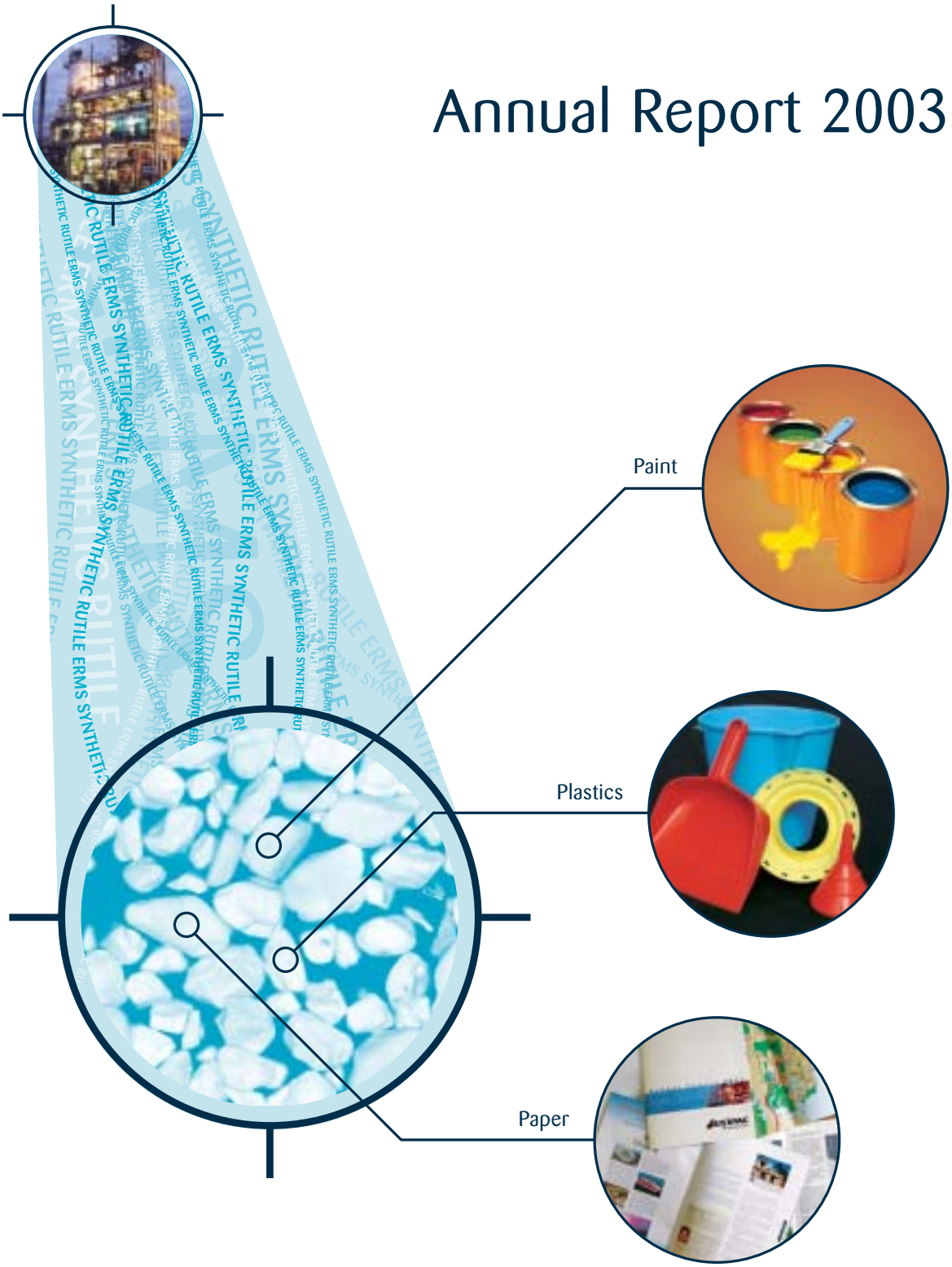
Annual Report 2003



AUSTPAC
RESOURCES N.L.

Chairman's Review 2003

I am pleased to advise shareholders of the significant progress made commercialising Austpac's technologies during the year. It is indeed a long road to bring new resource technologies to commercial applications. Steady persistence, continued incremental development within the financial constraints of the Company, together with patient and committed shareholders, are all pre-requisites to eventual success.

The Company's prime objective is to use our ERMS SR technology to become a synthetic rutile producer. Our plan to construct a 30,000 tpa ERMS SR plant is now advancing as a result of two recent agreements; one with Consolidated Rutile Limited for long term ilmenite supply, and the second with Iluka Resources Limited, the world's largest synthetic rutile producer, for the sale of the entire plant's production. The next step is a bankable feasibility study with selection of plant parameters and location already underway.

A second important development this year is the commitment by New Zealand Steel Limited to build a 2.5 tph test plant at Glenbrook, New Zealand, using our LTR technology. The plant will treat tailings from NZ Steel's Waikato North Head mine to recover iron minerals for use in their steel plant. This will be significant for Austpac should NZ Steel move to establish a commercial LTR plant.

These accomplishments, as described later in this report, underline our confidence in the quality and practical applicability of the Company's growing suite of technologies. They will provide commercial benefits to the processing of mineral sands and other similar resources, including a range of tailings and mine residues.

We have also achieved milestones on the financial front:

- In December 2002, we received $357,000 from Kumba Resources Limited, which was the second tranche of the fee payable under the commercial licence signed in July 1998 with the South African steel producer, Iscor Limited.
- In January 2003, we implemented a cost containment program to reduce our operating costs by $400,000 per year.
- In March 2003, we received a $299,000 Government Research and Development tax rebate relating to the development of our new technologies at the Company's pilot plant at Kooragang Island, Newcastle.
- We reduced our liabilities by $1.4 million during the period.

The 2002-2003 year under review, together with the current year to date, has brought Austpac much closer to achievement of the Board's objective; commercialisation of our technologies for the Company. On behalf of shareholders, I thank the Managing Director and his team for their efforts in achieving these excellent results.

A.L. Paton
Chairman

AUSTPAC RESOURCES N.L.

Technology Overview and Significant Events

Austpac's innovative processes include technology to transform ilmenite into high grade synthetic rutile, a preferred feedstock for titanium dioxide pigment production. The technologies can also be used to beneficiate a range of heavy minerals, as well as process waste chloride streams from a number of industrial operations.

Austpac's patented **ERMS** (Enhanced Roasting and Magnetic Separation) process is a very efficient high temperature roasting process for beneficiating ilmenite for use in the production of titania slag, synthetic rutile, or pigment by the chloride process.

A second patented technology, **EARS** (Enhanced Acid Regeneration System), is an economical and environmentally friendly process to regenerate hydrochloric acid from iron chloride solutions.

The **ERMS SR Process** combines parts or all of Austpac's technologies and know-how to cost-competitively produce the world's highest grade synthetic rutile feedstock for the chloride TiO_2 pigment process.

The **Low Temperature Roasting** (LTR) Process was developed to beneficiate titaniferous ores to yield an ilmenite product suitable for both the chloride and sulfate pigment production processes. Recent developments include the use of the LTR Process to recover and condition iron minerals for use in the steel industry.

Austpac has lodged a patent application covering the development of a **Continuous Leaching Reactor** (CLR) for leaching ilmenite, the CLR Process, to produce synthetic rutile more efficiently than the commonly used batch processes.

Austpac's prime objective is to use its technologies to become a synthetic rutile producer. The Company has therefore decided to establish a **30,000 tpa ERMS SR plant** in its own right by obtaining agreements for the long term supply of ilmenite and for the sale of the synthetic rutile product. Over the past year, Austpac reviewed a number of opportunities to achieve this and has now concluded the appropriate agreements with **Consolidated Rutile Limited** (CRL) and **Iluka Resources Limited** (Iluka) to assist the establishment of the first ERMS SR plant.

CRL will supply 70,000 tonnes of ilmenite to Austpac's proposed ERMS SR plant. Iluka has agreed to purchase the 30,000 tonnes of synthetic rutile that will be produced by the plant. Austpac will undertake a bankable feasibility study on this project, which will take approximately six months to complete. Subject to results, the study will be followed by financing, detailed design, construction and commissioning phases, with production commencing in 2005.

New Zealand Steel Limited is currently building a 2.5 tph LTR plant at its Glenbrook Steel Works in New Zealand to test Austpac's LTR process to recover and condition some of the iron minerals that are being lost in the mining operations at Waikato North Head. The plant will be operational by the end of 2003. This new application for the LTR technology is potentially rewarding for Austpac if NZ Steel decides to implement the process on a commercial scale.

Under a licence agreement with **BeMaX Resources N.L.**, Austpac's LTR roasting technology will be used to upgrade ilmenite from the Ginkgo heavy mineral deposit in south-western NSW. Final test work for BeMaX is now underway as part of the detailed design phase of the LTR unit, and commencement of construction is now subject only to final project finance.

Directors' Report

Key Features of Austpac's Technologies

Over the past fifteen years Austpac has developed a number of proprietary processes for the treatment of heavy minerals, which have direct application to the mineral sands, the titanium dioxide and other industries. These are:

- **ERMS: Enhanced Roasting and Magnetic Separation**
- **EARS: Enhanced Acid Regeneration System**
- **ERMS SR Process**
- **LTR Process**
- **CLR Process**

ERMS is a high temperature roasting process which selectively magnetises ilmenite so that it can be easily separated from other minerals, such as deleterious chromite. Ilmenite is a common mineral that is composed of iron oxide and titanium dioxide. In an ERMS roast, the titanium component is converted into the rutile form, which is insoluble in acid, while the iron component remains soluble. ERMS-roasted ilmenite is suitable for the chloride process, for titania slag production, or for synthetic rutile.

EARS is a process for regenerating hydrochloric acid from spent iron chloride liquors produced by leaching ilmenite. Iron chloride leach liquors that are processed in an EARS plant produce strong, "super-azeotropic" acid, while the iron is converted into a metallized form suitable for use in the steel industry.

The **ERMS SR Process** combines Austpac's technologies and know-how in a number of innovative but well-proven process steps to produce a very high grade synthetic rutile from any type of ilmenite. Ilmenite is initially conditioned with a modified ERMS roast, and then rapidly leached at atmospheric pressure in strong hydrochloric acid to remove the iron, leaving a network of rutile crystals in the former ilmenite grain. This "synthetic" rutile is then washed, filtered and heated (calcined) to make the final saleable product.

The ERMS SR Process has the unique advantage of producing a very high grade product (typically 96% to 98% TiO_2), significantly higher grade than other commercially available synthetic rutiles. The ERMS SR Process is the only continuous synthetic rutile process in the world, and it produces a saleable iron co-product rather than the waste iron oxide muds produced by other synthetic rutile processes. The ERMS SR Process is the most environmentally friendly process for the production of synthetic rutile, and an ERMS SR plant is less capital intensive than plants employing other processes.

EARS acid regeneration absorption columns at Kooragang Island pilot plant

The **LTR Process** was developed to separate ilmenite from deleterious heavy minerals so it is still suitable for use in both the sulfate and the chloride pigment processes. By using a low temperature fluid bed roasting technique, the magnetic susceptibility of the ilmenite can be enhanced sufficiently to allow magnetic separation without affecting its solubility in sulfuric acid. Recent testwork indicates the LTR Process can also be used to treat and upgrade iron minerals for use in the steel industry.

The **CLR Process** uses a proprietary vessel designed by Austpac to continuously leach ilmenite. It replaces the batch system still used by other synthetic rutile producers and formerly used by Austpac. The CLR Process simplifies operations and reduces the size of the equipment, which is reflected in lower capital and operating costs for the leach section of an ERMS SR plant.

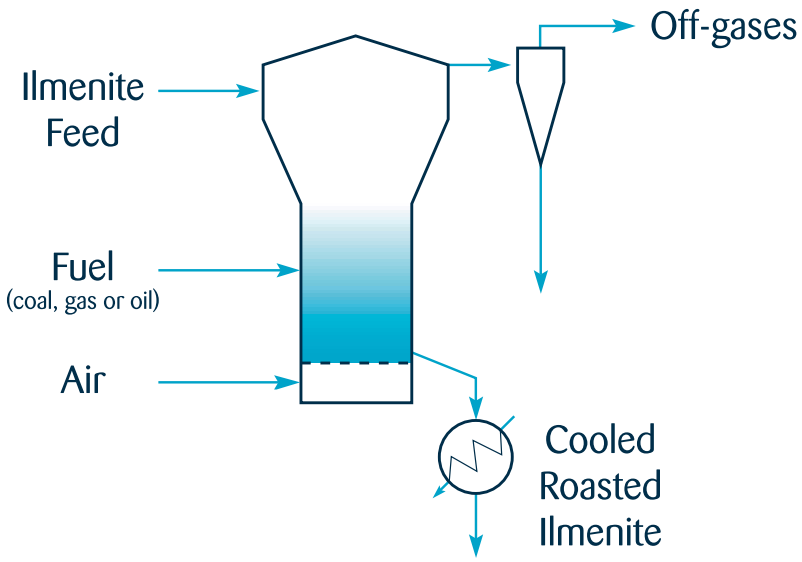
Directors' Report

Developments at the Kooragang Island Pilot Plant

During the year Austpac continued to develop the Company's technologies at its Kooragang Island pilot plant, some of which were eligible for R&D tax rebate payments. Many of these developments are novel or have arisen from the application of proprietary know-how, so for commercial reasons are not described in detail in this report, but they include:

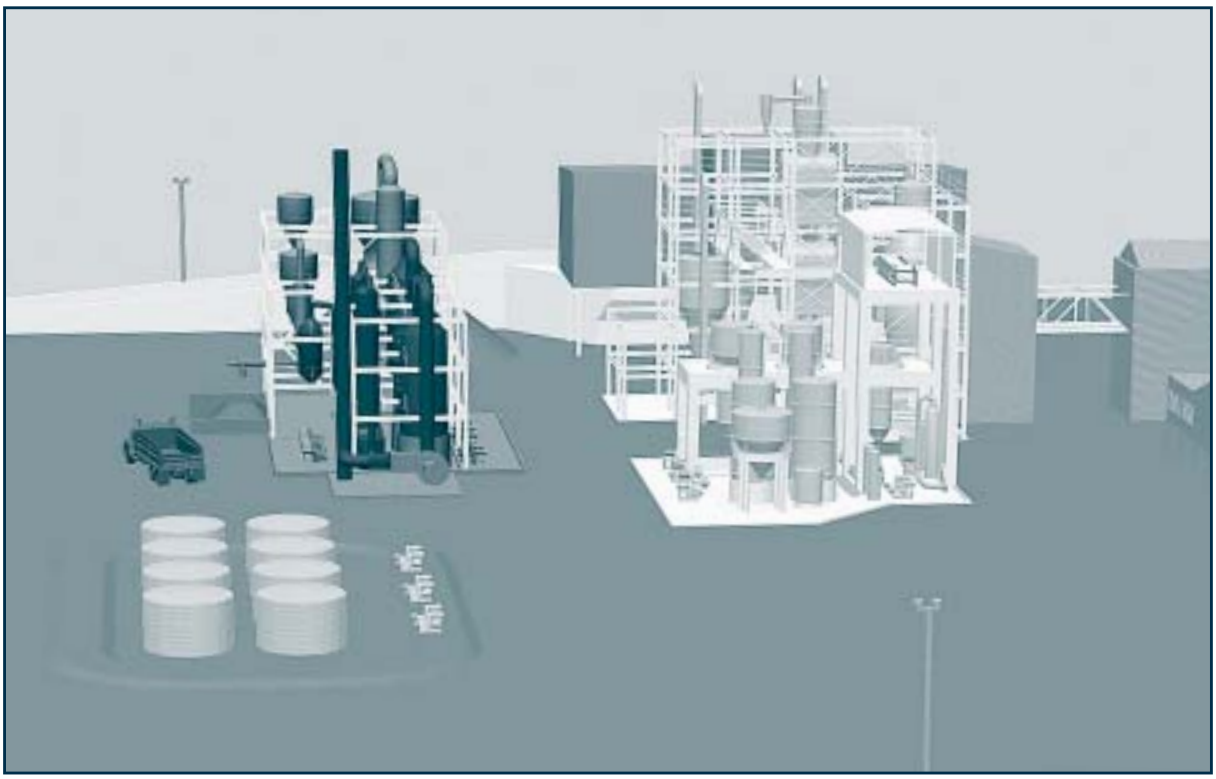
- Further development and optimisation of the Low Temperature Roasting (LTR) Process. This entailed building and operating a 250mm diameter fluid bed gasifier to test a number of fuels.
- The introduction of a Standard Reference Test (SRT) for the LTR Process. The SRT involves a batch roast under controlled conditions using a small, 4kg sample, from which the process performance for a commercial scale LTR plant can be predicted.
- Development of a novel anaerobic cooler to reduce the temperature of roasted minerals from more than 850°C to less than 200°C to avoid re-oxidation, and further to less than 80°C for magnetic separation.
- Development of the Continuous Leach Reactor (CLR) to simplify the leach process while reducing the capital and operating cost within the leach section of an ERMS SR plant. It is believed this reactor will have applications in other industries that currently use batch processes for leaching.
- The optimisation of the use of coal in pyrohydrolysis (acid regeneration). Other acid regeneration systems cannot use coal and are restricted to using more expensive oil or gas.
- The processing of iron oxide pellets produced by the EARS Process to produce an iron product suitable as a substitute for scrap iron as a feed for arc furnaces in steel making.
- The further refinement of our techniques for the treatment and upgrading of fine grained heavy minerals, in particular those from Austpac's WIM 150 deposit in the southern part of the Murray Basin. This included the production and agglomeration of ERMS SR from the titanium minerals, and the reduction of uranium and thorium in zircon.

EARS pyrohydrolysis roaster at Kooragang Island pilot plant



Schematic representation of fluid bed roasting

Directors' Report



Schematic diagram of a 30,000 tpa ERMS plant (right) and its companion EARS plant. Note truck for scale.

The Commercialisation of Austpac's Technologies

As described earlier in this report, Austpac has developed a number of processes that have application in the heavy mineral sands industry. We believe some have broader applications and will be used in other industries. They had their beginnings in 1988 when Austpac assessed an ilmenite project at Westport, New Zealand, when the ERMS roasting process was invented, and we spent some years investigating the manufacture of ultra-pure synthetic rutile for direct use in the pigment industry. Since 1995 we have focused solely on synthetic rutile because we believe there is a ready market for a high grade product as a feedstock for titanium dioxide production via the chloride process. Technologies such as the LTR and CLR Processes were subsequently developed by our innovative technical team in response to challenges encountered during the optimisation of the ERMS SR Process.

Austpac's prime objective remains to enter the synthetic rutile business as a participant rather than a technology provider and the ERMS SR Process will only be used in projects in which Austpac has a participating interest. Following the evaluation of a number of projects around the world, some through joint ventures with companies in the feedstock industry, Austpac's Board decided that the fastest way to commercialise our core technology was to develop the first ERMS SR plant in its own right. This required access to a supply of ilmenite as well as contracts for the sale of the synthetic rutile product. During the year under review, the Company identified such an opportunity and has vigorously pursued this to a successful conclusion. Details of this opportunity are in the following section of this report, but the long term contract with Consolidated Rutile Limited to purchase ilmenite and the agreement with the world's largest synthetic rutile producer, Iluka Resources Limited, to sell the entire synthetic rutile output, will ensure the success of our plan to build a 30,000 tpa ERMS SR plant on the eastern seaboard of Australia.

The Company's secondary objective is to license appropriate parts of our technologies to groups not involved in synthetic rutile production and so generate future income for Austpac. Examples of this strategy are the LTR licence with BeMaX Resources N.L. to lower the chrome content in ilmenite concentrates produced from their Pooncarie project in the Murray

Directors' Report

Basin, and the licence with New Zealand Steel Limited for the use of the LTR technology in a 2.5 tph test plant for the recovery and treatment of iron minerals. Both of these opportunities are described later in this report. Austpac is also currently involved in other projects which, although they are in commercial confidence at this stage, could lead to further licences for our processes.

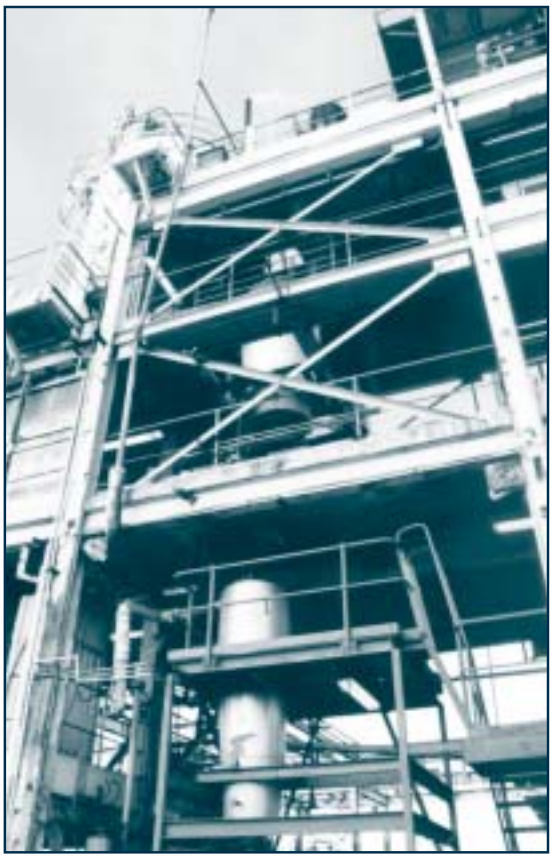
First ERMS SR Plant, East Coast Australia

Over the past two years Austpac has evaluated a number of projects around the world with a view to establishing the first commercial ERMS SR plant. The Company believes that an annual production capacity of 30,000 tonnes is viable, and therefore has been specifically pursuing appropriate opportunities. Such a plant would produce the world's highest quality synthetic rutile for sale as a feedstock for titanium dioxide pigment or titanium metal manufacturers.

In October 2003, Austpac announced that it reached agreement with Consolidated Rutile Limited (CRL) for the long term supply of 70,000 tonnes of a raw, high chrome ilmenite concentrate to a proposed ERMS SR plant located on the eastern seaboard of Australia. This will be supplied from CRL's mineral sand mining operations on North Stradbroke Island, near Brisbane in Queensland.

Austpac also announced in October that it had reached agreement with Iluka Resources Limited (Iluka), whereby Iluka will purchase the ERMS synthetic rutile that will be produced by Austpac's 30,000 tpa plant. This includes a minimum price commitment by Iluka, to be agreed at the conclusion of the feasibility study.

The supply of ilmenite from CRL and the purchase of ERMS SR by Iluka are conditional upon completion of a successful independent bankable feasibility study, Austpac obtaining finance, and Austpac and Iluka agreeing on the minimum price for the ERMS SR.



The ERMS SR oxidation and reduction roasting train occupies five floors of the pilot plant

Testwork at the Company's Newcastle pilot plant has demonstrated that a very high grade synthetic rutile containing more than 97% TiO_2 can be produced from CRL's ilmenite, and so it is an ideal source of ilmenite to feed the ERMS SR plant. The arrangement with CRL ensures the proposed plant has a long term feedstock supply, which is essential for project viability and funding.

Austpac will now undertake a bankable feasibility study on this project, which will take approximately six months to complete. A successful outcome for the study will be followed by the financing, detailed design, construction and commissioning phases, with the aim of commencing production in 2005.

Iluka produces around 470,000 tonnes of synthetic rutile annually, or about 60% of the world's production. Iluka's synthetic rutile is produced by the Becher process and contains 90-94% TiO_2. With ERMS SR containing >97% TiO_2, the sales contract will give Iluka access to high grade synthetic rutile, which has been identified as a growth area for chloride-route titanium dioxide pigment feedstock. The nature of the sales contract with an agreed minimum price will facilitate the financing of the ERMS SR plant, as will Iluka's expertise as world leader in the synthetic rutile market.

At the successful conclusion of the bankable feasibility study, Iluka has an option to acquire a shareholding equal to 10.01% of the expanded capital of Austpac, at a 30% premium to the then market price. In addition, for one year after its successful commissioning, Iluka may negotiate to purchase a majority interest in the 30,000 tpa ERMS SR plant, and may participate

in any expansion of that plant. Iluka will also be granted a licence to use the ERMS SR technology, subject to Austpac having the right to a 10% free carried interest and an option to acquire a 20% participating interest in each future ERMS SR plant built by Iluka.

Austpac is entering an exciting new phase of its development as the Company moves toward synthetic rutile production. Planning for confirmatory pilot plant trials on a bulk sample of CRL's ilmenite and selection of potential plant sites is now underway.

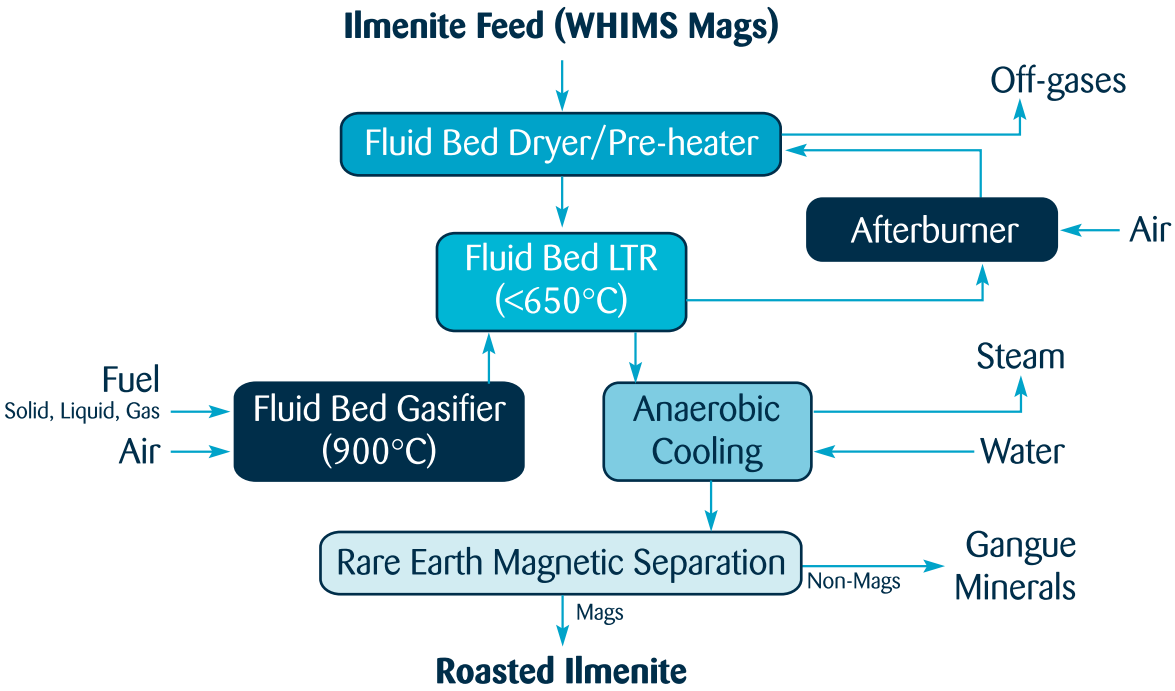
LTR gas feed system and anaerobic solids cooler

First LTR Plant under Construction

As announced in July 2003, a 2.5 tonnes per hour (tph) LTR plant is being built to test the suitability of Austpac's LTR technology for the treatment of tailings from New Zealand Steel's Waikato North Head mine.

Austpac's LTR technology involves low temperature fluid bed roasting to selectively enhance the magnetic and other properties of specific minerals. LTR testwork for NZ Steel at Austpac's pilot plant in Newcastle earlier this year showed that some of the iron minerals now being rejected can be recovered and conditioned for use in the steel making process. NZ Steel has not made any commitments beyond the licence for the test plant.

The 2.5 tph LTR test plant, which comprises a series of fluid bed roasters and magnetic separators, is well advanced with all major equipment items procured and construction scheduled for completion in December 2003. Austpac has been providing ongoing engineering design services and will be involved in the commissioning and initial operations of the facility.



LTR process flow diagram

Directors' Report

Upgrading Ilmenite for BeMaX's Pooncarie Project, Murray Basin

During 2002, Austpac undertook LTR Process testwork for BeMaX Resources N.L. to reduce chrome in ilmenite concentrates from the large Ginkgo heavy mineral deposit in the Pooncarie area of the Murray Basin. Samples of Ginkgo ilmenite grading 59% TiO_2 and up to 1.4% Cr_2O_3 (deleterious chromite) were roasted and magnetically separated to produce a premium ilmenite product containing 64% TiO_2 with less than 0.25% Cr_2O_3.

In April 2002, Austpac and BeMaX reached agreement on the commercial terms for the use of the LTR technology on BeMaX's project. The agreement also covers Austpac's technical participation in the construction and commissioning of the LTR plant.

Off-gas from the LTR roaster (front) passes through the afterburner (rear) which ensures environmetally acceptable emissons.

BeMaX plans to incorporate Austpac's LTR roasting process into the ilmenite circuit of its mineral separation plant for the Pooncarie project. Ausenco Limited has been selected as the preferred engineering contractor to design and build the mineral separation plant and the LTR roaster plant and project start-up is contingent upon finance.

Opportunities for Austpac's Technologies in India

India has ilmenite resources totalling around 300 million tonnes, or almost 20% of the world's known ilmenite. It is estimated that approximately half of this is available for mining and that the deposits generally contain 20-30% heavy minerals which is high grade by world standards. Austpac's ERMS SR Process is ideally suited for upgrading Indian ilmenites.

In 1999, Austpac reached agreement with Indian Rare Earths Limited (IRE), India's largest mineral sand producer, to construct a small ERMS synthetic rutile plant adjacent to IRE's ilmenite production facilities at "OSCOM" near Chatrapur in Orissa State. Austpac's Annual Reports for 2000, 2001 and 2002 describe the entry of Ticor Limited to the project, the subsequent $2.5 million program funded by Ticor, which entailed definitive testwork on a bulk sample of Orissa ilmenite, detailed design and costing of a 10,000 tpa plant, and an environmental assessment for the OSCOM site.

However, the AusRutile Joint Venture was unable to obtain approvals for the 10,000 tpa demonstration plant from the Central Government's Ministry for Commerce and Industry, despite the approval of the Foreign Investment Promotions Board and strong support from the Orissa State Government, so the project was abandoned.

Despite this setback, Austpac believes in the long term potential for the ERMS SR Process in India's heavy mineral sand industry. The Company maintains a representative in Mumbai and continues to evaluate opportunities on a low-key basis. However, as described earlier in this report, the immediate focus for ERMS SR is the 30,000 tpa plant in Australia, which will demonstrate the technology to the Indian market.

Heavy Mineral Sand Investigations, Exploration Licence 4521, Victoria

In December 2000, Austpac and Ticor Limited were jointly granted Exploration Licence 4521 which contains the very large, fine grained WIM 150 heavy mineral deposit and had potential for coarse grained strandlines in the western half of the licence. E.L. 4521 is located immediately south of Horsham in western Victoria.

In 2001 and 2002, an air core drilling program was undertaken to test for strandlines and 483 holes were completed, totalling 9,089 metres, and analysis of the resulting geological, geochemical and mineralogical data was completed. It was concluded that there was no evidence from this work that economic accumulations of coarse grained heavy minerals occur within the tenement. In August 2002, Ticor Limited withdrew from E.L. 4521, which is now held 100% by Austpac.

Since the granting of the licence, Austpac has carried out research and development work into the beneficiation of the fine grained minerals from WIM 150. In 2001 Austpac excavated a bulk sample from the mineralised sand horizon in the southern portion of the WIM 150 deposit. The bulk sample pit was rehabilitated for use by the landowner as a farm dam.

Parcels of WIM 150 ore were shipped to the Kooragang Island pilot plant for preparation of an ilmenite concentrate. Other samples were shipped to Roche MT's facilities in Queensland for fine grained heavy mineral separation testwork using spirals, tables and WHIMS. A series of bench scale roasting and leaching tests have been undertaken, yielding progressively better products, culminating in a synthetic rutile product containing more than 95% TiO_2 and very low levels of chrome, radio-nuclides and other deleterious elements. We are confident that with optimisation the TiO_2 levels could be increased, but have focused on the fine grained nature of the product.

Synthetic rutile made from WIM 150 ilmenite is too fine to be used in the chloride process to make TiO_2 pigment. In 2002 we successfully agglomerated this fine grained material at bench scale to produce acceptably sized, hard synthetic rutile pellets, without using a binder. This work is part of an ongoing program aimed at developing a commercially viable process to treat fine grained heavy minerals. During the year under review, we continued agglomeration testwork on a low-key basis. Our objective is to produce synthetic rutile pellets with optimum size, hardness and density characteristics for performance in the chlorinator of a pigment plant. We believe we have developed a potentially proprietary way to achieve this, not only on WIM 150 material, but on a wide range of fine grained ilmenites. This work will continue in the coming year.

Gold and Copper Exploration within Exploration Licence 4521

In September 2002, Newcrest Operations Limited entered into a joint venture with Austpac to explore for copper and gold within E.L. 4521, which Austpac has been evaluating for heavy minerals. The exploration program targeted volcanic complexes in the basement rocks beneath the shallow sedimentary cover which hosts the fine grained WIM-type heavy mineral deposits discovered in the Murray Basin.

Newcrest agreed to sole fund the gold-copper joint venture through to a decision to mine. An initial exploration program entailed 86 air core holes drilled in two stages through the thin veneer of sediments into the basement intrusive and extrusive volcanic complexes. These volcanics have the potential to host large porphyry-style gold-copper deposits similar to those being mined at Cadia-Ridgeway in NSW. The volcanic complexes are outlined by Government regional aeromagnetic and gravity surveys and defined by the detailed aeromagnetic survey commissioned by Austpac in 2001, during the search for coarse grained heavy mineral strandlines within E.L. 4521.

The drilling encountered a range of volcanic lithologies with only modest geochemical assays in copper and gold. As a consequence, Newcrest advised Austpac in August 2003 that it had withdrawn from the Horsham joint venture.

Schedule of Mining Tenements – Victoria

NATURE	EXPLORATION LICENCE 4521	EXPLORATION LICENCE APPLICATION 4532
AREA	614 KM^2	614 KM^2
NAME	HORSHAM	HORSHAM
STATUS	GRANTED 1/12/00 FOR 5 YEARS	APPLICATION PENDING PROCESSING UNDER THE NATIVE TITLE ACT
REGISTERED HOLDER	AUSTPAC RESOURCES N.L.	AUSTPAC RESOURCES N.L.
BENEFICIAL INTERESTS OF AUSTPAC RESOURCES N.L. GROUP	100%	100%

Financial Statements

Directors' Report

The directors of Austpac Resources N.L., ('the Company') A.C.N. 002 264 057, present their report together with the financial report of the Company and the consolidated financial report of the consolidated entity, being the Company and its controlled entities, for the year ended 30 June 2003 and the auditors' report thereon.

The Company was incorporated as Absolajur N.L. on 12 October 1981 and changed its name to Austpac Resources N.L. on 22 May 1985, to Austpac Gold N.L. on 17 March 1986 and finally back to Austpac Resources N.L. on 20 November 1997.

Directors

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

ALFRED L. PATON, *Chairman*
BEng, FAIM, MIE, MAusIMM, FAICD
Age 80

Mr Paton is currently the Chairman of Hill End Gold Limited and a Director of CARE Australia. Mr Paton has an engineering background and has over 50 years' experience in business including the mining industry. From 1987 to 1990 he was the Managing Director of Placer Pacific Limited and Kidston Gold Mines Limited, and was Chairman of these companies from 1990 to 1994, when he also retired as a Director of Placer Dome Inc. Canada. Mr Paton has been Chairman of Austpac Resources N.L. since November 1997.

MICHAEL J. TURBOTT, *Managing Director*
BSc (Hons), FAusIMM, MAIG
Age 59

Mr Turbott was formerly a Director and Vice President of Kennecott Explorations (Australia) Ltd, and was in charge of the exploration programs that led to the discovery of the Lihir gold deposit in Papua New Guinea and to the acquisition and initial development of the Gordonstone coal mine in the Bowen Basin, Queensland. His 36 years' experience in the mining industry has encompassed a wide variety of exploration and development projects in Australia, New Zealand, Papua New Guinea, Indonesia, Philippines, Canada and the USA.

Mr Turbott has been the Managing Director of Austpac Resources N.L. since its formation as an epithermal gold explorer in 1985. In 1988 Austpac became involved in the Westport ilmenite sand deposits in New Zealand. This led to the development of Austpac's proprietary ERMS roasting process to separate refractory ilmenite and, subsequently, to the patented EARS acid regeneration process. Under Mr Turbott's direction, since the mid 1990s Austpac has solely focused on its mineral sand technologies and has developed a proprietary continuous leaching process and specialist know-how in low temperature roasting and in the treatment of iron minerals as well as the ERMS SR process for the production of high grade synthetic rutile. Austpac's technologies are applicable to a wide range of mineral sand deposits and are now being commercialised.

HAROLD HINES
FAusIMM
Age 74

Mr Hines is the Managing Director of International Mineral Developments Pty Limited. Mr Hines has over 50 years' experience in operations, development, management and consulting in and for the mineral sands and alluvial mining industry. Since 1988, he has provided mine planning, construction and commissioning for significant major projects in India, Africa, New Zealand, Indonesia, USA and Australia. Mr Hines has been a Director of Austpac Resources N.L. since April 1996.

TERRY CUTHBERTSON
ACA
Age 53

Mr Cuthbertson is currently a non-executive Director of Open Telecommunication Limited. He was previously Group Finance Director for Tech Pacific Holdings Pty Ltd which generated over $2 billion in revenues from operations throughout the Asia-Pacific Region. From 1986 to 1995 he was a Senior Partner of KPMG, specialising in strategic and corporate advice to major corporations. Mr Cuthbertson brings extensive international corporate experience to Austpac including a practical operating knowledge of business practices and structures in India. Mr Cuthbertson was appointed a Director of Austpac Resources N.L. on 27 March 2001.

Corporate Directory

Austpac Resources N.L.

MEMBERS OF THE BOARD

Mr Alfred L. Paton *BEng, FAIM, MIE, MAusIMM, FAICD*
Chairman

Mr Michael J. Turbott *BSc (Hons), FAusIMM, MAIG*
Managing Director

Mr Harold Hines *FAusIMM*
Director

Mr Terry Cuthbertson *ACA*
Director

SECRETARIES

Company Secretary
Mr Nicholas J. Gaston *ACIS*

GENERAL MANAGERS

Mr John C. Downie *MIE, MAusIMM*
General Manager, Project and Technology Development

Mr Michael J. Smith *BSc, MSc, RPGeo, FAIG, MGSA, MASEG*
General Manager Exploration

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SOLICITORS

Allen Allen & Hemsley
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2 Chifley Square, Sydney, NSW 2000

SHARE REGISTRY

ASX Perpetual Registrars Limited
Securities Registration Services
580 George Street, Sydney, NSW 2000

BANKERS

ANZ Bank
68 Pitt Street, Sydney, NSW 2000

STOCK EXCHANGE LISTING

Australian Stock Exchange Limited (Melbourne)