



METALS X LIMITED

Metals X Limited is a diversified group exploring and developing minerals and metals in Australia. It is Australia's largest tin producer and holds a pipeline of assets from exploration to development, including the world-class Wingellina Nickel Project.

CORPORATE DIRECTORY

ASX Code: **MLX**

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QUARTERLY REPORT

FOR THE PERIOD ENDING 30 JUNE 2012

SIGNIFICANT EVENTS DURING THE QUARTER

TASMANIAN TIN PROJECT (50% MLX)

- Productivity gains and operational improvements resulting from the opening up of the previously flooded North Renison decline are now being achieved. Despite an isolated seismic event impacting production from the Federal stopes for approximately 6 weeks, a significantly improved quarterly result was achieved compared to the previous quarter, including:
 - 7% increase in mined tonnes to 143,035t @ 1.48% Sn.
 - 14% increase in processed tonnes to 151,878t @ 1.44% Sn.
 - 19% increase in tin production to 1,395 tonnes of tin in concentrate.
 - 12% decrease in cash operating costs to \$16,731/t Sn.
 - 31% increase in unaudited EBITDA of \$5.5M (\$2.75M MLX 50% Share) for the quarter.
- The annual Estimate of Mineral Resources and Ore Reserves reflected the exceptional exploration success for the year with a 13% resource and 23% reserve increase in addition to production depletion.
- Excellent new exploration results were returned from the Lower Federal and North King areas.

MERGER WITH WESTGOLD RESOURCES

- Agreed and implemented a merger by scheme of arrangement proposal with its 27% owned associate, Westgold Resources Limited (Westgold).
- If the scheme is accepted, Westgold shareholders will receive 11 MLX shares for every 10 Westgold shares held.
- The scheme booklet was lodged with ASIC for review on 17 July 2012.

CENTRAL MUSGRAVE (INCLUDING WINGELLINA) PROJECTS

- Metals X continues to advance the giant Wingellina Project toward production. The drilling of water bores to test abstraction rates has commenced and is the final requirement to complete submissions for environmental approval.
- Discussions continued with several international entities on equity and debt funding for the development of the project.

STRATEGIC INVESTMENTS

- Independence Group NL (ASX:IG0) (2.82% MLX) – mark to market value \$20.2M (24/07/12).
- Westgold Resources Limited (ASX:WGR) (26.98% MLX) – mark to market value \$13.5 (24/07/12).
- Mongolian Resource Corporation Ltd (ASX:MUB) (15.33% MLX) – mark to market value \$2.4M (24/07/12).
- Aziana Limited (25.0% MLX) - mark to market value \$4.9M (24/07/12).
- Reed Resources Limited (4.86% MLX) - mark to market value \$4.2M (24/07/12). This position was acquired during the quarter.

CORPORATE

- Closing cash and working capital of \$61M plus \$45.2M (mark to market value) of equity investments. Metals X has no corporate debt.

TASMANIAN TIN OPERATIONS (MLX 50%)

For the first time in over a decade the Company now has access to all extents of the Rension ore body. This latest milestone results from the completion of refurbishment, and continued development of the Renison North decline. The recommencement of ore development and stoping from this area has afforded significantly more operational flexibility with immediate commensurate increases in productivity. The northern lodes of the Rension ore system have historically shown to be higher grade and have more favourable metallurgical characteristics. This feature with the additional benefit of ore blending has seen an improvement in both mill throughput and a reduction in tailings residues. Further, the reliance on topping up production with marginal and lower grade ores to mitigate fixed costs will diminish and should translate to continued improvements in productivity in the ensuing year.

Despite an isolated seismic event impacting production from the Federal stopes for approximately 6 weeks, a significantly improved quarterly result was achieved, over the previous quarter, including:

- 7% increase in mined tonnes quarter to 143,035t @ 1.48% Sn.
- 14% increase in processed tonnes to 151,878t @ 1.44% Sn.
- 19% increase in tin production to 1,395 tonnes of tin in concentrate.
- 17% decrease in cash operating costs to \$16,731/t Sn.
- 31% increase in unaudited EBITDA of \$5.5M [\$2.75M MLX 50% Share] for the quarter.

Operating performance for the quarter is summarised as follows:

	April	May	June	Qtr Total	Previous Qtr
Total Mine Production					
Ore Tonnes	46,262	46,000	50,773	143,035	133,893
ROM Grade [% Sn]	1.54	1.28	1.60	1.48	1.45
Tin Concentrator					
Tonnes treated	49,555	47,045	55,278	151,878	132,797
Head Grade [% Sn]	1.56	1.19	1.55	1.44	1.42
Tail Grade [% Sn]	0.58	0.50	0.53	0.54	0.54
Tin Metal Produced {t}	487	338	570	1,395	1,168
Copper Metal Produced {t}	34	55	16	106	126

The key focus of the quarter was the continued acceleration of capital development in the mine to access additional levels in Area 4 and Huon North, which will bring forward additional high-grade production capacity and flexibility.

The Renison Tin Concentrator throughput was significantly higher (+14%) than the previous quarter due to higher utilisation and in the latter part of the quarter, as a result of the addition of the softer northern lode ores. Two additional spiral banks were installed and commissioned in early July on the fine gravity tailings feed to recover additional tin from this circuit.

The following table summarises the financial performance from Metals X's 50% share of the Renison Project for the quarter.

	June Qtr Total	Previous Qtr
Revenue (Imputed)	\$14.4M	\$13.2M
EBITDA	\$2.8M	\$2.1M
Capital Re-investment	\$3.5M	\$3.5M
Net Cashflow	\$(0.7)M	\$(1.4)M
Operating Costs	A\$16,731	A\$19,066
Tin Price Received	A\$20,340	A\$21,651
Cash Operating Margin	A\$3,609/t	A\$2,585/t

The capital re-investment for the project during the quarter was \$7.0M (\$3.5M - MLX 50% share) \$4.75M for mine development and resource drilling, \$1.4M for Plant and Equipment and \$0.9M for the current tailings dam lift, which is now 65% completed.

MINERAL RESOURCE & ORE RESERVES UPDATE

Following a highly successful year of exploration at the Renison Tin Project the annual calculation of Mineral Resources and Mining Reserves resulted in significant increases:

- The total Mining Reserve estimate of tin metal for the Renison Bell underground mine increased by 23% (in addition to depletion from production), to 45,700 tonnes of contained tin metal.
- The total Mineral Resource estimate of tin metal for the Renison Bell underground mine increased by 13% (in addition to depletion from production), to 153,500 tonnes of contained tin metal
- The Mineral Resource and Mining Reserve estimates for the Rentails Project has increased by 3% or 2,800 tonnes to 89,400 and 85,300 tonnes of contained tin metal respectively reflecting additions to the dams.
- The stand-out result for the year was a 64% increase in the measured and indicated resource estimate at Area 4, which now totals 772,000 tonnes @ 2.4% Sn containing 18,700 tonnes of tin metal. This has been converted to 687,000 tonnes @ 1.90% Sn for 13,100 tonnes of tin metal as a probable reserve. In addition, an inferred resource estimate for the Area 4 Down-Plunge zone details a further 948,000 tonnes @ 1.8% Sn containing 17,400 tonnes of tin metal.
- Metals X's total tin inventory is globally significant and now totals some 32.05M tonnes at 0.81% Sn containing 260,900 tonnes of contained tin metal across its four key projects of which the Renison Bell and Rentails Project contain 153,500 tonnes and 89,400 tonnes of contained tin metal respectively.
- Large in-roads into the estimation of Mineral Resources and Mining Reserve estimates of copper have been made. The copper occurs with and is mined and recovered as a consequence of mining tin. A copper recovery circuit was introduced into the process plant in 2010.

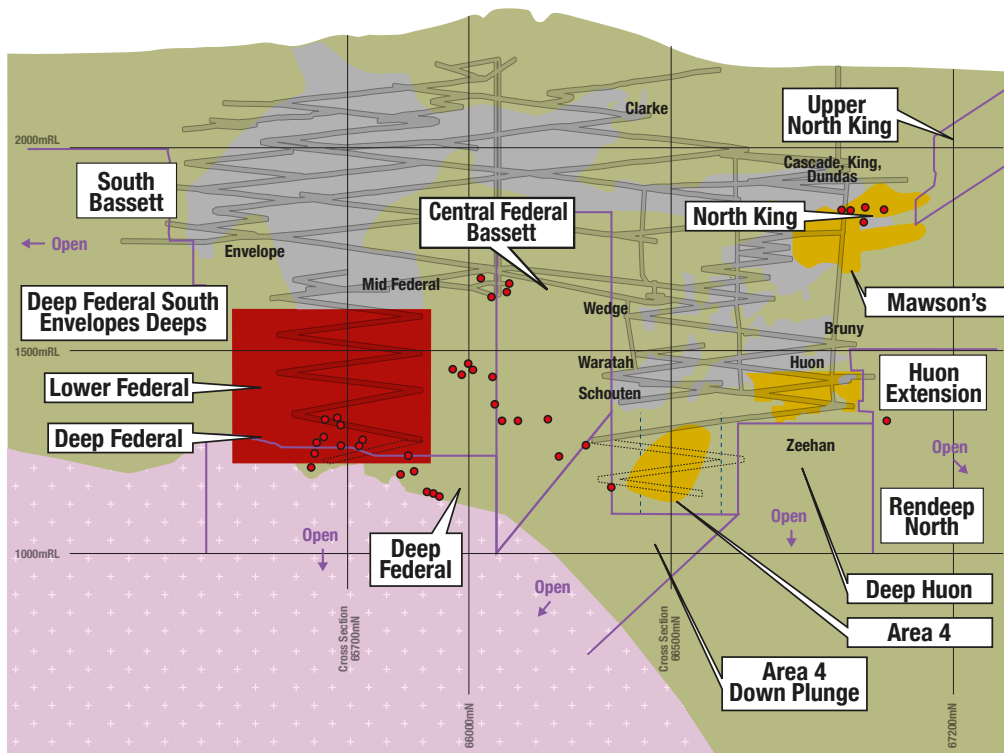
For additional information on the Mineral Resource and Mining Reserve Estimates please refer to MLX ASX announcement on 29 June 2012.

RENISON EXPLORATION

Underground and surface exploration for the quarter continued to focus on the upgrading and extending the known ore positions of the Renison mine. In addition, a high quality deep penetrating geophysical survey was completed to assist in targeting extensional surface and underground exploration works.

The main areas of focus continued to be on the extensions of the Federal and North King lodes as well as further drilling of newly discovered intercepts in the Central Federal-Basset zone which is located within 50 metres of existing development.

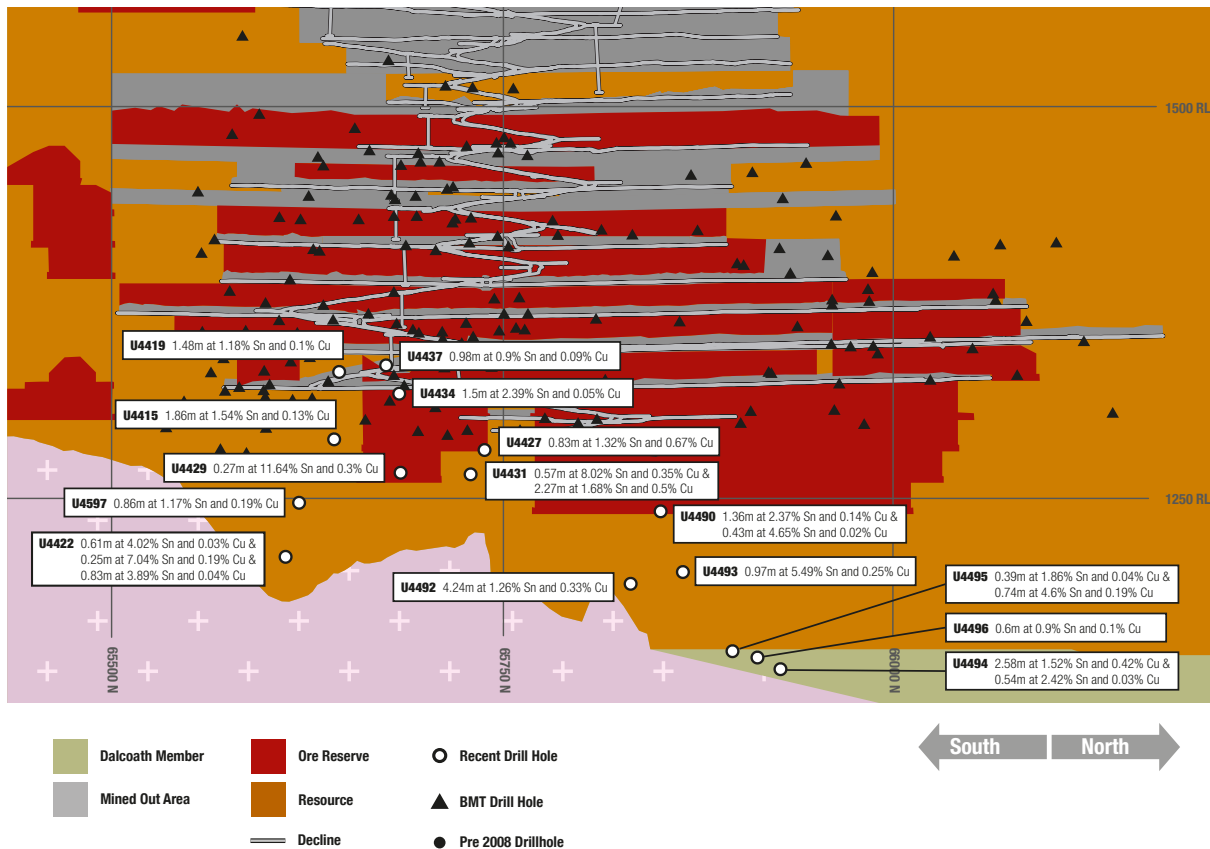
Drilling of the central and northern extents of the Federal zone continued to return exceptional results, confirming the continuity of the Federal system and its economic potential both along-strike from, and below the current mining area. This extension to the main ore system will provide access to additional metal for little or no capital development outside of the existing mine plan.



[Diagram: Renison mine development schematic longitudinal projection]

The most significant drill results (true width x tin grade of >3) returned for the quarter from the Federal system include:

Lode	Hole	N	E	Intercept	From
Lwr Federal	U4492	65831	44605	4.24m @ 1.26% Sn & 0.33% Cu	193.7
	U4493	65865	44603	0.97m @ 5.49% Sn & 0.25% Cu	185.1
	U4431	65691	44655	0.57m @ 8.02% Sn & 0.35% Cu	55.5
	U4494	65927	44630	2.58m @ 1.52% Sn & 0.42% Cu	211.5
	U4431	65729	44599	2.27m @ 1.68% Sn & 0.5% Cu	147.0
	U4434	65684	44657	1.5m @ 2.39% Sn & 0.05% Cu	60.0
	U4495	65896	44623	0.74m @ 4.6% Sn & 0.19% Cu	242.6
	U4422	65611	44611	0.83m @ 3.89% Sn & 0.04% Cu	176.5
	U4490	65850	44584	1.36m @ 2.37% Sn & 0.14% Cu	146.0
	U4429	65684	44602	0.27m @ 11.64% Sn & 0.3% Cu	132.6



[Diagram: Recent Federal Results]

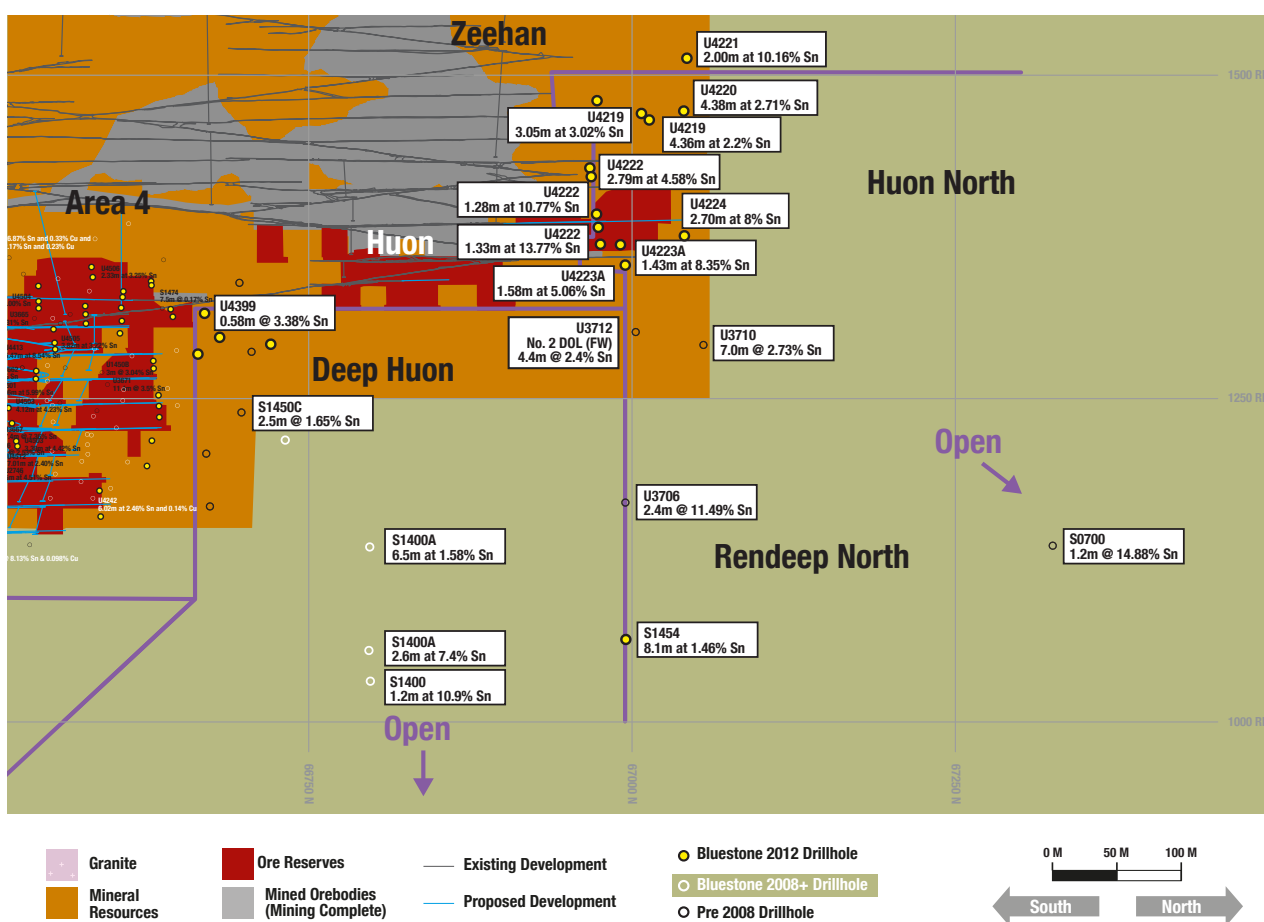
The Central Federal-Basset Fault area also returned a number of excellent results in an area easily accessible from existing development. The most significant results for the quarter (true width x tin grade of >5) returned are as follows:

Lode	Hole	N	E	Intercept	From
CFB	U4535	66194	44527	4.99m @ 1.27% Sn & 0.1% Cu	268.0
	U4535	66199	44529	3.02m @ 2.00% Sn & 0.1% Cu	259.4
	U4537	66229	44553	7.86m @ 2.28% Sn & 0.14% Cu	268.5
	U4571	66015	44501	9.16m @ 2.37% Sn & 0.23% Cu	114.9
	U4571	66003	44515	0.31m @ 54.37% Sn & 0.14% Cu	142.3
	U4623	66099	44433	3.28m @ 4.47% Sn & 0.17% Cu	47.3
	U4620	66055	44453	7.72m @ 1.4% Sn & 0.14% Cu	79.5
	U4574	66037	44480	2.95m @ 3.42% Sn & 0.03% Cu	106.1
	U4573	67040	44222	2.8m @ 3.26% Sn & 2.55% Cu	148.6
	U4620	66069	44438	7.5m @ 1.21% Sn & 0.13% Cu	58.7
	U4572	66053	44511	2.86m @ 2.38% Sn & 1.64% Cu	138.0

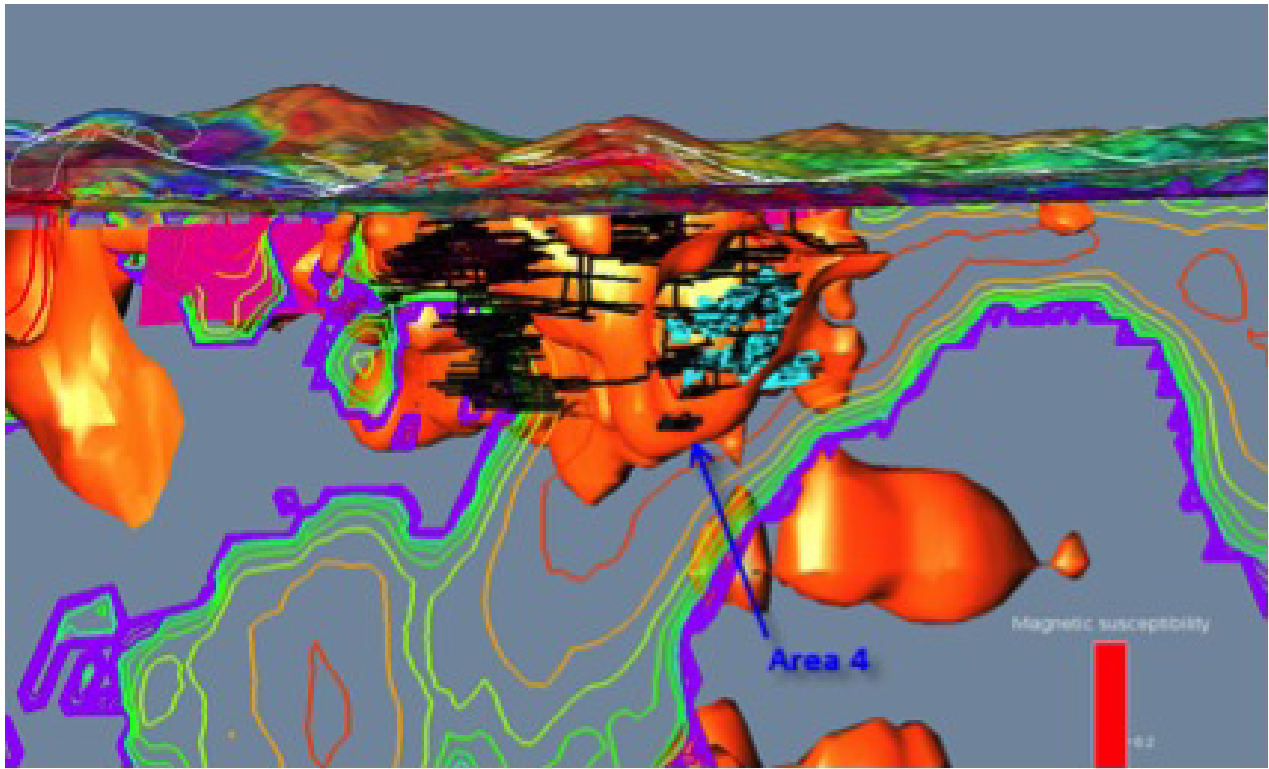
Drilling to test extensions of the lode position at North King also returned significant results (true width x tin grade of >5) returned from Northern King are as follows:

Lode	Hole	N	E	Intercept	From
North King	U4396	66917	44226	4.8m @ 1.9% Sn & 0.2% Cu	64.0
	U4391	66081	44458	3.34m @ 2.49% Sn & 0.23% Cu	123.0
	U4398	66968	44174	4.23m @ 1.82% Sn & 0.08% Cu	45.7
	U4395	66939	44226	1.67m @ 4.42% Sn & 0.05% Cu	56.0
	U4394	66975	44208	0.46m @ 10.92% Sn & 0.45% Cu	77.2

Exploration drilling and evaluation of the Deep Huon – Rendeep North exploration area is a key focus of the future plans to further add to the Mineral Resources and Ore Reserves at Renison. The limited drilling in this area suggest high grade lodes (up to 14.88% Sn) recorded over mineable widths. The recent deep-penetrating geophysical survey reinforces this potential with high magnetic responses associated with the lodes predicting strong down-dip continuity.



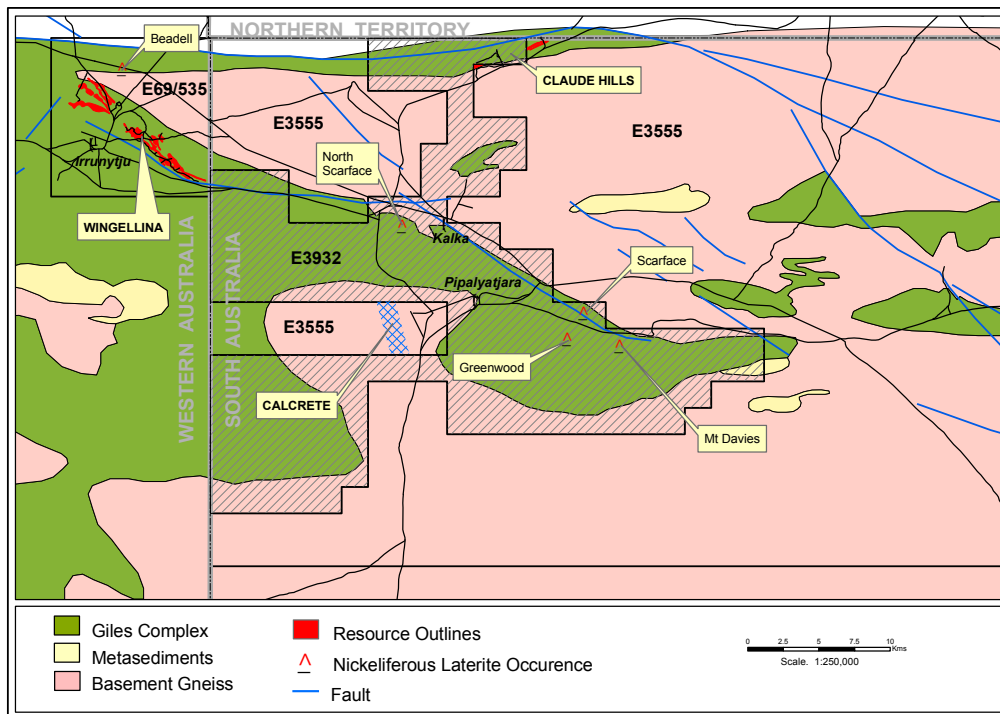
[Diagram: Deep Huon – Rendeep North Exploration Areas]



[Diagram: Inclined long section through the 3D residual TMI inversion near-parallel to the plane of the Federal – Bassett fault, with coincident magnetic contours. Note the good correlation between the anomalous zone and the overlain Renison workings (black)]

NICKEL DIVISION

Metals X's nickel strategy is built around the Central Musgrave Project (CMP) located in the Central Musgrave Ranges, and straddles the triple-point of the WA/NT/SA borders. The project represents the Company's key nickel assets and comprises the globally significant Wingellina deposit, the Claude Hills Nickel deposit and the Mt Davies exploration prospect. The project encompasses 1,957km² of prospective exploration tenure encompassing the whole of the Wingellina layered intrusive sub-set of the Giles Complex.



[Diagram: Regional Geography and Nickeliferous Laterite Zones]

WINGELLINA NICKEL COBALT PROJECT

The key focus of the Nickel Division is to bring the Wingellina Nickel Cobalt Project to production.

Wingellina is a massive nickel limonite deposit, which exhibits significantly different characteristics to the nickel laterite deposits that have been developed in the eastern goldfields of Western Australia. Wingellina has a resource of 1.8Mt of contained nickel and 139Kt of contained cobalt, and is classified as a Limonite or “Pure Oxide Tropical Laterite” deposit. Ore is very similar in style to Ambatovy in Madagascar (under development) and Moa Bay in Cuba, where Sherritt Gordon developed and has successfully operated High Pressure Acid Leach (HPAL) for over 50 years.

Significantly, over 91% or 167Mt of the resource is defined as a Probable mining reserve in accordance with the JORC code.

Total Identified Mineral Resource Estimate as at 30 June 2012 0.5% Ni (cut-off)

Class	Tonnes (Kt)	Ni %	Co %	Fe ₂ O ₃ %
Measured	68,847	1.00	0.08	48.71
Indicated	98,623	0.97	0.08	46.39
Inferred	15,727	0.97	0.07	42.73
Total	183,197	0.98	0.08	46.95

**Mining Reserve Estimate
as at 30 June 2012**

Class	Tonnes (Kt)	Ni %	Co %	Fe₂O₃ %
Proven	-	-	-	-
Probable	167,470	0.98	0.08	47.34
Total	167,470	0.98	0.08	47.34

Wingellina is only one of many areas where nickeliferous limonites exist within the Central Musgrave Project, and is the only one to have been extensively drilled to date. In 2011 Metals X completed a drilling program at the Claude Hill Prospect, another known occurrence located approximately 25 km to the East of Wingellina. This first reconnaissance program defined a further Inferred Resource (JORC) of 33Mt grading 0.81% Ni, 0.07% Co and 39% Fe₂O₃. Many other areas remain to be tested.

Metals X engaged industry experts to complete a feasibility study (+/-25%) in 2009 that concluded a robust project development with a minimum 40 year mine life at an average annual production rate of 40,000t of nickel and 3,000t of cobalt. The Feasibility Study assumed a nickel price of US\$20,000/t nickel, US\$40,000/t cobalt and an AU\$/US\$ exchange rate of 0.85, resulting in an estimated NPV(8%) of \$3.4B at a production cost of US\$3.34/lb after cobalt credits.

Metals X has been and continues to be engaged with a number of large international groups with a view to establishing a consortium to equity and debt fund the project.

In July 2010 the company entered into an agreement with the Native Title Holders and their representative bodies allowing Metals X to develop a mining operation at Wingellina.

Metals X is continuing to prepare the project for development and is actively advancing its environmental approvals. All works required for submission of the Public Environmental Review (PER) document have been complete except for detailed environmental reporting in regard to the proposed water source which is now a requirement for the PER submission and is the focus of current activities.

Metals X has successfully tested the known aquifer in L69/12, approximately 100 km South West of Wingellina, with two holes intersecting a significant aquifer at approximately 140m below surface. Having now obtained all of the regulatory approvals for constructing and testing bores, drilling has commenced to fully delineate the potential bore field, which will enable the submission of the PER. It is expected that the final PER documentation for the project will be submitted early in the December quarter 2012.

MT DAVIES JV (E3932) AND E3555 REGIONAL

A Spectrum electro-magnetic airborne geophysical survey was conducted which incorporated 5,370 line kilometres in the previous quarter with an objective to investigate sulphide conductors which could potentially indicate nickel-copper sulphide bodies in the layered intrusive complex. Processing and preliminary analysis has currently identified 15 anomalous zones, five of which are considered to be of high priority. Heritage clearance programs are underway to obtain access to these highest priority areas, after which drill testing is planned.

PLANNED GOLD DIVISION

On 14 May 2012 Metals X announced a merger by scheme of arrangement with Westgold. If accepted, Westgold will become a wholly owned subsidiary of Metals X forming the group's Gold Division.

The draft Scheme Booklet was lodged with ASIC on 17 July 2012. Under the terms of the merger, eligible Westgold shareholders will receive 11 new Metals X shares for every 10 Westgold shares held. Also eligible Westgold optionholders will receive 11 new Metals X options for every 10 Westgold options held at an exercise price of 10/11ths of the current exercise price.

The independent directors of Westgold have recommended that Westgold security holders vote in favour of the schemes in the absence of a superior proposal.

Westgold boasts a resource of over 3.9M ounces of gold equivalence and is endeavouring to become Australia's next mid-tier gold producer with targeted production of 200,000 ounce per annum from two development ready projects:

1. The Central Murchison Gold Project (CMGP) – Western Australia
2. The Rover Project – Tennant Creek Region, Northern Territory

The CMGP straddles the three historic goldfields of Big Bell, Cuddingwarra and Day Dawn which host a total Identified Mineral Resource Estimate of 2.7M ounces of gold from a number of high-grade underground, lower grade open pit sources and stockpiles within the project area. Westgold's current strategy is to build a centralised processing plant to re-commence mining and production from underground and open pit mines within the CMGP. Westgold is currently completing a Definitive Feasibility (DFS) at the CMGP that contemplates a 1.2-1.5M tonne pa conventional gold processing plant that will produce an average of 100,000 ounces over an initial mine life of 8 years.

At its Rover Project near Tennant Creek in the Northern Territory Westgold is also targeting production from its Rover 1 Prospect where it has defined a virgin deposit of +1.22M ounce gold equivalent resource. The Rover 1 ore body is an iron-oxide-copper gold ore system with lodes of gold, copper and gold and copper. Significant co-mineralisation of cobalt and bismuth also occurs.

At Rover, Westgold is proposing an exploration decline to enable more detailed drill evaluation. It has submitted a Mine Management Plan to the appropriate statutory authorities in the Northern Territory and anticipates approvals to be received by the end of 2012.

Metals X's holding in Westgold was valued at \$13.5M on 24/07/2012. For detailed information please refer to ASX Announcements by Westgold Resources Limited (ASX: WGR).

In addition to Westgold's assets, the planned Gold Division of Metals X will also have access to other gold assets through its strategic investments.

STRATEGIC INVESTMENTS

Metals X operates a strategy of project gestation where it invests and actively supports exploration and development projects by investment in other companies with specialist teams. The objective is to allow the exploration and scientific application required for exploration to run its course and be funded by a dedicated budget that does not compete with other projects in the group for capital.

The experienced team of mining professionals at Metals X carefully evaluates and actively supports its investments both technically and fiscally. Metals X has been a shareholder and investor in Westgold for over five years. During this time, Westgold has built a portfolio of gold assets and successfully advanced these toward production. Metals X has technically and financially assisted Westgold for this period.

The other key strategic holdings of Metals X are:

INDEPENDENCE GROUP NL (INDEPENDENCE) (2.82% MLX)

Independence is a diversified producer with Nickel, Zinc, Copper and gold operations within Western Australia and is also exploring for gold and other base metals throughout Australia.

Independence operations include the Long Nickel mine and the high grade Jaguar/Bentley VMS copper, zinc, and silver mine in Western Australia. Independence also owns 30% of the 3.9Moz Tropicana gold project currently being developed and holds various exploration projects within Australia including the Stockman Copper, Zinc and Silver project and the Karlawinda gold project.

Independence has reported that as at April the Tropicana project was 40% complete. The Tropicana resource hosts a resource of 6.41 million ounces with first gold production anticipated in the 2013 December quarter at an estimated cash cost of \$580-\$600/oz for the first 3 years and \$710-\$730/oz over the estimated 10 year life. Exploration is continuing to return significant results.

Independence has also reported that production of zinc and silver at the Jaguar operations is expected to significantly increase over the next 12 months as production is ramped up from the Bentley mine and the benefits from the installation of the new heavy media plant are achieved. Production for 2012/13 is estimated to be 7,000-8,000t Cu (2011/12 7,500 – 8,500t), 26,000-28,000t Zn (15,500 – 16,500t), 0.9-1.0Moz Ag (0.4-0.5Moz) and 2,500 oz Au. Production from the Kambalda operations for 2011/12 are estimated to be 8,800 – 9,200 of nickel at an operating cost of \$4.80-\$5.00/lb.

Metals X's holding in Independence was valued at \$20.2M on 24/07/2012. For detailed information please refer to ASX Announcements by Independence (ASX: IGO).

MONGOLIAN RESOURCES CORPORATION LTD (MRC) (15.33% MLX)

MRC is an Australian listed Mongolian resource company. MRC's main two gold projects include the high grade Kargana (Blue Eyes) Gold Project (85%) and the Sujigtei Gold Project (90%) which are located 7 kilometres apart. The Blue Eyes deposit has been mined for over 80 years by artisanal miners and currently contains an existing mining operation, which is advancing over three levels. Sujigtei was actively explored and developed on 5 levels over 150 vertical meters in the 1960's by the East German Geological Department and has been worked in recent times by artisanal miners.

MRC is currently targeting a maiden resource at the Blue Eyes and Sujigtei Gold Deposits located within the North Khentei gold belt of Mongolia. This belt includes several historical mines and deposits including the Boroo and Gatsuurt gold mines, Bumbat, Erren, Khargant and Sujigetei gold deposits. Feasibility studies have commenced on the development of these high grade gold deposits and two mining licenses have been granted and the statutory approvals are at an advanced state to recommence mining activities.

MRC has announced that the Stage I 100 tonne per day flotation gold plant was permitted for production of concentrate in 2012. The company has more than 4,500t of ROM stockpiles ready for treatment. However changes in the Government Ministers has delayed the Company from obtaining a cyanide permit. The company will therefore sell concentrates into China until a cyanide permit is obtained.

The front end engineering and design for a 400tpd CIP gold plant at the Blue Eyes project has also been completed and the company is focusing on the completion of a turnkey construction of Stage II plant which is expected to be completed in late 2012.

MRC also holds exploration permits covering the Barglit Iron Ore Prospect (100%), the Doshin Thermal Coal Prospect (100%) and various alluvial gold projects at Berleg, Selenge, Ovorhangay, Omnogovi and Bulgan.

Metals X's holding in MRC was valued at \$2.4M on 24/07/2012. For detailed information please refer to ASX Announcements by MRC (ASX: MUB).

AZIANA LIMITED (AZIANA) (25.0% MLX)

Aziana is an Australian listed explorer focussed on Madagascar where it holds highly promising gold and bauxite projects.

Aziana was admitted to the official list of the ASX on the 7 November 2011. Aziana has been active in Madagascar since 2006 and has first-mover and first choice status over the countries exciting gold prospects and holds 6 key gold project areas all of which have been subjective to substantive artisanal gold mining. In addition Aziana holds a number of Bauxite exploration prospects within the Manantenina Bauxite Province in coastal South-east Madagascar. Aziana is actively working these prospects and has discovered large areas of high-grade bauxite developed within its titles.

Metals X's holding in Aziana was valued at \$4.9M on 24/07/2012. For detailed information please refer to ASX Announcements by Aziana (ASX: AZK).

REED RESOURCES LIMITED (REED RESOURCES) (4.86% MLX)

Reed Resources is a diversified explorer and emerging producer with gold, lithium, titanium, vanadium and iron projects throughout Australia.

Reed Resources owns the 3.59M ounce Meekatharra Gold Project in Western Australia. A bankable feasibility study was completed in February 2012 and first gold is expected to be poured in December 2012.

Reed Resources plans on being one of the world's largest producers of lithium bearing spodumene through the development of the Mt Marion Lithium Project and is also evaluating the recovery of titanium, vanadium and iron from its Barrambie project

Metals X's holding in Reed Resources was valued at \$4.2M on 24/07/2012. For detailed information please refer to ASX Announcements by Reed Resources (ASX: RDR).

CORPORATE

Metals X ended the quarter with cash and working capital of \$61M excluding its investments. The Group has no debt other than minor equipment leases.

Metals X completed its share buy-back of up to 10% of the issued capital of the company on 30 June 2012. Metals X brought back 1,878,752 shares during the quarter, with a total of 48,998,525 shares having been purchased, at an average price of approximately \$0.22.

CAPITAL STRUCTURE

The Company has the following equities on issue as of 30 June 2012.

Fully Paid Ordinary Shares	1,316,663,257
Unlisted Options convertible at \$0.32 on or before 30/11/13	1,000,000
Unlisted Employee Options - various conversions and dates	11,150,000
Fully Diluted Equity	1,328,813,257

MAJOR SHAREHOLDERS

The major shareholders of the Company as of 30 June 2012 are:

APAC Resources (HK:1104)	30.20 %
Jinchuan Group	13.37 %
Sabatica Pty Ltd (GPG)	6.06 %
Blackrock Investment Management (Aust)	5.47%
Peter Cook & Related Entities	5.20%

End

COMPETENT PERSONS STATEMENT

The information in this report that relates to Exploration Results is compiled by Metals X technical employees under the supervision of Mr Peter Cook (BSc (Applied Geology) (MSc (Min. Econ) MAusIMM). Mr Cook is not a full-time employee of the company. Mr Cook is an advisor to Metals X and the Non-Executive Chairman of Metals X. Mr Cook has sufficient experience which is relevant to the styles of mineralisation and types of deposit under consideration and to the activities which they are undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Cook consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

Appendix 5B

Mining exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10

Name of entity

Metals X Limited

ABN

25 110 150 055

Quarter ended ("current quarter")

30 June 2012

Consolidated statement of cash flows

Cash flows related to operating activities	Current quarter \$A'000	Year to date (12 months) \$A'000
1.1 Receipts from product sales and related debtors	10,490	47,551
1.2 Payments for (a) exploration & evaluation	(542)	(4,101)
(b) development	(2,445)	(10,118)
(c) production	(11,902)	(43,715)
(d) administration	(909)	(3,580)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	143	4,705
1.5 Interest and other costs of finance paid	(59)	(240)
1.6 Income taxes paid	-	-
1.7 Other (provide details if material)	187	1,190
Net Operating Cash Flows	(5,037)	(8,308)
Cash flows related to investing activities		
1.8 Payment for purchases of: (a) prospects	-	-
(b) equity investments	(4,225)	(9,267)
(c) other fixed assets	(1,149)	(7,784)
1.9 Proceeds from sale of: (a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	18	451
1.10 Loans to other entities	-	-
1.11 Loans repaid by other entities	-	-
1.12 Other (provide details if material)	-	-
Net investing cash flows	(5,356)	(16,600)
1.13 Total operating and investing cash flows (carried forward)	(10,393)	(24,908)

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(10,393)	(24,908)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	-	-
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	5,218
1.17	Repayment of borrowings	(402)	(1,929)
1.18	Dividends paid	-	-
1.19	Other (on market share buy-back)	(645)	(10,932)
	Net financing cash flows	(1,047)	(7,643)
	Net increase (decrease) in cash held	(11,440)	(32,551)
1.20	Cash at beginning of quarter/year to date	65,739	86,850
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	54,299	54,299

Payments to directors of the entity and associates of the directors

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

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	262
1.24	Aggregate amount of loans to the parties included in item 1.10	

1.25 Explanation necessary for an understanding of the transactions

Non-cash financing and investing activities

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

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

Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	4,450	4,450
3.2 Credit standby arrangements		

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	500
4.2 Development	2,500
4.3 Production	11,000
4.4 Administration	1,000
Total	15,000

Reconciliation of cash

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

	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	12,299	13,839
5.2 Deposits at call	42,000	51,900
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	54,299	65,739

Changes in interests in mining tenements

	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1 Interests in mining tenements relinquished, reduced or lapsed				
6.2 Interests in mining tenements acquired or increased	E69/3017	Direct	Nil	100%

Appendix 5B
Mining exploration entity quarterly report

Issued and quoted securities at end of current quarter

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

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1 Preference +securities <i>(description)</i>				
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 +Ordinary securities	1,316,663,257	1,316,663,257		
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	3,876,752	3,876,752		
7.5 +Convertible debt securities <i>(description)</i>				
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7 Options <i>(description and conversion factor)</i>	1,000,000		<i>Exercise price</i> 45 cents	<i>Expiry date</i> 31/07/2012
	2,800,000		13 cents	30/11/2013
	2,500,000		14 cents	30/11/2012
	1,000,000		32 cents	30/11/2013
	4,850,000		30 Cents	30/11/2014
7.8 Issued during quarter				
7.9 Exercised during quarter				
7.10 Expired during quarter				
7.11 Debentures <i>(totals only)</i>				
7.12 Unsecured notes <i>(totals only)</i>				

