obligations.

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.

Since the end of the financial year, the Company entered into a deed 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 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.

Dated at Unley this 23rd day of September 2003.

Signed in accordance with a resolution of the directors:



Robert Michael Kennedy
Director



Domenico Antonio Francese
BEC, FCA, ASIA
Company Secretary

Dom is a Chartered Accountant with an audit and investigations background. He has over 12 years experience with ASX in a regulatory and supervisory role. Joint Company Secretary for Beach Petroleum Limited.



Statement of Financial Performance

For the year ended 30 June 2003

	Note	2003 \$	2002 \$
Other Revenues from ordinary activities	3	43,076	566
Total revenue		43,076	566
Administrative expenses		(38,199)	(10,000)
Depreciation		(358)	
Employment expenses		(55,834)	
Exploration costs written off		(30,647)	
Occupancy expenses		(4,660)	(2,100)
Other expenses from ordinary activities		(9,984)	(19,388)
Profit/(loss) from ordinary activities before related income tax expense		(96,606)	(30,922)
Income tax (expense)/benefit relating to ordinary activities			
Profit/(loss) from ordinary activities after related income tax expense		(96,606)	(30,922)
Profit/(loss) from extraordinary item after related income tax expense			
Total changes in equity other than those resulting from transactions with owners as owners		(96,606)	(30,922)
Basic earnings per share	7	(\$0.005)	(\$0.016)
Diluted earnings per share	7	(\$0.005)	

The statement of financial performance is to be read in conjunction with the notes to the financial statements set out on pages 24 - 37.

Statement of Financial Position

As at 30 June 2003

	Note	2003 \$	2002 \$
Current Assets			
Cash assets	9	1,557,837	207,926
Receivables	10	86,310	4,364
Other	11	17,951	88,555
Total current assets		1,662,098	300,845
Non-current assets			
Property, Plant and Equipment	12	9,421	
Exploration, evaluation & development expenditure	13	1,819,129	447,626
Total non-current assets		1,828,550	447,626
Total assets		3,490,648	748,471
Current liabilities			
Payables	14	145,837	671,913
Provisions	15	5,176	
Total current liabilities		151,013	671,913
Total liabilities		151,013	671,913
Net assets		3,339,635	76,558
Equity			
Contributed equity	16	3,467,165	107,482
Retained profits	17	(127,530)	(30,924)
Total Equity	18	3,339,635	76,558

The statement of financial position is to be read in conjunction with the notes to the financial statements set out on pages 24 - 37.



Statement of Cash Flows

For the year ended 30 June 2003

	Note	2003 \$	2002 \$
Cash Flows from operating activities			
Cash payments in the course of operations		(173,684)	(26,912)
Interest received		37,038	566
Net cash provided by/(used in) operating activities	21	(136,646)	(26,346)
Cash Flows from investing activities			
Payments for Property, Plant and Equipment		(9,779)	
Tenements acquired from controlling entity			(107,480)
Payments for Mining Tenements & Exploration		(510,401)	(339,375)
Net cash provided by/(used in) investing activities		(520,180)	(446,855)
Cash Flows from Financing activities			
Issue of shares to controlling entity			107,480
Proceeds from borrowings			619,500
Repayment of borrowings		(619,500)	
Proceeds from issue of shares to seed capitalists		140,000	
Proceeds from issue of shares pursuant to IPO prospectus		3,223,300	
Payments associated with capital raising		(740,563)	(45,853)
Proceeds from exercise of options		3,500	
Net cash provided by/(used in) financing activities		2,006,737	681,127
Net increase/(decrease) in cash held		1,349,911	207,926
Cash at the beginning of the financial year		207,926	
Cash at the end of the financial year	9	1,557,837	207,926

The statement of cash flows is to be read in conjunction with the notes to the financial statements set out on pages 24 - 37.

Notes to the Financial Statements

For the year ended 30 June 2003

1 Statement of significant accounting policies

The significant policies that have been adopted in the preparation of this financial report are:

(a) Basis of preparation

The financial report is a general purpose financial report which has been prepared in accordance with Accounting Standards, Urgent Issues Group Consensus Views, other authoritative pronouncements Standards Board and the Corporations Act 2001.

It has been prepared on the accruals basis and is based on historical costs and except where stated, does not take into account changing money values or fair values of non-current assets.

These accounting policies have been consistently applied and, except where there is a change in accounting policy, are consistent with those of the previous year.

(b) Revenue recognition

Revenues are recognised at fair value of the consideration received net of the amount of goods and services tax (GST).

Interest revenue

Interest revenue is recognised as it accrues, taking into account the effective yield on the financial asset.

Sale of non-current assets

The gross proceeds of non-current asset sales are included as revenue at the date control of the asset passes to the buyer, usually when an unconditional contract of sale is signed.

The gain or loss on disposal is calculated as the difference between the carrying amount of the asset at the time of disposal and the net proceeds on disposal.

Any related balance in the asset revaluation reserve is transferred to the capital profits reserve on disposal.

(c) 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 with the amount of GST included.

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.

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.

(d) Taxation – Note [5]

The company adopts the income statement liability method of tax effect accounting.

Income tax expense is calculated on operating profit adjusted for permanent differences between

taxable and accounting income. The tax effect of timing differences, which arise from items being brought to account in different periods for income tax and accounting purposes, is carried forward in the statement of financial position as a future income tax benefit or a provision for deferred income tax.

Future income tax benefits are not brought to account unless realisation of the asset is assured beyond reasonable doubt. Future income tax benefits relating to tax losses are only brought to account when their realisation is virtually certain. The tax effects of capital losses are not recorded unless realisation is virtually certain.

(e) Acquisitions of assets

All assets acquired including property, plant and equipment and intangibles other than goodwill are initially recorded at their cost of acquisition at the date of acquisition, being the fair value of the consideration provided plus incidental costs directly attributable to the acquisition. When equity instruments are issued as consideration, their market price at the date of acquisition is used as fair value. Transaction costs arising on the issue of equity instruments are recognised directly in equity subject to the extent of proceeds received, otherwise expensed.

Expenditure, including that on internally generated assets is only recognised as an asset when the entity controls future economic benefits as a result of the costs



Notes to the Financial Statements

For the year ended 30 June 2003

incurred, it is probable that those future economic benefits will eventuate, and the costs can be measured reliably. Costs attributable to feasibility and alternative approach assessments are expensed as incurred.

Subsequent additional costs

Costs incurred on assets subsequent to initial acquisition are capitalised when it is probable that future economic benefits in excess of the originally assessed performance of the asset will flow to the consolidated entity in future years.

Costs that do not meet the criteria for capitalisation are expensed as incurred.

(f) Receivables – Note [10]

The collectibility of debts is assessed at balance date and specific provision is made for any doubtful accounts.

(g) Exploration, evaluation and development expenditure – Note [13]

Exploration, evaluation and development costs are accumulated in respect of each separate area of interest.

Exploration and evaluation costs are carried forward where right of tenure of the area of interest is current and they are expected to be recouped through sale or successful development and exploitation of the area of interest, or, where exploration and evaluation activities in the area of interest have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Development costs related to an area of interest are carried forward to the extent that they are expected to be recouped either through sale or successful exploitation of the area of interest.

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.

When an area of interest is abandoned or the directors decide that it is not commercial, any accumulated costs in respect of that area are written off in the financial period the decision is made.

(h) Recoverable amount of non-current assets valued on cost basis

The carrying amounts of non-current assets except exploration, evaluation and development expenditure (see Note 1(g) above) valued on the cost basis are reviewed to determine whether they are in excess of their recoverable amount at balance date. If the carrying amount of a non-current asset exceeds its recoverable amount, the asset is written down to the lower amount. The write-down is recognised as an expense in the net profit or loss in the reporting period in which it occurs.

In assessing recoverable amounts of non-current assets the relevant cash flows have not been discounted to their present value, except where specifically stated.

Except where specifically stated, non-current assets are recorded

at the lower of cost and recoverable amount.

(i) Depreciation and amortisation

Complex assets

The components of major assets that have materially different useful lives, are effectively accounted for as separate assets, and are separately depreciated.

Useful lives

All assets, including intangibles, have limited useful lives and are depreciated/amortised using the straight line method over their estimated useful lives, with the exception of carried forward exploration, evaluation and development costs which is amortised on a units of production basis over the life of the economically recoverable reserves.

Assets are depreciated or amortised from the date of acquisition or, in respect of internally constructed assets, from the time an asset is completed and held ready for use. Amortisation is not charged on costs carried forward in respect of areas of interest in the development phase until commercial production commences.

Depreciation and amortisation rates and methods are reviewed annually for appropriateness. When changes are made, adjustments are reflected prospectively in current and future periods only.

Depreciation and amortisation are expensed, except to the extent that they are included in the carrying amount of another asset as an allocation of production overheads.

Notes to the Financial Statements

For the year ended 30 June 2003

The depreciation/amortisation rates used for each class of asset are as follows:	2003	2002
<i>Property, plant and equipment</i>		
Plant and equipment	7.5 – 25%	
<i>Other non-current assets</i>		
Exploration, evaluation & development expenditure		

(j) Payables – Note [14]

Liabilities are recognised for amounts to be paid in the future for goods or services received. Trade accounts payable are normally settled within 60 days.

(k) Employee entitlements – Note [15]

Wages, salaries, annual leave and sick leave

The provisions for employee entitlements to wages, salaries, annual leave and sick leave represent present obligations resulting from employees' services provided up to the balance date, calculated at undiscounted amounts based on current wage and salary rates including related on-costs.

Long service leave

The provision for employee entitlements to long service leave represents the present value of the estimated future cash outflows to be made resulting from employees' services provided up to balance date.

The provision is calculated using estimated future increases in wage and salary rates including related on-costs and expected settlement dates based on turnover history and is discounted using the rates attaching to national government securities at balance date which most closely match the terms of maturity of the related liabilities.

(l) Provisions

A provision is recognised when a legal or constructive obligation exists as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation.

Restoration

Provisions are made for estimated costs relating to the remediation of soil, groundwater and untreated waste as soon as the need is identified.

Significant uncertainty exists as to the amount of restoration obligations that will be incurred due to the following factors:

- uncertainty as to life of sites;
- the impact of changes in environmental legislation.

(m) Cash

For the purpose of the statement of cash flows, cash includes:

- cash on hand and at call deposits with banks or financial institutions, net of bank overdrafts,
- investments in money market instruments with less than 14 days to maturity.

2 Changes in Accounting Policy

There were no changes to accounting policies during the financial year.



Notes to the Financial Statements

For the year ended 30 June 2003

Note	2003 \$	2002 \$
3 Revenue from ordinary activities		
Other revenues:		
From operating activities		
Interest:		
Other parties	43,076	566
Total revenue from ordinary activities	43,076	566
4 Profit from ordinary activities before income tax expense		
(a) Individually significant items included in profit from ordinary activities before income tax expense		
Exploration, evaluation and development expenditure written-off in respect of tenements not acquired following capital raising pursuant to IPO prospectus	30,647	
(b) Profit from ordinary activities before income tax expense has been arrived at after charging/ (crediting) the following items:		
Depreciation of:		
Plant and equipment	358	
Provision in employee entitlements	5,176	
Operating lease rental expense		
Minimum Lease payments	1,967	
5 Auditors' remuneration		
Audit services:		
Auditors of the Company – Grant Thornton		
Audit and review of the financial reports	3,000	2,500
Other regulatory audit services*	3,450	
* This remuneration relates to services connected with the issue of the Company's prospectus and capitalised against equity raised.		
6 Income tax expense		
Prima facie income tax benefit calculated at 30% (2002: 30%) on loss from ordinary activities	28,982	9,277
Future income tax benefit in respect of tax losses not brought to account	28,982	9,277
Income tax expense attributable to loss from ordinary activities		
Tax losses recoverable but not recognised amount to \$38,259 (2002: \$9,277).		

Notes to the Financial Statements

For the year ended 30 June 2003

Note	2003 \$	2002 \$
7 Earnings per share		
(a) Classification of securities		
All ordinary shares have been included in basic earnings per share.		
(b) Classification of securities as potential ordinary shares		
All options on issue exercisable at 20 cents by 31 December 2007 are not considered potential ordinary shares because the closing market value of the underlying securities at balance date was below the exercise price. Therefore no securities have been classified as potential ordinary shares and included in diluted earnings per share.		
(c) Earnings used in the calculation of earnings per share		
Profit/(loss) from ordinary activities after related income tax expense	(96,606)	(30,922)
(d) Weighted average number of shares used as the denominator		
Number for basic and diluted earnings per share		
Ordinary shares	17,791,050	1,931,508
8 Segment Reporting		
The Company operates in the gold exploration and mining business segment located in Australia.		
9 Cash assets		
Cash	1,557,837	207,926
10 Receivables		
Current		
Other debtors	86,310	4,364
11 Other current assets		
Prepayments	17,951	88,555
12 Property, plant and equipment		
Plant and equipment		
At cost	9,779	-
Accumulated depreciation	(358)	-
Total property, plant and equipment net book value	9,421	-
Reconciliations		
Reconciliations of the carrying amounts for each class of property, plant and equipment are set out below:		
Plant and equipment		
Carrying amount at beginning of year		
Additions	9,779	-
Disposals		
Depreciation	(358)	-
Carrying amount at end of year	9,421	-



Notes to the Financial Statements

For the year ended 30 June 2003

	Note	2003 \$	2002 \$
13 Exploration, evaluation and development expenditure			
Costs carried forward in respect of areas of interest in:			
Production phase at cost			
Accumulated amortisation			
Development phase			
Exploration and/or evaluation phase	(i)	1,819,129	447,626
Total Exploration, evaluation and development expenditure		1,819,129	447,626
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/or evaluation phase expenditure is set out below.			
Carrying amount at beginning of year		447,626	
Additional costs capitalised during the year		1,402,150	447,626
Exploration costs written off during the year		(30,647)	
Carrying amount at end of year		1,819,129	447,626
14 Payables			
Trade creditors		52,778	44,923
Other creditors and accruals		24,887	7,490
Amounts payable to controlling entity			619,500
Amounts payable to director related entities		68,172	
		145,837	671,913
15 Provisions			
Current			
Employee entitlements	22	5,176	
16 Contributed equity			
Issued and paid-up share capital			
38,034,002 (2002: 7,500,002) ordinary shares, fully paid	16(a)	3,467,165	107,482

Notes to the Financial Statements

For the year ended 30 June 2003

Note	2003 \$	2002 \$
16 Contributed equity (continued)		
(a) Ordinary shares		
Balance at the beginning of year	107,482	2
Shares issued during the year		
5,500,000 to Directors in consideration for IPO Promotion		
1,400,000 to Seed Capitalist in consideration for cash	140,000	
16,116,500 to Applicants pursuant to IPO prospectus in consideration for cash	3,223,300	
Less transaction costs arising from issue for cash pursuant to IPO prospectus	(857,117)	
7,500,000 to Vendors in consideration for tenements	850,000	107,480
17,500 to Option-holders on exercise of options at \$0.20 in cash	3,500	
Balance at end of year	3,467,165	107,482
<p>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.</p> <p>In the event of winding up of the Company ordinary shareholders rank after all creditors and are fully entitled to any proceeds of liquidation.</p> <p>Note 20(c) details shares to be issued pursuant to contracts entered into by the Company during the financial year.</p>		
17 Retained profits/(losses)		
Retained losses at beginning of year	(30,924)	(2)
Net loss attributable to members of the company	(96,606)	(30,922)
Retained losses at the end of the year	(127,530)	(30,924)
18 Total equity reconciliation		
Total equity at beginning of year	76,558	
Total changes in parent entity interest in equity recognised in statement of financial performance		(30,922)
Transactions with owners as owners:		
Contributions of equity	4,216,800	107,480
Less transaction costs arising from transactions with owners as owners	(857,117)	
Total equity at end of year	3,339,635	76,558
19 Financial instruments disclosure		
(a) Interest rate risk		
<p>The company 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 deposit where the interest rate can vary from day to day.</p> <p>The weighted average interest rate achieved was 3.98% (2002: 1.51%)</p>		



Notes to the Financial Statements

For the year ended 30 June 2003

Note	2003 \$	2002 \$
19 Financial instruments disclosure (continued)		
(b) 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, excluding investments, of the entity which have been recognised in the statement of financial position, is the carrying amount, net of any provision for doubtful debts.		
(c) Net fair values of financial assets and liabilities		
Valuation approach		
Net fair values of financial assets and liabilities are determined by the entity on the following bases:		
Recognised financial instruments		
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. The Company does not have any financial assets or liabilities that are readily traded on organised markets in a standardised form.		
20 Commitments & Contingent liabilities		
Exploration expenditure commitments		
In order to maintain current rights of tenure to exploration tenements, the Company is required to perform minimum exploration work to meet the minimum expenditure requirements specified by the State Government of Western 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	229,400	20,000
One year or later and no later than five years	557,840	60,000
Later than five years	91,900	-
	879,140	80,000
Non-cancellable operating lease expense commitments		
Future operating lease commitments not provided for in the financial statements and payable:		
Within one year	7,869	-
One year or later and no later than five years	5,902	-
Later than five years	-	-
	13,771	-

The Company leases office accommodation under a non-cancellable operating lease expiring in March 2004. The lease generally provides the Company with a right of renewal for a further year 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.

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 various agreements for the acquisition or earning 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. In addition to the contingent liabilities detailed below the Company is also required under the 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

For the year ended 30 June 2003

	Note	2003 \$	2002 \$
20 Commitments & Contingent liabilities (continued)			
Acquisition of mining tenements	20(a)	300,000	480,000
Replacement of Performance Bonds	20(a)	39,900	39,900
Exploration / Farm-in expenditure to earn interests in tenements	20(b)	854,952	1,045,000
Issue of shares as consideration for acquisition of mining tenements	20(c)	258,750	1,060,000
Total estimated contingent liabilities		1,453,602	2,624,900

(a) Acquisition of mining tenements

The Company has an option to acquire certain mining tenements. The option is exercisable during the next financial year for a cash consideration of \$300,000 and a replacement performance bond of \$39,900. A decision on whether the option is exercised is contingent on favourable pre-acquisition drilling results. If the option is exercised the agreement provides for a production based royalty up to a maximum of \$1 million that may also become payable. However at the date of the report, the actual amount of royalties that may be payable cannot be quantified.

(b) Exploration/Farm-in expenditure

Exploration/farm-in expenditure is to be made over periods between 1 and 4 years in accordance with terms set out in the relevant agreements. The Company may elect not to proceed to acquire or earn an interest in the relevant tenements provided it has first carried out the minimum exploration expenditure required. Total minimum exploration expenditure specified in the relevant agreements over this period is \$280,000 with a minimum of \$50,000 per year. The minimum annual amount will increase by \$30,000 per year at such time that an exploration licence is granted over a certain mining tenement.

(c) Shares to be issued

On 30 June 2003 the Company entered into a contractual agreement to acquire a 100% interest in mining tenement M20/245 and an 80% interest in mining tenement M20/79 for a total consideration of 1,500,000 shares in the capital of the Company and 750,000 attaching options to acquire shares in the capital of the Company. A director related entity of Mr Houldsworth which waived its first right of refusal for the acquisition of mining tenement M20/79, holds the remaining 20% interest (free carried until feasibility) in this tenement. The Company's acquisition was contingent on ministerial consent and the liability shown represents the market value of the consideration securities as at 30 June 2003. The contractual agreement was subsequently completed and the securities issued in July 2003.

(d) Director Related Entities

During the year the Company paid \$25,000 and issued 1,000,000 shares and 500,000 options pursuant to a contractual agreement for the acquisition of mining tenements from a vendor that is a director related entity. The contractual agreement with the director related entity provides for a production based royalty that may also become payable. However at the date of the report, the maximum amount of royalties that may be payable cannot be quantified.



Notes to the Financial Statements

For the year ended 30 June 2003

	Note	2003 \$	2002 \$
21 Notes to the statements of cash flows			
Reconciliation of profit from ordinary activities after income tax to net cash provided by operating activities			
Profit/(Loss) from ordinary activities after income tax		(96,606)	(30,922)
Add/(less) non cash items			
Depreciation		358	-
Exploration costs written off		30,647	-
(Increase)/decrease in prepayments		(17,951)	(42,702)
(Increase)/decrease in receivables		(81,947)	(4,364)
(Increase)/decrease in non-current assets		(7,541)	(771)
(Decrease)/increase in accounts payable		31,218	52,413
(Decrease)/increase in provisions		5,176	-
Net cash provided by/(used in) operating activities		(136,646)	(26,346)
22 Employee entitlements			
Aggregate liability for employee entitlements, including on-costs			
Current	15	5,176	-
Non-current		-	-
Number of employees			
Number of employees at year end		1.5	-
23 Directors' remuneration			
(a) Directors' income			
Total income paid or payable, or otherwise made available, to all directors of the Company and controlled entities from the Company or any related party		65,568	-
The number of directors of the Company whose income from the Company or any related party falls within the following bands:			
\$0 - \$9,999		1	3
\$10,000 - \$19,999		1	-
\$20,000 - \$29,999		-	-
\$30,000 - \$39,999		-	-
\$40,000 - \$49,999		1	-
(b) Retirement benefits			
There were no retirement benefits previously approved by members of the Company in a general meeting nor any paid to directors of the Company.			

Notes to the Financial Statements

For the year ended 30 June 2003

Note	2003 \$	2002 \$
24 Executives' remuneration		
The number of Australian based executive officers of the Company, whose remuneration from the Company falls within the following bands:		
\$100,000 or more		
Total income in respect of the financial year received, or due and receivable, from the Company by executive officers of the Company whose income is \$100,000 or more		
Executive officers are those officers involved in the strategic direction, general management or control of business at a company or operating division level.		
Executives' remuneration includes amounts paid by the Company during the year to indemnify executives, and an allocation of insurance premiums paid by the Company or related parties in respect of directors' and officers' liabilities and legal expenses' insurance contracts, in accordance with common commercial practice.		
The remuneration bands are not consistent with the emoluments disclosed in the Directors' Report as the basis of calculation differs due to the differing requirements of the Corporations Act 2001 and the Accounting Standards.		
25 Related parties		
(a) Directors		
The names of each person holding the position of director of Ramelius Resources Limited during the financial year are Messrs Robert Michael Kennedy, Reginald George Nelson and Joseph Fred Houldsworth.		
Details of directors' remuneration and retirement benefits are set out in Note 23.		
Apart from details disclosed in this note, no director has entered into a material contract with the Company since the end of the previous year and there were no material contracts involving directors' interests subsisting at 30 June 2003.		
(b) Directors' holdings of shares and share options		
The interests of directors of the reporting entity and their director-related entities in securities of the company at 30 June 2003 are set out below.		
	2003 No: Held	2002 No: Held
Ramelius Resources Limited:		
Ordinary shares	21,594,302	7,500,002
Options over ordinary shares	9,652,900	

At 30 June 2003 the Company was a controlled entity of Beach Petroleum Limited. Two directors, Messrs Kennedy and Nelson, are also directors and shareholders of the controlling entity and as a consequence, have an interest in the issued capital of the Company.



Notes to the Financial Statements

For the year ended 30 June 2003

25 Related parties (continued)

(c) Directors' transactions in shares and share options

During the financial year, the Company granted shares and options over unissued ordinary shares to the following directors of the Company or their director related entities. The shares and options were granted prior to the lodgement in November 2002 of a capital raising Prospectus with the Australian Securities and Investments Commission. At the time of issue, the market value of the shares and options was nil.

Directors	Number of shares granted	Number of options granted	Exercise price	Expiry date
Mr RM Kennedy	1,500,000	2,700,000	\$0.20	31 December 2007
Mr RG Nelson	1,500,000	2,700,000	\$0.20	31 December 2007
Mr JF Houldsworth	2,500,000	2,000,000	\$0.20	31 December 2007

In addition to the above, 1,000,000 shares and 500,000 options were issued to a vendor which is a director related entity of Mr Houldsworth as consideration for the acquisition of mineral tenements pursuant to the Company's prospectus.

During the financial year, Messrs Kennedy and Nelson or their director related entities applied for 10,000 and 20,000 ordinary shares respectively and 5,000 and 10,000 free attaching options pursuant to the Ramelius capital raising prospectus. Prior to the issue of the prospectus Mr Kennedy participated in a seed capital raising by acquiring 4,300 ordinary shares at 10 cents each and 2,150 free attaching options. Following the listing of the Company's securities on ASX, Mr Kennedy acquired a further 60,000 ordinary shares on market.

No options granted to directors or director related entities were exercised during the year.

(d) Directors' transactions with the Company

A number of directors of the Company, or their director-related entities, hold positions in other entities 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 relating to directors and their director-related entities were as follows:

Director	Transaction	Note	2003 \$	2002 \$
RM Kennedy	Payments for reimbursement of expenses incurred on behalf of the Company.			
	Payments to an accounting firm of which the director is a partner for professional fees and reimbursement of expenses incurred on behalf of the Company.	(i)	792 216,689	834

Notes to the Financial Statements

For the year ended 30 June 2003

Director	Transaction	Note	2003 \$	2002 \$
25 Related parties (continued)				
(d) Directors' transactions with the Company (continued)				
RM Kennedy	Payments to an information technology entity of which the director is a director and shareholder for computer equipment, website design and maintenance		13,039	
RG Nelson	Payments for reimbursement of expenses incurred on behalf of the Company		211	118
JF Houldsworth	Payments in respect of Tenement Administration and reimbursement of expenses incurred on behalf of the Company to an entity of which the director is a director.		28,697	16,796
	Payments in respect of labour hire (involving the director's son) to an entity of which the director is a director.		3,720	
	Payment for acquisition of mining tenements to a vendor entity of which the director is a director	18(d)	25,000	8,000
(i) \$210,447 of this amount relates to transaction costs associated with the preparation and issue of the Company's prospectus which has been capitalised against capital raised.				
Amounts receivable from and payable to directors and their director-related entities at balance date arising from these transactions were as follows:				
Current receivables				
Current payables				
	Trade creditors		66,372	260
	Other creditors and accruals		1,800	798
	Amounts payable to controlling entity	25(e)		619,500

(e) Other Director Transactions

During the financial year the Company repaid \$619,500 in interest free loans to its controlling entity, Beach Petroleum Limited which had been advanced during the previous year and also paid it \$16,686 for reimbursement of expenses incurred on behalf of the Company. Two directors of the Company, Messrs Kennedy and Nelson, are also directors of the controlling entity.



Notes to the Financial Statements

For the year ended 30 June 2003

Director	Transaction	Note	2003 \$	2002 \$
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25 Related parties (continued)

(f) Non-director related parties

The classes of non-director related parties are:

- controlling entity of the Company
- commonly controlled entity
- associated companies
- directors of related parties and their director-related entities

Transactions

Controlling Entity

During the financial year the Company's controlling entity acquired 7,500,000 ordinary shares at \$0.20 each and 3,750,000 free attaching options pursuant to the Company's capital raising prospectus. Apart from this and the transactions disclosed at (e) above also relating to the Company's controlling entity, there were no other transactions with non-director related parties during the financial year.

Directors of related parties (not being directors of the entity or their director-related entities)

From time to time directors of related parties or their director-related entities may enter into transactions with the Company. Apart from an alternate director of the Company's controlling entity who applied for \$2,000 in ordinary shares and free attaching options pursuant to the Ramelius capital raising prospectus, no other such transactions took place during the year.

26 Events subsequent to balance date

Since 30 June 2003, the Company;

- Entered into an employment agreement with Mr Joseph Fred Houldsworth in respect of his services as Managing Director of the Company. The agreement is for two years and provides for in the event that the Company terminates the agreement without six months notice, a termination payment equal to half the remuneration to be paid for the remainder of the employment period with a minimum termination payment equal to six months remuneration.
- Issued 1,500,000 ordinary fully paid shares and 750,000 options exercisable at \$0.20 at any time until 31 December 2007 pursuant to an agreement with Fox Resources Limited to acquire its interest in both the Morning Star Project at Cuddingwarra (80%) and the Jasper Queen Project at Tuckabianna (100%).
- Granted Westcoast Mining Limited an option to purchase a 100% interest in Mining Lease 20/245 near Tuckabianna in the Murchison Mineral Field of Western Australia. The option was granted for an Option Fee of \$10,000 that enables Westcoast to exercise the Option at any time until 1 December 2003 at an exercise price of \$100,000 comprised of \$40,000 cash and \$60,000 worth of Westcoast shares or \$100,000 cash.

Other than the matters discussed above, there has not arisen in the interval between 30 June 2003 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.

Directors' Declaration

In the opinion of the directors of Ramelius Resources Limited:

- (a) the financial statements and notes, set out on pages 24 to 37, are in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the financial position of the Company as at 30 June 2003 and of its performance, as represented by the results of its operations and its cash flows, for the twelve months ended on that date; and
 - (ii) complying with Accounting Standards and the Corporations Regulations 2001; and
- (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Dated at Unley on this 23rd day of September 2003.

Signed in accordance with a resolution of the directors:



Robert Michael Kennedy
Director

**INDEPENDENT AUDIT REPORT
TO MEMBERS OF RAMELIUS RESOURCES LIMITED****Scope****The financial report and directors' responsibility**

The financial report comprises the statement of financial position, statement of financial performance, statement of cash flows, accompanying notes to the financial statements, and the directors' declaration for Ramelius Resources Limited (the company), for the year ended 30 June 2003.

The directors of the company are responsible for the preparation and true and fair presentation of the financial report in accordance with the Corporations Act 2001. This includes responsibility for the maintenance of adequate accounting records and internal controls that are designed to prevent and detect fraud and error, and for the accounting policies and accounting estimates inherent in the financial report.

Audit approach

We conducted an independent audit in order to express an opinion to the members of the company. Our audit was conducted in accordance with Australian Auditing and Assurance Standards, in order to provide reasonable assurance as to whether the financial report is free of material misstatement. The nature of an audit is influenced by factors such as the use of professional judgment, selective testing, the inherent limitations of internal control, and the availability of persuasive rather than conclusive evidence. Therefore, an audit cannot guarantee that all material misstatements have been detected.

We performed procedures to assess whether in all material respects the financial report presents fairly, in accordance with the Corporations Act 2001, Accounting Standards and other mandatory financial reporting requirements in Australia, a view which is consistent with our understanding of the company's financial position, and of its performance as represented by the results of its operations and cash flows.

We formed our audit opinion on the basis of these procedures, which included:

- examining, on a test basis, information to provide evidence supporting the amounts and disclosures in the financial report, and
- assessing the appropriateness of the accounting policies and disclosures used and the reasonableness of significant accounting estimates made by the directors.

While we considered the effectiveness of management's internal controls over financial reporting when determining the nature and extent of our procedures, our audit was not designed to provide assurance on internal controls.

Independence

In conducting our audit, we followed applicable independence requirements of Australian professional ethical pronouncements and the Corporations Act 2001.

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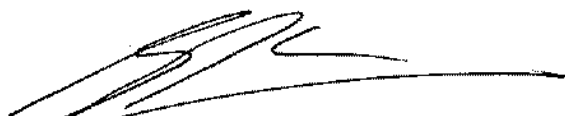
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A Member of Grant Thornton Association Inc.

Audit opinion

In our opinion, the financial report of Ramelius Resources Limited is in accordance with:

- (a) the Corporations Act 2001, including:
 - i) giving a true and fair view of Ramelius Resources Limited's financial position as at 30 June 2003, and of its performance for the year ended on that date; and
 - ii) complying with Accounting Standards in Australia and the Corporations Act 2001; and
- (b) other mandatory financial reporting requirements in Australia.

GRANT THORNTON
CHARTERED ACCOUNTANTS



S J GRAY
Partner

Signed at Adelaide this 24th day of September 2003 .



Shareholder Information

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

Shareholdings as at 16 September 2003

Substantial shareholders

The number of shares held by substantial shareholders and their associates are set out below:

Substantial shareholder	Number of fully paid ordinary shares held	Percentage held
Beach Petroleum Limited	7,500,002	20.67
BBY Nominees Pty Ltd	6,944,789	19.14
Joseph Fred Houldsworth	2,500,000	6.89
Killoran NL & Kurana Pty Ltd	2,000,000	5.51

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

Option holders will be entitled on payment of the exercise price of \$0.20 per share to be allotted one ordinary fully paid share in the Company for each Option exercised. Options are exercisable in whole or in part at any time until 31 December 2007. Any Options not exercised before expiry will lapse.

Distribution of equity security holders

Category	Ordinary shares	Options
1 – 1,000	2	1
1,001 – 5,000	20	330
5,001 – 10,000	334	99
10,001 – 100,000	202	90
100,001 – and over	18	26
Total number of security holders	576	546

The number of shareholders holding less than a marketable parcel of ordinary shares is 10.

On market buy-back

There is no current on-market buy-back.

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 Stock Exchange Limited including the number and percentage held by those holders at 16 September 2003 are as follows.

Name	Number of fully paid ordinary shares held	Percentage held
Beach Petroleum Limited	7,500,002	20.67
BBY Nominees Pty Ltd	6,944,789	19.14
Joseph Fred Houldsworth	2,500,000	6.89
Killoran NL & Kurana Pty Ltd	2,000,000	5.51
Mandurang Pty Ltd	1,574,300	4.34
Fox Resources Limited	1,550,000	4.27
Aurelius Resources Pty Ltd	1,510,000	4.16
Commonwealth Custodial Services Limited	1,000,000	2.76
Far Corners Minerals NL	1,000,000	2.76
Kinver Mining NL	500,000	1.38
Push Button Pty Ltd	395,700	1.09
Westex Resources Pty Ltd	350,000	0.96
Kytron Pty Ltd	275,000	0.76
Bullabulling Pty Ltd	250,000	0.69
Mr Brian Peter Byass	250,000	0.69
Equipast Nominees Pty Ltd	195,000	0.54
Barmenco Pty Ltd	150,000	0.41
Mr Adrian Porter & Mr Neil Wallace (Adrian Porter Family a/c)	100,000	0.28
Tromso Pty Limited	100,000	0.28
Dr Robert Haslingden Wilson	100,000	0.28
	28,244,791	77.84



Shareholder Information

Twenty largest option holders

The names of the 20 largest holders of options constituting a class of quoted equity securities quoted on the Australian Stock Exchange Limited including the number and percentage held by those holders as at 16 September 2003 are as follows.

Name	Number of options held	Percentage held
Mandurang Pty Ltd	2,707,150	11.83
Aurelius Resources Pty Ltd	2,705,000	11.82
Joseph Fred Houldsworth	2,000,000	8.74
Killoran NL & Kurana Pty Ltd	2,000,000	8.74
Rosalind Mary Smart	1,500,000	6.55
Fox Resources Limited	775,000	3.39
Domenico Antonio Francese	625,000	2.73
Dr Richard Kenneth Hart & Ms Lynette Mary Hart (Hart Super Fund a/c)	601,000	2.63
Commonwealth Custodial Services Limited	500,000	2.18
Far Corners Minerals NL	500,000	2.18
First Avenue Investments Pty Ltd	500,000	2.18
BBY Nominees Pty Ltd	365,000	1.59
Mr Terry Ronald Sharp & Ms Lynette Catherine Sharp (Sharp Family a/c)	312,000	1.36
Mr Raul Used	299,999	1.31
College Street Nominees Pty Ltd	250,000	1.09
Kinver Mining NL	250,000	1.09
Mr William Mark Castleden	200,000	0.87
Mr Kevin Arthur Thomas & Mrs Barbara Thomas	200,000	0.87
Mr Terry Ronald Sharp & Ms Lynette Catherine Sharp (Super Sharp Super Fund a/c)	186,750	0.82
Westex Resources Pty Ltd	175,000	0.76
	16,651,899	72.75

Shareholder Information

Unquoted equity securities

Fully paid ordinary Shares

Details of fully paid ordinary shares on issue which are unquoted restricted securities that are subject to the ASX escrow provisions are as follows.

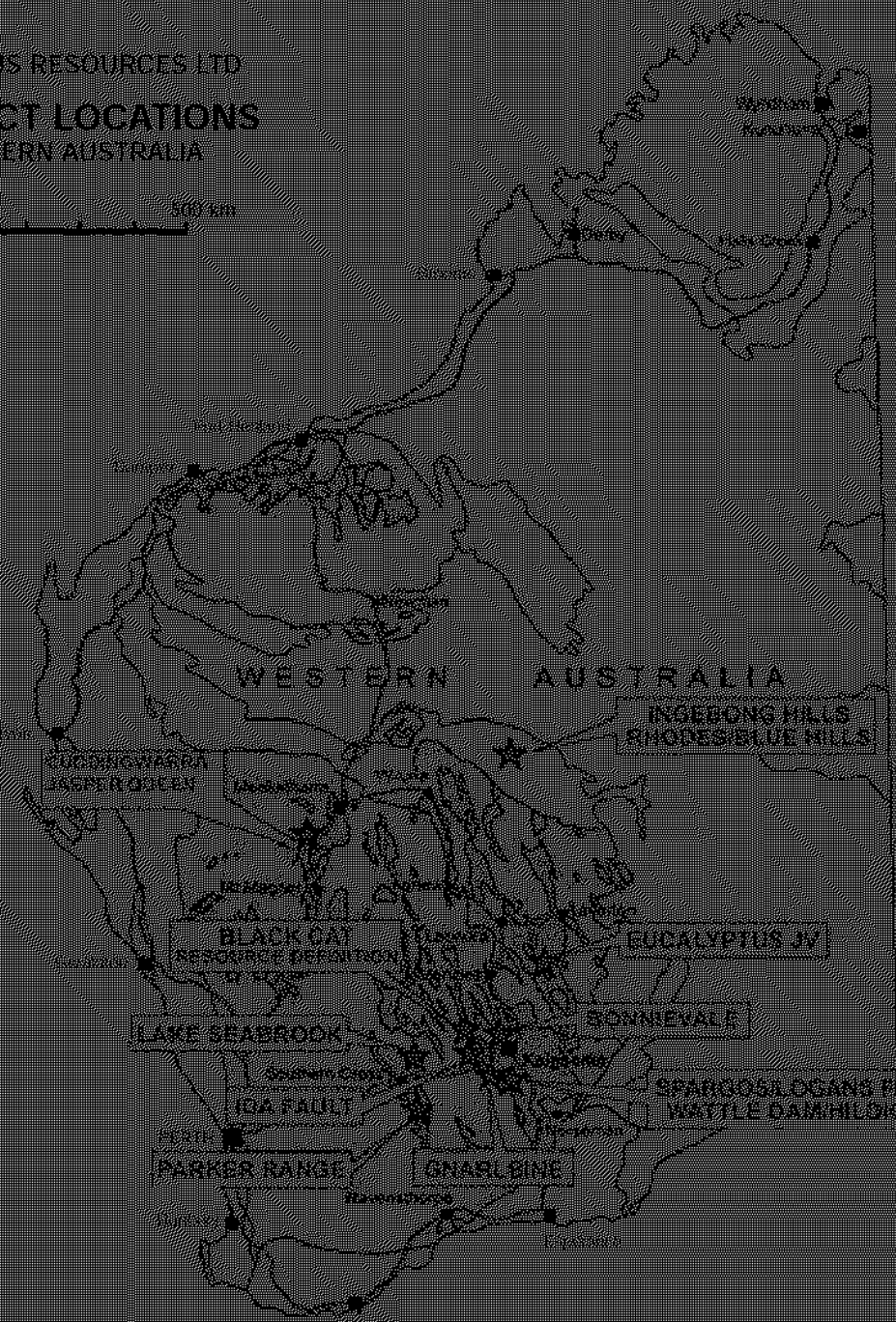
Date until which securities are to be held in escrow	Number of unquoted fully paid ordinary shares on issue	Number of holders
5 November 2003	422,850	5
24 March 2004	3,250,000	5
24 March 2005	14,277,152	6
	17,950,002	11

Options

Details of options exercisable by 31 December 2007 at \$0.20 on issue which are unquoted restricted securities that are subject to the ASX escrow provisions are as follows.

Date until which securities are to be held in escrow	Number of unquoted options on issue	Number of holders
5 November 2003	836,425	6
24 March 2004	2,625,000	5
24 March 2005	10,288,575	8
	13,750,000	19

RAMELIUS RESOURCES LTD
PROJECT LOCATIONS
WESTERN AUSTRALIA



Ramelius Resources Limited

Corporate Directory

Ramelius Resources Limited

ACN 001 717 540
ABN 51 001 717 540
Incorporated in NSW

Non-Executive Chairman

Robert Michael Kennedy
ASAIT, Grad. Dip (Systems Analysis),
FCA, ACIS, FAIM, FAICD

Non-Executive Director

Reginald George Nelson,
BSc., Hon Life Member Society of
Exploration Geophysicists,
FAusIMM, FAICD

Managing Director

Joseph Fred Houldsworth

Company Secretary

Domenico Antonio Francoso,
B.Ec, FCA., ASIA

Principal Registered Office

Ramelius Resources Limited
140 Greenhill Road
Unley SA 5061
Telephone: (08) 8373 6473
Facsimile: (08) 8373 5933
Email
info@rameliusresources.com.au
Website
www.rameliusresources.com.au

Location of Share Registrar

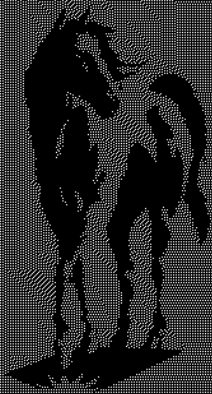
Computershare Investor
Services Pty Limited
Level 5, 115 Grenfell Street
Adelaide SA 5000
Telephone: (08) 8236 2300
Facsimile: (08) 8236 2305
Email: info@computershare.com.au

Auditor

Grant Thornton
Chartered Accountants
67 Greenhill Road
Wayville SA 5034

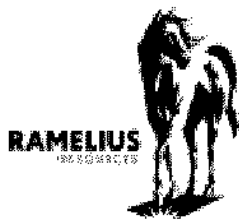
Stock Exchange

The Company is listed on the
Australian Stock Exchange Limited.
The Home Exchange is Adelaide.
ASX codes:
Shares : RMS
Options: RMSO



A gold company with a difference





Ramelius Resources Limited
ACN 001 717 540

140 Greenhill Road, Unley SA 5061
GPO Box 1373, Adelaide SA 5001
DX 52003, Unley
Telephone (08) 8373 5588
Facsimile (08) 8373 5933

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **Ramelius Resources Limited** will be held at the company's registered office at 140 Greenhill Road, Unley, South Australia on Friday 21 November 2003 at 11.00 am Adelaide time.

AGENDA

ORDINARY BUSINESS

1. Annual Financial Report

To receive and consider the financial report for the year ended 30 June 2003, and the directors' and auditors' reports.

2. Election of Directors

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

"That Mr R G Nelson, being a director of the Company who retires by rotation pursuant to clause 47 of the Company's Constitution, and being eligible, is re-elected as a director of the Company."

SPECIAL BUSINESS

3. Ratification of the Issue of Securities - Fox Resources Limited

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

"That, for the purposes of Listing Rule 7.4 of the Listing Rules of Australian Stock Exchange Limited, the Company ratifies the allotment and issue of 1,500,000 fully paid ordinary shares and 750,000 options as consideration for the acquisition of Western Australian Mining tenements M20/79 and M20/245 from Fox Resources Limited (ACN 079 902 499)."

4. Ratification of the Issue of Securities - Kinver Mining NL

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

"That, for the purposes of Listing Rule 7.4 of the Listing Rules of Australian Stock Exchange Limited, the Company ratifies the allotment and issue of 300,000 options as part consideration for the acquisition of a 90% interest in Western Australian Mining tenements M16/34 and M16/115 from Kinver Mining NL (ACN 079 423 886)."

5. **Approval for the Issue of Securities - Share Placements**

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

"That, for the purposes of Listing Rule 7.1, of the Listing Rules of Australian Stock Exchange Limited, approval be given to the issue of up to 15,385,000 fully paid ordinary shares at a minimum of 13 cents per ordinary share."

6. **Adoption of Employee Incentive Plan**

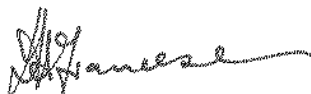
To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.2, Exception 9 of the Listing Rules of the Australian Stock Exchange Limited and section 260C(4) of the *Corporations Act 2001* (Cth), approval be given to the implementation and terms of, and the issue of securities under, the Company's Employee Incentive Plan, a summary of which is annexed to this Notice of Annual General Meeting."

OTHER BUSINESS

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

By Order of the Board



.....
Dom Francese
Company Secretary

20 October 2003

**EXPLANATORY MEMORANDUM ACCOMPANYING
NOTICE OF ANNUAL GENERAL MEETING
TO BE HELD ON 21 NOVEMBER 2003**

RESOLUTIONS THREE AND FOUR

1. Resolutions 3 and 4 have been proposed so that shareholders may approve, for the purposes of ASX Listing Rule 7.4, previous issues of securities made by the Company.
2. Resolution 3 relates to the issue by the Company, on 24 July 2003, of 1,500,000 fully paid ordinary shares and 750,000 options exercisable on or before 31 December 2007 at an exercise price of \$0.20 each as consideration for the acquisition of Western Australian Mining tenements M20/79 and M20/245 from Fox Resources Ltd.
3. Resolution 4 relates to the issue by the Company, on 14 October 2003, of 300,000 options exercisable on or before 31 December 2007 at an exercise price of \$0.20 each as part consideration for the acquisition of a 90% interest in Western Australian Mining Tenements M16/34 and M16/115.
4. Listing Rule 7.1 provides that, except in limited circumstances, the Company cannot issue equity securities representing more than 15% of the issued capital of the Company in any 12 month period.
5. While shareholder approval to the issues of shares and options referred to above was not required at the time of issue, shareholders are now requested to ratify the issues. It is considered prudent to refresh the Company's ability to issue new securities up to the 15% threshold without having to again obtain shareholder approval. This will enable the Company to respond quickly to any need or opportunity to issue additional securities in the future under Listing Rule 7.1, should the directors consider such an issue to be in the best interests of the Company, without having to seek prior shareholder approval.
6. The following information, in relation to Resolutions 3 and 4, is required by Listing Rule 7.5:
 - 6.1 in relation to resolution 3, 1,500,000 fully paid ordinary shares and 750,000 options were issued on 24 July 2003 and in relation to resolution 4, 300,000 options were issued on 14 October 2003;
 - 6.2 there was no issue price for the shares or options, as they were not issued for cash. In relation to resolution 3, the shares and options were issued as consideration for the acquisition of Western Australian Mining tenements M20/79 and M20/245 from Fox Resources Limited and in relation to resolution 4 the options were issued as part consideration for the acquisition of a 90% interest in Western Australian Mining tenements M16/34 and M16/115 from Kinver Mining NL;
 - 6.3 in relation to resolution 3, the shares and options were allotted to Fox Resources Limited and in relation to resolution 4, the options were issued to Kinver Mining NL;
 - 6.4 no funds were raised by the issue of the shares and options;

- 6.5 the shares issued rank pari passu to all other fully paid shares then on issue;
- 6.6 the options were issued on the following terms and conditions:
- 6.6.1 option holders will be entitled on payment of \$0.20 per share (the "Exercise Price") to be allotted one ordinary fully paid Share in the Company for each Option exercised (subject to possible adjustments referred to below);
- 6.6.2 options are exercisable in whole or in part at any time until 31 December 2007 (the "Exercise Period"). Any options not exercised before the expiry of the Exercise Period will lapse;
- 6.6.3 options are exercised by notice in writing to the Board delivered with payment of the Exercise Price in cleared funds to the registered office of the Company. The Company will apply for Options to be quoted on ASX. The Company will also apply for official quotation on ASX for new shares allotted on exercise of the Options which will participate equally in all respects with existing issued ordinary shares. Shares allotted on exercise of Options will qualify for dividends declared after the date of their allotment;
- 6.6.4 options are freely transferable subject to any restriction agreement;
- 6.6.5 an Option holder may only participate in new issues of securities to holders of ordinary shares in the Company if the Option has been exercised and shares allotted in respect of the Option before the record date for determining entitlements to the new issue. The Company must give prior notice to the Option holder of any new issue before the record date for determining entitlements to the issue in accordance with ASX Listing Rules;
- 6.6.6 if there is bonus issue to the holders of ordinary shares in the Company, the number of ordinary shares over which the Option is exercisable will be increased by the number of ordinary shares which the holder of the Option would have received if the Option had been exercised before the bonus issue record date;
- 6.6.7 if the Company makes a rights issue (other than a bonus issue), the Exercise Price of Options on issue will be reduced according to the following formula:

$$O' = O - ((E[P-(S+D)])/(N+1))$$

Where:

O' = the new exercise price of the Option;

O = the old exercise price of the Option;

E = the number of underlying ordinary shares into which one Option is exercisable;

P = the average closing sale price per ordinary share (weighted by reference to volume) recorded on the stock market of ASX during the five trading days immediately preceding the ex rights date or ex

entitlements date (excluding special crossing and overnight sales and exchange traded options exercised);

S = the subscription price for the security under the pro rata issue;

D = the dividend due but not yet paid on existing underlying securities (except those to be issued under the pro rata issue); and

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

For the purposes of this formula securities has the meaning given to it in the ASX Listing Rules.

6.6.8 if, during the currency of the Options the issued capital of the Company is reorganised, Options will be reorganised to the extent necessary to comply with ASX Listing Rules.

7. In relation to Resolution 3, pursuant to Listing Rule 7.5.6 of the Listing Rules of the Australian Stock Exchange Limited, the Company will disregard any votes cast by or on behalf of Fox Resources Limited and any associate of Fox Resources Limited.
8. In relation to Resolution 4, pursuant to Listing Rule 7.5.6 of the Listing Rules of the Australian Stock Exchange Limited, the Company will disregard any votes cast by or on behalf of Kinver Mining NL and any associate of Kinver Mining NL.
9. However, the Company need not disregard a vote if:
 - 9.1 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
 - 9.2 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.

RESOLUTION FIVE

10. Resolution 5 has been proposed so that shareholders may approve, for the purposes of ASX Listing Rule 7.1, the issue of up to 15,385,000 fully paid ordinary shares at a minimum of 13 cents per ordinary share. All shares to be issued will be issued before 21 February 2004.
11. Allotment will occur progressively and will be to the class of investors referred to in section 708 of the *Corporations Act 2001* (Cth).
12. The new shares will be issued on the same terms as other ordinary shares in the Company quoted on the Australian Stock Exchange Limited.
13. The funds raised by the placement will be used to strengthen the Company's balance sheet to take advantage of farm-in opportunities, acquisition of new acreage areas, corporate opportunities and for working capital.
14. The issue of the new ordinary shares will exceed the 15 percent limit under ASX Listing Rule 7.1. Therefore, the Board seeks approval for the issue. Listing rule 7.1 requires the approval to be given by an ordinary resolution of ordinary shareholders of the Company.

15. In relation to resolution five the Company will disregard any votes cast by or on behalf of a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.
16. However, the Company need not disregard a vote if:
 - 16.1 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
 - 16.2 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.

RESOLUTION SIX

17. The directors have resolved to introduce an Employee Incentive Plan (“EIP”).
18. Approval of the issue of securities under the EIP is sought pursuant to ASX Listing Rule 7.2, Exception 9. This rule provides that securities issued pursuant to an employee incentive scheme are an exception to ASX Listing Rule 7.1, provided the issue of securities under the scheme has been approved by shareholders within the three previous years. ASX Listing Rule 7.1 provides generally that a company may not issue shares or securities convertible into shares equal to more than 15% of the capital of the company’s issued share capital in any 12 months without obtaining shareholder approval unless the issue fits one of the exceptions. Accordingly, shareholder approval will result in all securities issued under the EIP being excluded from the restrictions in ASX Listing Rule 7.1 for three years from the date of approval. This approval will give the Company maximum flexibility for raising capital going forward.
19. Approval of the implementation and terms of the EIP is also sought pursuant to section 260C(4) of the *Corporations Act 2001* (Cth).
20. The objective of the EIP is to provide employees of the company and any subsidiaries with the opportunity to participate in the equity of the company so as to provide an incentive for employees to achieve greater success and profitability for the company and to maximise the long term performance of the company. It serves to align the interest of the employees and shareholders of the company.
21. With the above objective in mind, the directors believe that it is in the interest of the Company to be able to issue shares and/or options to all employees of the Company and recommend that shareholders vote in favour of the EIP.
22. A summary of the main features of the EIP follows. The full terms of the EIP are available at the registered office of the Company.

The EIP will be administered by the Directors. The Directors may in their discretion issue fully paid ordinary shares in the Company or options to subscribe for shares in the Company to any permanent employee of the company, as defined in the EIP.

The Company will use all reasonable endeavors to have the shares issued under the EIP (“**Plan Shares**”) and options issued under the EIP (“**Plan Options**”) quoted on the Australian Stock Exchange Limited (“**ASX**”). The Plan Shares will rank equally with all other fully paid shares of the Company from the date of issue in all respects.

The subscription price for the Plan Shares will be the weighted average sale price of the Company's shares traded on ASX over the period of 5 business days prior to the date of issue or if there were no transactions in the shares on ASX in that five business day period - the last price at which an offer was made on ASX during that five day period to buy shares.

The Plan Options will be issued free at grant and the Directors shall, at their discretion determine the exercise price of each Plan Option, however, no Plan Option shall be offered at an exercise price of less than 20 cents per share.

The subscription price for the shares may be fully funded by way of an interest free limited recourse loan made by the Company to the participant. The Company may only require a participant to repay the loan in accordance with the EIP rules, and will not be entitled to have recourse to any assets of the participant other than the Plan Shares held by that recipient.

Until the loan is repaid in full, the company will retain a lien over the Plan Shares. Once the loan is repaid, the Plan Shares may be transferred.

The Directors may, in accordance with the Listing Rules, amend the Rules of the EIP at any time (except that no amendment may be made which adversely affects a participant's rights without the consent of that participant).

23. No securities have been issued under the EIP.
24. In relation to resolution six the Company will disregard any votes cast by or on behalf of a director and any associate of a director.
25. However, the Company need not disregard a vote if:
 - 25.1 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
 - 25.2 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.

PROXY

26. 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.
27. 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.
28. A proxy need not be a member of the Company.
29. A proxy given by a corporation must be executed in accordance with the Corporations Act or under the hand of its attorney.
30. 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 Limited at GPO Box 1903, Adelaide, SA, 5001,

Australia, or by facsimile at (61 8) 8236 2305 no later than 48 hours prior to the time, in Adelaide, that the meeting is to commence.

DETERMINATION OF VOTING RIGHTS

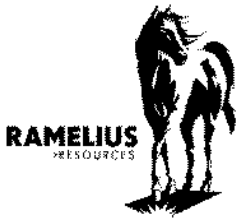
31. For the purposes of the meeting, shares in the Company will be taken to be held by persons who are registered holders at close of business on 19 November 2003. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

QUORUM

32. 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

33. 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.



Ramelius Resources Limited

ABN 51 001 717 540

Proxy Form

All correspondence to:

Computershare Investor Services Pty Limited
GPO Box 1903 Adelaide
South Australia 5001 Australia
Enquiries (within Australia) 1300 556 161
(outside Australia) 61 3 9615 5970
Facsimile 61 8 8236 2305
www.computershare.com

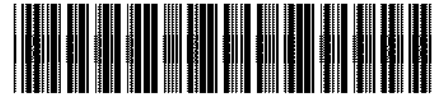
Mark this box with an 'X' if you have made any changes to your address details (see reverse)



MR JOHN SMITH
FLAT 123
123 SAMPLE STREET
SAMPLEVILLE VIC 3030

000001

Securityholder Reference Number (SRN)



RMS

I 1234567890

I ND

Appointment of Proxy

I/We being a member/s of Ramelius Resources Limited and entitled to attend and vote hereby appoint



the Chairman
of the Meeting
(mark with an 'X')

OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

or failing the person named, or if no person 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 140 Greenhill Road, Unley SA 5061 on 21 November 2003 at 11.00 am and at any adjournment of that meeting.

IMPORTANT: FOR ITEMS 3, 4 5, & 6 BELOW



If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, & you have not directed your proxy how to vote on items 3, 4, 5 & 6 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of those items and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on items 3, 4 5 & 6 & your votes will not be counted in computing the required majority if a poll is called on these items. The Chairman of the Meeting intends to vote undirected proxies in favour of each of these items.

Voting directions to your proxy - please mark



to indicate your directions

	For	Against	Abstain*		For	Against	Abstain*
1. ORDINARY BUSINESS				4. Approve issue of 300,000 options			
2. Re-election of Mr RG Nelson as a Director				5. Approve issue of 15,385,000 shares			
3. Approve issue of 1,500,000 shares & 750,000 options				6. Approve Company's Employee Incentive Plan			

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the other items of business.

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

Appointing a second Proxy

I/We wish to appoint a second proxy



Mark with an 'X' if you wish to appoint a second proxy.

AND

 %

OR

State the percentage of your voting rights or the number of securities for this Proxy Form.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Individual/Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /

RMS

7 PR



How to complete the Proxy Form

1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box.
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (c) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

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

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 11.00 am on 21 November 2003. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the reply paid envelope or:

- by posting or facsimile to Ramelius Resources Limited share registry at the address opposite, or
- by facsimile or delivery to the Registered Office of Ramelius Resources Limited being (08) 8373 5933
140 Greenhill Road
UNLEY SA 5061

Ramelius Resources Limited share registry
Computershare Investor Services Pty Limited
GPO Box 1903
Adelaide South Australia 5001
Australia
Facsimile 61 8 8236 2305