



CENTAMIN EGYPT LIMITED

# Quarterly Report

for the three months ended 31 March 2011

LSE:CEY  
TSX:CEE

## MARCH QUARTER 2011

### Sukari Global Resource

0.5 g/t Cut-off Au	Tonnes (Mt)	Grade (g/t Au)	Gold (Moz)
Measured & Indicated	235.73	1.45	10.99
Inferred	68.9	1.6	3.5
<b>TOTAL</b>	<b>304.6</b>	<b>1.48</b>	<b>14.5</b>

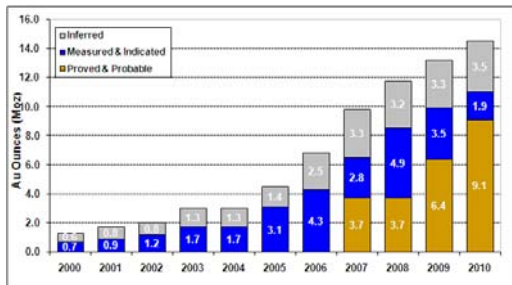
Notes to table: Figures in table may not add correctly due to rounding. Proven and probable ore reserves are included in mineral resources. Figures are below the August 2010 mined surface.

### Sukari Mineral Reserve

Proven		Probable		Mineral Reserve		
Tonnes (Mt)	Au (g/t)	Tonnes (Mt)	Au (g/t)	Tonnes (Mt)	Au (g/t)	Cont Au (Moz)
102.4	1.09	142.9	1.19	245.4	1.15	9.1

The mineral reserves are based on the resource model announced on 08 June 2010 which includes drilling up to 31 May 2010 and below the August 2010 mined surface, a gold price of US\$900 per ounce and a cut-off grade of 0.3 g/t Au for oxide transition and sulphide material.

### Sukari Global Resource and Mineral Reserve Growth



### Commenting on the quarterly results, Josef El-Raghy, Chairman of Centamin said:

"This quarter saw the most profitable performance of the Company to date at a time which presented some unusual and unforeseen challenges. The Company's personnel deserve great credit for navigating a safe path through these events and delivering solid production results. With the recent early commissioning of Stage 3 and the significant drill intercepts in the north of the Sukari Hill, the Company continues to bring to realisation the true potential of this world class deposit".

## HIGHLIGHTS

### Operations

- ❖ Quarterly gold production of 45,204 ounces was achieved from the Sukari Gold Mine.
- ❖ Cash operating cost averaged US\$525 per ounce for the quarter.
- ❖ Average gold sales price US\$1,405.
- ❖ Although some key supplies suffered short term interruptions, operations were largely unaffected by the recent political events in Egypt.
- ❖ SAG mill steel liner and lifter configuration performed to design standard during the quarter, following installation in Q4 2010.
- ❖ Expected 2011 gold production guidance of an estimated 250-290,000 ounces remains intact, however, with the events that transpired during the quarter, it is prudent to guide towards the lower end of this range. Further guidance is planned for mid 2011 as more information becomes available on the timing and scale of commercial underground production rates.

### Mine Expansion / Development

- ❖ Stage 3 commissioning commenced on 01 May 2011, two months ahead of the mid-2011 schedule and on budget. Construction activities remained on schedule during the quarter with the completion of all major activities.
- ❖ Front end engineering and design work continued on the Stage 4 expansion. Orders for long lead items are expected to commence early in Q2 2011.
- ❖ A further 783m of underground development advance was completed during the quarter, with ore drive and cross cut development continuing. Initial trial stoping commenced during the quarter.
- ❖ Exploration drilling on the Sukari hill returned a significant intercept of 201m @ 2.30g/t from 568m which included 67m @5.89g/t (from 702m). This intercept is outside the currently defined ultimate pit design and approximately 1km north of the current underground decline. Eight drill rigs continue to work on the licence area with a revised resource statement expected during the second half of 2011.

### Corporate/Finance Activities

- ❖ Record quarterly operating profit of US\$56.1M.
- ❖ Cash and liquid assets of US\$185.6M, up from US\$166M.
- ❖ Mr Mark Arnesen, Mr Mark Bankes and Mr Ed Haslam were appointed as non executive directors and Mr Herbert Stuart Bottomley retired as a non executive director during the quarter. Mr Colin Cowden and Dr Thomas Elder shall be retiring in the forthcoming quarter.
- ❖ The Company remains debt free and unhedged.
- ❖ All capital and ongoing operating expenses continue to be financed from cash flows generated by gold revenues from the Sukari Gold Mine.

#### AUSTRALIA

57 Kishorn Road, Mt Pleasant, Western Australia 6153  
Telephone 618 9316 2640 Facsimile 618 9316 2650

Email [centamin@centamin.com.au](mailto:centamin@centamin.com.au)  
Website [www.centamin.com.au](http://www.centamin.com.au) ABN 86 007 700 352

#### EGYPT

361 El-Horreya Road, Sedi Gaber, Alexandria, Egypt  
Telephone 203 541 1259 Facsimile 203 522 6350

## SUKARI GOLD MINE

### Production Statistics

		March 2011 Quarter	December 2010 Quarter	September 2010 Quarter	June 2010 Quarter
Open Pit Ore Mined <sup>(1)</sup>	('000t)	1,212	2,123	1,682	1,400
Total Open Pit Material Mined	('000t)	4,552	5,975	4,916	5,305
Strip Ratio	waste/ore	2.8	1.8	1.9	2.8
U/ground Development Ore Mined	('000t)	41	40	0	0
Ore Processed	('000t)	741	773	605	847
Head Grade	(g/t)	1.94	2.30	1.75	1.37
Gold Recovery	(%)	86.7	88.1	82.6	86.5
Gold Produced - Dump Leach	(oz)	2,676	2,387	3,049	2,791
Gold Produced - Total <sup>(2)</sup>	(oz)	45,204	53,189	30,243	30,236
Cash Operating Cost of Production <sup>(3)</sup>	US\$/oz	525	498	638	569
Gold Sold	(oz)	63,240	35,150	31,228	30,759
Average Sales Price	US\$/oz	1,405	1,369	1,239	1,203

Notes:-

<sup>(1)</sup> Includes 435k tonnes @ 0.61 g/t placed on dump leach pads.

<sup>(2)</sup> Gold produced is gold poured and does not include gold-in-circuit at period end.

<sup>(3)</sup> Cash operating costs excludes royalties, exploration and corporate administration expenditure.

### Operational Performance Overview

For the March quarter, a total of 1.2Mt of ore @ 1.10g/t Au was mined with a total quarterly material movement of 4.6Mt and resultant waste to ore ratio of 2.8:1. As previously announced, material movement from the open pit mining operation was reduced late in the quarter due primarily to delays in the delivery of blasting accessories. The minor supply interruptions have since been resolved with material movement rates expected to return to normal during the course of the second quarter. Mining of the Stage 1 pit progressed to the 1040mRL (approximately 60 metres below wadi level) and Stage 2 mining progressed to the 1124mRL. Mining continued in the Stage 1A cutback on the eastern flank of Stage 1 down to the 1076mRL.

A variety of ancillary equipment to support mining and related project activities was commissioned during the quarter with three CAT785C 150t dump trucks and further ancillary equipment scheduled for delivery during the second quarter of 2011 to support the projected increase in mining volume as part of the 5Mtpa plant expansion.

Process plant throughput for the December quarter of 741,148 tonnes, 4% below the previous quarter with the first change out of the SAG mill liners successfully completed during the last week of March. The SAG mill steel liner and lifter system provided much improved rates of throughput and availability.

Dump leach pads continue to be irrigated with a total placement by end of quarter of approximately 3.0Mt of low grade ore at an average dumped grade of 0.5 g/t.

Resultant cash cost per ounce for the quarter was US\$525, in line with expectations given the reduced material movement from open pit operations and the planned mill reline activities late in the quarter.

### Underground Mine Development

Underground development recorded an overall advance of 783 metres for the quarter, including continued development of the main Amun decline (113m), ore drives

and cross cut development (670m) as well as associated ventilation decline and escape way infrastructure. The main ventilation exhaust fan was successfully installed and commissioned during the quarter which will allow further decline development to take place in the coming quarters.

Trial stoping of the high grade Hapi Zone commenced during the quarter, with a total of 40,662 tonnes @ 7.29g/t of development ore produced during the quarter. By the end of the quarter, ore drive development had continued through to the 890 level.

A total of 1,571m of underground definition drilling was completed during the quarter. Determination of the optimal underground mining method shall take place during the first half of 2011, following completion of definition drilling programme.

### Exploration

During the quarter, resource definition drilling continued to be mainly concentrated in the Hapi, Amun Deeps and Pharaoh zones and in converting inferred resource into measured and indicated status. In total, 14,960m of diamond drilling was completed during the quarter. The current drill programme continues to show success in targeting the down dip and along strike extension of the Hapi Zone and other parallel high grade structures within the main porphyry. These zones along the entire strike length of Sukari Hill (2.5km) are the target of the comprehensive infill and extension drilling with 8 diamond coring rigs.

Significant assays returned were as follows:-

- D1601 - 11m @ 2.18g/t from 287m
- D1609 - 26m @ 2.08g/t from 703m
- D1611 - 12m @ 13.36g/t from 455m
- D1612 - 201m @ 2.30 g/t from 568m including  
67m @ 5.89 g/t from 702m
- D1624 - 19m @ 2.14g/t from 266m

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Website [www.centamin.com.au](http://www.centamin.com.au) ABN 86 007 700 352

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## SUKARI GOLD MINE EXPANSION

### Stage 3 Expansion – Secondary Crushing

Construction activities continued throughout the quarter with all major civil and erection works now completed. Installation of the conveyor drives is scheduled for the second quarter of 2011 with commissioning activities scheduled thereafter.

Stage 3 is targeting a mill throughput increase to 5Mtpa and project completion is expected in mid 2011.

Capital expenditure for the quarter and project to date was US\$4.5M and US\$13.0M respectively.

### Stage 4 Expansion – 10Mtpa

Front end engineering and design activities continued during the quarter based upon the selected conventional process flow route of SAG/Ball Mill grinding configuration (similar to the current plant configuration).

Final Board commitment for the Stage 4 expansion is expected during the second quarter of 2011, following completion of front end engineering and design activities. Stage 4 completion is targeted to occur at the end of 2012.

It is intended that both Stage 3 and Stage 4 expansions will be financed entirely from cash flow generated from gold sales.

## CORPORATE / FINANCE ACTIVITIES

At the end of the quarter, the Company had US\$185M in available cash and liquid assets. The Company remains debt free and unhedged.

The Company announced several changes to its Board during the quarter. Mr Mark Arnesen, Mr Mark Bankes and Mr Ed Haslam were appointed as non executive directors, adding a breadth of experience to the Centamin Board. Mr Herbert Stuart Bottomley retired as a non executive director during the quarter, and Mr Colin Cowden and Dr Thomas Elder are due to retire at the conclusion of the Company's Annual General Meeting on 26 May 2011. The Board would like to thank all the retiring directors for their efforts and guidance over the years and for helping to establish Centamin as a gold producer.

On behalf of Centamin Egypt Limited



Josef El-Raghy  
Chairman  
05 May 2011

## COMPETENT PERSONS STATEMENT

### Quality Assurance and Control and Qualified Person

*The information in this report that relates to ore reserves has been compiled by Mr Andrew Pardey. Mr Pardey is a Member of the Australasian Institute of Mining and Metallurgy and is a full time employee of the Company. He has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity he is 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" and is a "Qualified Person" as defined in the "National Instrument 43-101 of the Canadian Securities Administrators" and "CIM Definition Standards For Mineral Resources and Mineral Reserves" of December 2005 as prepared by the CIM Standing Committee on Reserve Definitions of the Canadian Institute of Mining. Mr Pardey's written consent has been received by the Company for this information to be included in this report in the form and context which it appears.*

*The information in this report that relates to mineral resources is based on work completed independently by Mr Nicolas Johnson, who is a Member of the Australian Institute of Geoscientists. Mr Johnson is a full time employee of Hellman and Schofield Pty Ltd and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a "Competent Person" as defined in the 2004 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" and is a "Qualified Person" as defined in "National Instrument 43-101 of the Canadian Securities Administrators". Mr Johnson consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.*

*Information in this report which relates to exploration, geology, sampling and drilling is based on information compiled by geologist Mr Richard Osman who is a full time employee of the Company, and is a member of the Australasian Institute of Mining and Metallurgy with more than five years experience in the fields of activity being reported on, and is a "Competent Person" for this purpose and is a "Qualified Person" as defined in "National Instrument 43-101 of the Canadian Securities Administrators". His written consent has been received by the Company for this information to be included in this report in the form and context which it appears.*

*All exploration and resource samples were analysed by Ultra Trace Pty Ltd, Canning Vale, Western Australia. All mine based production samples were analysed by Sukari Assay Laboratory, Egypt.*

*Refer to the updated Technical Report which was filed in December 2010 for further discussion of the extent to which the estimate of mineral resources/reserves may be materially affected by any known environmental, permitting, legal, title, taxation, socio-political, or other relevant issue.*

For further information, please contact:-

Josef El-Raghy, Chairman  
+ 61 (8) 9316 2640 or + 203 5411 259  
[www.centamin.com](http://www.centamin.com)

Bobby Morse / Katharine Sutton / Jonathan Rivlin  
Buchanan Communications Limited  
+ 44 (0) 20 7466 5000

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Centamin Egypt Limited will host a conference call on Thursday, 05 May 2011 at 11:30am (London, UK time) to update investors and analysts on its quarterly results. Participants may join the call by dialling one of the following four numbers, approximately 10 minutes before the start of the call.

**Participant pass code: 862573#**

**From UK:** (toll free) 0800 368 1895

**From Canada:** (toll free) 1866 561 8617

**From US:** (toll free) 1866 928 6049

**From rest of world:** + 44 20 3140 0693

A live audio webcast of the call will be available on: <http://mediaserve.buchanan.uk.com/2011/centamin050511/registration.asp>

A replay of the webcast will be available on the same link from 1.00 pm (London, UK time) on Thursday, 05 May 2011.

## CORPORATE INFORMATION

### CORPORATE DIRECTORY

#### Directors

Mr Josef El-Raghy, Chairman

Mr Harry Michael, Chief Executive Officer

Mr Trevor Schultz, Executive Director of Operations

Mr Edward Haslam, Senior Non Executive Director

Mr Colin Cowden, Non Executive Director

Dr Thomas Elder, Non Executive Director

Professor Robert Bowker, Non Executive Director

Mr Mark Arnesen, Non Executive Director

Mr Mark Bankes, Non Executive Director

#### Senior Management

Mr Marco Di Silvio, Chief Financial Officer

Mrs Heidi Brown, Company Secretary

#### Registered Office

57 Kishorn Road, Mount Pleasant WA 6153, Australia

Tel: + 61 8 9316 2640

Fax: + 61 8 9316 2650

Email: [centamin@centamin.com](mailto:centamin@centamin.com)

Website: [www.centamin.com](http://www.centamin.com)

#### Egypt Office

361 El-Horreya Road, Sedi Gaber, Alexandria, Egypt

Tel: + 203 5411 259

Fax: + 203 522 6350

#### Auditor

Deloitte Touche Tohmatsu

Level 14, 240 St Georges Terrace, Perth WA 6000

#### Share Registries

##### Australia

Computershare Investor Services Pty Ltd

Level 2, 45 St Georges Terrace

Perth WA 6000

##### Canada

Computershare

100 University Avenue, 8<sup>th</sup> Floor

Toronto, Ontario, ON M5J 2Y1

##### United Kingdom

Computershare Investor Services

PO Box 82, The Pavilions, Bridgwater Road

#### Stock Exchange Listings

London Stock Exchange, LSE code: CEY

Toronto Stock Exchange, TSX code: CEE

### ABOUT CENTAMIN EGYPT LIMITED

Centamin is a mineral exploration, development and mining company that has been actively exploring in Egypt since 1995. The principal asset of Centamin is its interest in the Sukari Gold Mine, located in the Eastern Desert of Egypt. Construction at the Sukari Gold Project commenced in March 2007 with the first gold bar being produced on 26 June 2009.

Optimal design throughput at the Sukari Gold Mine was achieved during December 2009. In January 2010, the Company announced that Sukari had achieved yet another important milestone with the commencement of gold exports to a nominated overseas gold refinery.

The Sukari Gold Mine is the first large-scale modern gold mine in Egypt. Centamin's operating experience in Egypt gives it a significant first-mover advantage in acquiring and developing other gold projects in the prospective Arabian-Nubian Shield.

### FORWARD LOOKING STATEMENTS

Certain information contained in this report, including any information on Centamin's plans or future financial or operating performance and other statements that express management's expectations or estimates of future performance, constitute forward-looking statements. Such statements are based on a number of estimates and assumptions that, while considered reasonable by management at the time, are subject to significant business, economic and competitive uncertainties. Centamin cautions that such statements involve known and unknown risks, uncertainties and other factors that may cause the actual financial results, performance or achievements of Centamin to be materially different from the Company's estimated future results, performance or achievements expressed or implied by those forward-looking statements. These factors include the inherent risks involved in exploration and development of mineral properties, changes in economic conditions, changes in the worldwide price of gold and other key inputs, changes in mine plans and other factors, such as project execution delays, many of which are beyond the control of Centamin.

Nothing in this report should be construed as either an offer to sell or a solicitation to buy or sell Centamin securities.

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CENTAMIN EGYPT LIMITED

# FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 MARCH 2011

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## MANAGEMENT DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis of the Financial Condition and Results of Operations ("MD&A") for Centamin Egypt Limited (the "Company" or "Centamin") should be read in conjunction with Unaudited Interim Consolidated Financial Statements for the three months ended 31 March 2011 and related notes thereto. The effective date of this report is 05 May 2011.

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with generally accepted accounting principles in Australia. The financial statements are prepared using the same accounting policies and methods of application as those disclosed in Note 1 to the consolidated financial statements for the period ended 31 March 2011, but they do not include all the disclosures required by Australian Accounting Standards for annual financial statements.

In addition to these Australian requirements, further information has been included in the Unaudited Interim Consolidated Financial Statements for the three months ended 31 March 2010 in order to comply with applicable Canadian securities law, as the Company is listed on the Toronto Stock Exchange.

Additional information relating to the Company, including the Company's most recent Annual Report for the period ended 31 December 2010 and other public announcements is available at [www.centamin.com](http://www.centamin.com).

All amounts in this MD&A are expressed in United States dollars unless otherwise identified.

### FORWARD LOOKING STATEMENTS

*Some of the statements contained in this MD&A, including those relating to strategies and other statements, are predictive in nature, and depend upon or refer to future events or conditions, or include words such as "expects", "intends", "plans", "anticipates", "believes", "estimates" or similar expressions that are forward looking statements. Forward looking statements include, without limitations, the information concerning possible or assumed further results of operations as set forth herein. These statements are not historical facts but instead represent only expectations, estimates and projections regarding future events and are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations generally.*

*The forward looking statements contained in this MD&A are not guarantees of future performance and involve certain risks and uncertainties that are difficult to predict. The future results of the Company may differ materially from those expressed in the forward looking statements contained in this MD&A due to, among other factors, the risks and uncertainties inherent in the business of the Company. The Company does not undertake any obligation to update or release any revisions to these forward looking statements to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events.*

### GENERAL

Centamin is a mineral exploration and development company that has been actively exploring in Egypt since 1995. The principal asset of Centamin is its interest in the Sukari Gold Mine, located in the Eastern Desert of Egypt. The Sukari Gold Mine is at an advanced stage of development, with construction having commenced in March 2007 and the first gold bar being produced on 26 June 2009.

Optimal design throughput at the Sukari Gold Mine was achieved during December 2009. In January 2010, the Company announced that the Sukari Gold Mine had achieved yet another important milestone with the commencement of gold exports to a nominated overseas gold refinery.

The Sukari Gold Mine is the first large-scale modern gold mine to be developed in Egypt. Centamin's operating experience in Egypt gives it a significant first-mover advantage in acquiring and developing other gold projects in the prospective Arabian-Nubian Shield.

<p>The accompanying Interim Consolidated Financial Statements for the quarter ended 31 March 2011 have been prepared in accordance with generally accepted accounting principles and have not been reviewed or audited by the Company's Auditors.</p>
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## UNAUDITED CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

	Three Months Ended 31 March	
	2011 US\$'000	2010 US\$'000
Revenue	89,074	66
Other income	133	62
Mine production costs	(16,764)	-
Production royalty	(2,665)	-
Corporate administration expenses	(961)	(1,856)
Depreciation & amortisation	(9,183)	-
Movement in production inventory	(4,046)	-
Foreign exchange gain / (loss)	598	461
Share based payments	-	(214)
Other expenses	(105)	(154)
Profit / (loss) before income tax	56,081	(1,635)
Tax (expense) / income	-	-
<b>Net Profit / (Loss) for the period</b>	<b>56,081</b>	<b>(1,635)</b>
<i>Profit / (Loss) per share</i>		
- Basic (cents per share)	5.183	
- Diluted (cents per share)	5.178	

*Revenue* reported comprises proceeds from gold sales and interest revenue applicable on the Company's available cash and working capital balances and term deposit amounts. On a comparative year to date basis the *Revenue* figure is higher due to the commencement of commercial gold production and corresponding sales. Other income includes the proceeds of silver sales associated with gold production.

*Mine production costs* represent the cost of mining and processing ore. This figure also includes site administration costs.

*Production royalty* represents the 3% royalty payable to the Egyptian Government for gold bullion and associated metals.

*Corporate administration expenses* reported comprise expenditure incurred for communications, consultants, directors' fees, stock exchange listing fees, share registry fees, employee salaries and general office administration expenses. The amount disclosed for the three months ended 31 March 2011 period is lower due to UK listing fees applied in the corresponding period 31 March 2010.

*Depreciation and amortisation* includes the depreciation of fixed assets and amortisation of waste material movement.

*Movement in production inventory* represents the change in broken ore stockpiles and gold in circuit for the period.

*Foreign exchange gain* reported is attributable to positive exchange rate movement during the period as a result of the strengthening Australian dollar against the United States dollar.

*Share based payments* reported relate to the requirement to recognise the cost of granting options (or warrants) to directors, and employees under the Employee Option Plan or for payment for services done under a contractual arrangement. Calculation of the cost is performed under A-IFRS over the option (or warrant) vesting period.

*Other expenses* reported comprise non-cash expenses of employee entitlements, bank charges and a rehabilitation provision. The profit after tax of the consolidated entity for the three months ended 31 March 2011 was \$56,080,952.



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**SELECTED INFORMATION FROM THE UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

	31 March 2011 US\$'000	31 December 2010 US\$'000
Total current assets	222,106	192,943
Total non-current assets	468,868	447,889
Total assets	<u>690,975</u>	<u>640,832</u>
Total current liabilities	13,319	19,112
Total non-current liabilities	2,564	2,624
Total liabilities	<u>15,883</u>	<u>21,736</u>
<b>Net assets</b>	<b><u>675,092</u></b>	<b><u>619,096</u></b>

*Current assets* reported have increased mainly due to the revenue stream from Sukari operations.

*Non-current assets* reported have increased during the period as a result of the expenditure incurred with regard to ongoing exploration and development activities at Sukari. The Company's accounting policy is to capitalise expenditure of this nature under the categories of Property, Plant and Equipment and Exploration, Evaluation & Development.

*Current liabilities* reported have decreased compared to the comparative period, due to the completion of Stage 1 and Stage 2 as well as the imminent completion of Stage 3 construction activities at the Sukari Gold Mine.

*Non-current liabilities* reported during the period have decreased marginally.

**SELECTED INFORMATION FROM THE UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

	Three Months Ended 31 March 2011 US\$'000
Total equity at beginning of period	619,096
Movement in issued equity	(77)
Movement in reserves	(9)
Profit for the period	<u>56,081</u>
<b>Total equity at end of period</b>	<b><u>675,092</u></b>

*Issued equity* reported has decreased slightly due to fees following the placement of 51.5M shares to raise net proceeds of \$132M.

*Reserves* reported have decreased marginally due to the exercise and subsequent transfer to issued equity of employee share based options.

*Profit* for the three months ended 31 March 2011 is analysed under the section Consolidated Income Statement.

## SELECTED INFORMATION FROM THE UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Three Months Ended 31 March	
	2011 US\$'000	2010 US\$'000
Net cash flow from operating activities	26,665	(4,338)
Net cash flow from investing activities	(32,323)	11,756
Net cash flow from financing activities	(370)	313
Net increase / (decrease) in cash and cash equivalents	(6,028)	7,731
Cash and cash equivalents at the beginning of the financial period	154,338	26,941
Effects of exchange rate changes	846	474
<b>Cash and cash equivalents at the end of the financial period</b>	<b>149,156</b>	<b>35,146</b>

*Net cash flow from operating activities* reported comprises receipts from gold sales, offset by operating, exploration and corporate administration costs. On a comparative quarterly and annual basis, net cash flow is higher due to the commencement of gold production and receipt of revenue proceeds.

*Net cash flow from investing activities* reported comprises capital development expenditures at the Sukari including the acquisition of Financial Assets, offset by interest revenue received. On a comparative quarterly basis, expenditure is higher due to the capitalisation of revenue received prior to commencement of commercial production.

*Net cash flow from financing activities* reported largely comprises of fees for the placement of 51.5M shares to raise net proceeds of \$132M during December 2010.

## FOREIGN INVESTMENT IN EGYPT

Foreign investments in the petroleum and mining sectors in Egypt are governed by individual production sharing agreements (concession agreements) between foreign companies and the Ministry for Petroleum and Mineral Resources or the Egyptian Mineral Resource Authority ("EMRA") (as the case may be) and are individual Acts of Parliament.

Title, exploitation and development rights to the Sukari Gold Mine are granted under the terms of the Concession Agreement promulgated as Law No. 222 of 1994, signed on 29 January 1995 and effective from 13 June 1995. The Concession Agreement was issued by way of Presidential Decree after the approval of the People's Assembly in accordance with the Egyptian Constitution and Law No. 61 of 1958. The Concession Agreement was issued in accordance with the Egyptian Mines and Quarries Law No. 86 of 1956 which allows for the Ministry to grant the right to parties to explore and mine for minerals in Egypt.

Whilst the Company is the first foreign company to develop a modern large-scale gold mine in Egypt there is significant foreign investment in the petroleum sector. Several large multinational oil and gas companies operate successfully in Egypt, some of which have long histories in the country and have dedicated significant amounts of capital. The Company believes that the successful track record of foreign investment established by these companies in the petroleum sector is an important indication of the ability of foreign companies to attract financing and receive development approvals for the construction of major projects in Egypt.

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## OVERVIEW OF SUKARI CONCESSION AGREEMENT

Pharaoh Gold Mines NL ("PGM") a 100% wholly owned subsidiary of the Company, EGSMA (now "EMRA") and the Arab Republic of Egypt ("ARE") entered into the Concession Agreement dated 29 January 1995, granting PGM and EMRA the right to explore, develop, mine and sell gold and associated minerals in specific concession areas located in the Eastern Desert of Egypt identified in the Concession Agreement. The Concession Agreement came into effect under Egyptian law on 13 June 1995.

The initial term of the Concession Agreement was for one year and was extended by the parties for three two-year periods. In accordance with the terms of the Concession Agreement, PGM undertook a feasibility study to support its application to EMRA for a "Commercial Discovery" (within the meaning of the Concession Agreement) with respect to the Sukari Gold Mine. On 09 November 2001, EMRA notified PGM that the feasibility submission had demonstrated that a Commercial Discovery had been made at Sukari. As a result, the Concession Agreement was converted from exploration to exploitation status and PGM, together with EMRA, were granted an Exploitation Lease over 160 km<sup>2</sup> surrounding the Sukari Gold Mine site. The Exploitation Lease was signed by PGM, EMRA and the Egyptian Minister of Petroleum and gives tenure for a period of 30 years, commencing 24 May 2005 and extendable by PGM for an additional 30 years upon PGM providing reasonable commercial justification.

Following demonstration of a Commercial Discovery, PGM and EMRA were required to establish an operating company owned 50% by each party (the "Operating Company"). The Operating Company, named Sukari Gold Mining Company, was incorporated under the laws of Egypt on 27 March 2006. The Operating Company was formed to conduct exploration, development, exploitation and marketing operations in accordance with the Concession Agreement. The registered office of the Operating Company is at 361 El-Horreya Road, Sedi Gaber, Alexandria, Egypt.

The ARE is entitled to a royalty of 3% of net sales revenue from the sale of gold and associated minerals from the Sukari Gold Mine, payable in cash in each calendar half year. Net sales revenue is calculated by deducting from sales revenue all shipping, insurance, smelting and refining costs, delivery costs not payable by customers, all commercial discounts and all penalties (relating to the quality of gold and associated minerals shipped).

Under the Concession Agreement, PGM solely funds the Operating Company but is entitled to recover the following costs and expenses payable from sales revenue (excluding the royalty payable to ARE):

- all current operating expenses incurred and paid after the initial commercial production;
- exploration costs, including those accumulated to the commencement of commercial production (at the rate of 33.3% per annum); and
- exploitation capital costs, including those accumulated prior to the commencement of commercial production (at the rate of 33.3% per annum).

Recovery of capital costs shall include interest on a maximum of 50% of investment borrowed from financial institutions not affiliated with PGM provided that PGM shall use best efforts to obtain the most favourable rate of interest, not to exceed LIBOR + 1%. If costs recoverable by PGM exceed the sales revenue (excluding any royalty payable to ARE) in any financial year, the excess is carried forward for recovery in the next financial year or years until fully recovered, but in no case after the termination of the Concession Agreement.

After deduction of the royalty payments and recoverable expenses by PGM, the remainder of the sales revenue from the Sukari Gold Mine will be shared equally by PGM and EMRA except that for the first and second years in which there are net proceeds for the entire year, an additional 10% of such proceeds will be paid to PGM as an incentive (i.e. 60% to PGM and 40% to EMRA), and for each of the next two years in which there are net proceeds for the entire year, an additional 5% of such proceeds will be paid to PGM (i.e. 55% to PGM and 45% to EMRA).

In addition, under the Concession Agreement, certain tax exemptions have been granted, including the following:

- commencing on the date of commercial production, PGM will be entitled to a 15 year exemption from any taxes imposed by the Egyptian government. The parties intend that the Operating Company will in due course file an application to extend the tax-free period for a further 15 years. The extension of tax-free period requires that certain activities in remote areas of the lands under the Concession Area have been programmed and agreed by all parties;
- PGM, EMRA and the Operating Company are exempt from custom taxes and duties with respect to the importation of machinery, equipment and consumable items required for the purpose of exploration and mining activities at Sukari;
- PGM, EMRA, the Operating Company and their respective buyers will be exempt from any duties or taxes on the export of gold and associated minerals produced from the Sukari Gold Mine;

- PGM will at all times be free to transfer in US dollars or other freely convertible foreign currency any cash of PGM representing its share of net proceeds and recovery of costs, without any Egyptian government limitation, tax or duty; and
- PGM's contractors and sub-contractors are entitled to import machinery, equipment and consumable items under the "Temporary Release System" which provides exemption from Egyptian customs duty.

Under the Concession Agreement, all land at Sukari shall be the property of EMRA as soon as it is purchased. The title to the fixed and movable assets are to be transferred by PGM to EMRA as soon as their costs are recovered by PGM, with PGM being entitled to use all fixed and movable assets during the term of the Exploitation Lease and any extensions thereof.

In case of national emergency, due to war or imminent expectation of war or internal causes, ARE may requisition all or part of the production from the areas that are the subject of the Concession Agreement, and require the Operating Company to increase production to the utmost extent. ARE may also requisition the mine itself and, if necessary, related facilities. In the event of any requisition, ARE must indemnify EMRA and PGM for the period during which the requisition is maintained.

ARE has the right to terminate the Concession Agreement in the following circumstances:

- PGM has knowingly submitted any material false statements to the Egyptian government;
- PGM assigns any interest to any unrelated party without the written consent of the Egyptian government;
- PGM does not comply with any final decision reached as a result of provisions in the Concession Agreement with respect to disputes and arbitration;
- PGM intentionally extracts any mineral other than gold and associated minerals authorized by the Concession Agreement without the approval of the Egyptian government; or
- PGM commits any material breach of the Concession Agreement.

If the Egyptian government deems that any one of the foregoing causes exists, the government is required to give PGM 90 days' notice to remedy the defaults. If the default remains unremedied at the expiration of the grace period, the Egyptian government may terminate the Concession Agreement.

## ACCOUNTING CONSOLIDATION OF SUKARI GOLD MINES

The operating company of Sukari, Sukari Gold Mines ("SGM"), is jointly owned by PGM and EMRA on a 50% equal basis. For accounting purposes, SGM is wholly consolidated within the Centamin group of companies, due to the nature and rights conferred to PGM under the Concession Agreement as described above. PGM has the primary right to recoup the cost of capital invested to date from net revenues of SGM prior to any distribution of dividends (or profit sharing) between PGM and EMRA. Once PGM has fully recouped its cost of capital, net revenues will be distributed between PGM and EMRA on the basis set out above. The distribution of profits to EMRA will be shown as a charge to the profit and loss account of the consolidated Centamin group of companies.

## COMMERCIAL PRODUCTION

The production summary for Sukari Gold Mine is as follows:

		March 2011 Quarter	December 2010 Quarter	September 2010 Quarter	June 2010 Quarter
Open Pit Ore Mined <sup>(1)</sup>	('000t)	1,212	2,123	1,682	1,400
Total Open Pit Material Mined	('000t)	4,552	5,975	4,916	5,305
Strip Ratio	waste/ore	2.8	1.8	1.9	2.8
U/ground Development Ore Mined	('000t)	41	40	0	0
Ore Processed	('000t)	741	773	605	847
Head Grade	(g/t)	1.94	2.30	1.75	1.37
Gold Recovery	(%)	86.7	88.1	82.6	86.5
Gold Produced - Dump Leach	(oz)	2,676	2,387	3,049	2,791
Gold Produced - Total <sup>(2)</sup>	(oz)	45,204	53,189	30,243	30,236
Cash Operating Cost of Production <sup>(3)</sup>	US\$/oz	525	498	638	569
Gold Sold	(oz)	63,240	35,150	31,228	30,759
Average Sales Price	US\$/oz	1,405	1,369	1,239	1,203

Notes:-

<sup>(1)</sup> Includes 435k tonnes @ 0.61 g/t placed on dump leach pads.

<sup>(2)</sup> Gold produced is gold poured and does not include gold-in-circuit at period end.

<sup>(3)</sup> Cash operating costs excludes royalties, exploration and corporate administration expenditure.

## LIQUIDITY AND CAPITAL RESOURCES

The Company's principal source of liquidity as at 31 March 2011 is cash of \$149.1M (31 March 2010 – \$35.1M). The majority has been invested in rolling short term higher interest money market deposits.

The following is a summary of the Company's outstanding commitments as at 31 March 2011:

Payments due	Total US\$'000	< 1 year US\$'000	1 to 5 years US\$'000	>5 years US\$'000
Creditors and provisions	14,633	12,070	-	2,564
Employee Entitlements	805	722	84	-
Tax Liabilities	443	443	-	-
<b>Total commitments</b>	<b>15,883</b>	<b>13,235</b>	<b>84</b>	<b>2,564</b>

The Company's financial commitments are limited to controllable discretionary spending on work programmes at the Sukari Gold Mine, administration expenditure at the Egyptian and Australia office locations and for general working capital purposes.

## OUTSTANDING SHARE INFORMATION

As at 05 May 2011, the Company has 1,090,908,750 fully paid ordinary shares issued and outstanding. The following table sets out the fully paid ordinary shares on issue, and the outstanding unquoted options on issue:

As at 05 May 2011	Number
Shares on Issue	1,090,908,750
Options issued but not exercised	3,105,150
	<b>1,094,013,900</b>

## SEGMENT DISCLOSURE

The Company is engaged in the business of exploration for precious and base metals only, which is characterised as one business segment only.

## SIGNIFICANT ACCOUNTING ESTIMATES

Management is required to make various estimates and judgements in determining the reported amounts of assets and liabilities, revenues and expenses for each period presented and in the disclosure of commitments and contingencies. The significant areas where management uses estimates and judgements in preparing the consolidated financial statements are the determination of carrying values and impaired values of exploration assets.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision reflects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The Company capitalises exploration, evaluation and development expenditure incurred on ongoing projects. The recoverability of this capitalised exploration expenditure is entirely dependent upon returns from the successful development of mining operations or from the surpluses from the sale of the projects or the subsidiary companies that controls the projects. At the point that it is determined that any capitalised exploration expenditure is definitely not recoverable, it is written off.

## INTERNAL CONTROLS

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to management, including the CEO and CFO, on a timely basis so that appropriate decisions can be made regarding public disclosure. Management, with the participation of the certifying officers, has evaluated the effectiveness of the design and operation, as of 31 March 2011, of the Company's disclosure controls and procedures (as defined by the Canadian Securities Administrators). Based on that evaluation, the certifying officers have concluded that such disclosure controls and procedures are effective and designed to ensure that material information relating to the Company and its subsidiaries is known to them by others within those entities.

Internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of our financial reporting and compliance with Canadian generally accepted accounting principles in our financial statements. Management has evaluated the design of internal control over financial reporting and has concluded that such internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in Canada. In addition, there have been no changes in the Company's internal control over financial reporting during the quarter ended 31 March 2011 that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

## RISKS AND UNCERTAINTIES

The operations of the Company are speculative due to the high risk nature of its business which includes the acquisition, financing, exploration, development and operation of mining properties. These risk factors could materially affect the Company's future operations and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

### Calculation of Mineralisation, Resources and Reserves

There is a degree of uncertainty attributable to the calculation of mineralisation, resources and reserves and corresponding grades being mined or dedicated to future production. Until reserves or mineralisation are actually mined and processed, the quantity of mineralisation and reserve grades must be considered estimates only. In addition, the quantity of reserves and mineralisation may vary depending on commodity prices. Any material change in quantity of reserves, mineralisation, grade or stripping ratio may affect the economic viability of a project. In addition, there can be no assurance that recoveries from laboratory tests will be duplicated in tests under on-site conditions or during production.

### Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges and port facilities are important determinants that affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's activities and profitability.

### Title Matters

Any changes in the laws of Egypt relating to mining could materially affect the rights and title to the interests held there by the Company. No assurance can be given that applicable governments will not revoke or significantly alter the conditions of the applicable exploration and mining authorizations nor that such exploration and mining authorizations will not be challenged or impugned by third parties.

### Mineral Prices

Factors such as inflation, foreign currency fluctuation, interest rates, supply and demand and industrial disruption have an adverse impact on operating costs, commodity prices and stock market prices and on the Company's ability to fund its activities. The Company's possible revenues and share price can be affected by these and other factors which are beyond the control of the Company. The market price of minerals, including industrial minerals, is volatile and cannot be controlled. The Company's ongoing operations are influenced by fluctuation in the world gold price. If the price of gold or other minerals should drop significantly, the economic prospects of the Company's current project could be significantly reduced or rendered uneconomic. There is no assurance that, even if commercial quantities of ore are discovered, a profitable market will continue to exist for the sale of products from that ore. Factors beyond the control of the Company may affect the marketability of any minerals discovered. Mineral prices have fluctuated widely, particularly in recent years. The marketability of minerals is also affected by numerous other factors beyond the control of the Company, including government regulations relating to royalties, allowable production and importing and exporting of minerals, the effect of which cannot be accurately predicted.

**Funding Requirements**

Mining exploration and development involves financial risk and capital investment. The capital development of the Sukari Gold Mine and the continuance of the Company's development and exploration activities depend upon the Company's ability to generate positive cash flows, obtain financing through the joint venturing of projects, private and public equity project financing, debt and/or other means. There is no assurance that the Company will be successful in obtaining additional financing on a timely basis, or at all.

**Uninsured Risks**

The mining business is subject to a number of risks and hazards including environmental hazards, industrial accidents, labour disputes, encountering unusual or unexpected geologic formations or other geological or grade problems, encountering unanticipated ground or water conditions, cave-ins, pit wall failures, flooding, rock bursts, periodic interruptions due to inclement or hazardous weather conditions and other acts of God. Such risks could result in damage to, or destruction of, mineral properties or facilities, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability. The Company maintains insurance against certain risks associated with its business in amounts that it believes to be reasonable. Such insurance, however, contains exclusions and limitations on coverage. There can be no assurance that such insurance will continue to be available, will be available at economically acceptable premiums or will be adequate to cover any resulting claim.

**Foreign Operations**

Operations, development and exploration activities carried out by the Company are or may be affected to varying degrees by taxes and government regulations relating to such matters as environmental protection, land use, water use, health, safety, labor, restrictions on production, price controls, currency remittance, maintenance of mineral rights, mineral tenure, and expropriation of property. There is no assurance that future changes in taxes or such regulation in the various jurisdictions in which the Company operates will not adversely affect the Company's operations. Industrial disruptions, work stoppages and accidents in the course of the Company's operations can result in future production losses and delays, which may adversely affect future profitability. The Company's principal asset is held outside of Australia in Egypt, North Africa. Although the operating environment in Egypt is considered favorable compared to that in other developing countries there are still political risks. The risks include, but are not limited to, terrorism, hostage taking, military repression, expropriation, extreme fluctuations in currency exchange rates, high rates of inflation and labor unrest. Changes in mining or investment policies or shifts in political attitudes may also adversely affect the Company's business. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, maintenance of claims, environmental legislation, expropriation of property, land use, land claims of local people, water use and safety. The effect of these factors cannot be accurately predicted.

**Exploration and Development Risks**

The successful exploration and development of mineral properties is speculative and subject to a number of uncertainties which even a combination of careful evaluation, experience and knowledge may not eliminate. There is no certainty that the expenditures made or to be made by the Company in the exploration and development of its mineral properties or properties in which it has an interest will result in the discovery of mineralized materials in commercial quantities. Most exploration projects do not result in the discovery of commercially mineable deposits. While discovery of a base metal or precious metal bearing structure may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a site. It is impossible to ensure that exploration programmes carried out by the Company will result in profitable commercial mining operations. The Company's operations are subject to all of the hazards and risks normally incident to mineral exploration, mine development and operation, any of which could result in damage to life or property, environmental damage and possible legal liability for any or all damage. Hazards such as unusual or unexpected formations, pressures or other conditions may also be encountered.

**Environmental and Other Regulatory Requirements**

The current or future operations of the Company, including development activities and, if warranted, commencement of production on properties in which it has an interest, require permits from various governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health and safety, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. The Company believes it is in substantial compliance with all material laws and regulations that currently apply to its activities. However, there can be no assurance that all permits which the Company may require for the conduct of mineral exploration and development can be obtained or maintained on reasonable terms or that such laws and regulations would not have an adverse effect on any such mineral exploration or development which the Company might undertake. Amendments to current laws, regulations and permits governing operations and activities of mineral exploration

companies, or more stringent interpretation, implementation or enforcement thereof, could have a material adverse impact on the Company.

#### **Mining and Investment Policies**

Changes in mining or investment policies or shifts in political attitude may adversely affect the Company's business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, maintenance of claims, environmental legislation, land use, land claims of local people, water use and safety regulations. The effect of these factors cannot be accurately predicted.

#### **Hedging and Foreign Exchange**

While hedging of commodity prices and exchange rates is possible, there is no guarantee that appropriate hedging will be available at an acceptable cost should the Company choose or need to enter into these types of transactions.

### **FINANCIAL INSTRUMENTS**

At 31 March 2011, the Company has exposure to interest rate risk which is limited to the floating market rate for cash.

The Company does not have foreign currency risk for non-monetary assets and liabilities of the Egyptian operations as these are deemed to have a functional currency of United States dollars. The Company has no significant monetary foreign currency assets and liabilities apart from United States dollar and Australian dollar cash term deposits which are held for the purposes of funding a portion of the mine construction for the Sukari Gold Mine. The Company currently does not proactively engage in any hedging or derivative transactions to manage interest rate or foreign currency risks.

### **RELATED PARTY TRANSACTIONS**

Details of related party transactions are shown in Note 8 of the appended financial statements.

### **SUBSEQUENT EVENTS**

Other than as set out above and in Note 3 of the appended financial statements, there has not arisen in the interval between the end of the financial period 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 subsequent financial periods.

<p>The accompanying Interim Consolidated Financial Statements for the quarter ended 31 March 2011 have been prepared in accordance with generally accepted accounting principles and have not been reviewed or audited by the Company's Auditors.</p>
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**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

	Three Months Ended 31 March	
	2011 US\$'000	2010 US\$'000
Revenue	89,074	66
Other income	133	62
Mine production costs	(16,764)	-
Production royalty	(2,665)	-
Corporate administration expenses	(961)	(1,856)
Depreciation & amortisation	(9,183)	-
Movement in production inventory	(4,046)	-
Foreign exchange gain / (loss)	598	461
Share based payments	-	(214)
Other expenses	(105)	(154)
Profit / (loss) before income tax	56,081	(1,635)
Tax (expense) / income	-	-
<b>Net Profit/Loss for the period</b>	<b>56,081</b>	<b>(1,635)</b>
<i>Profit / (Loss) per share</i>		
- Basic (cents per share)	5.183	
- Diluted (cents per share)	5.178	

*The above Unaudited Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying notes.*

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**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

	31 March 2011	31 December 2010
	US\$'000	US\$'000
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	149,156	154,338
Trade and other receivables	24,447	128
Inventories	36,020	38,017
Prepayments and deposits	481	460
Other Financial Assets	12,002	0
<b>Total current assets</b>	<b>222,106</b>	<b>192,943</b>
<b>NON-CURRENT ASSETS</b>		
Plant and equipment	284,725	279,995
Exploration, evaluation and development expenditure – Note 5	184,144	167,894
<b>Total non-current assets</b>	<b>468,869</b>	<b>447,889</b>
<b>Total assets</b>	<b>690,975</b>	<b>640,832</b>
<b>CURRENT LIABILITIES</b>		
Trade and other accounts payable	11,968	18,002
Tax liabilities	567	444
Provisions	784	666
<b>Total current liabilities</b>	<b>13,319</b>	<b>19,112</b>
<b>NON-CURRENT LIABILITIES</b>		
Trade and other accounts payable	-	-
Provisions	2,564	2,624
<b>Total non-current liabilities</b>	<b>2,564</b>	<b>2,624</b>
<b>Total liabilities</b>	<b>15,883</b>	<b>21,736</b>
<b>NET ASSETS</b>	<b>675,092</b>	<b>619,096</b>
<b>EQUITY</b>		
Issued Capital – Note 7	600,423	600,500
Reserves	3,337	3,345
Accumulated Profits / (Losses)	71,332	15,251
<b>TOTAL EQUITY</b>	<b>675,092</b>	<b>619,096</b>

*The above Unaudited Condensed Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.*

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Issued Capital US\$'000	Reserves US\$'000	Options Reserve US\$'000	Accumulated Profits/(Losses) US\$'000	Total US\$'000
<b>At 30 June 2010</b>	<b>465,096</b>	<b>2,295</b>	<b>1,942</b>	<b>(16,791)</b>	<b>452,542</b>
Profit for the period	-	-	-	32,042	32,042
Share options exercised	2,382	-	-	-	2,382
Cost of share based payments	-	-	14	-	14
Contributions of equity	132,116	-	-	-	132,116
Transfer to issued capital	906	-	(906)	-	-
<b>At 31 December 2010</b>	<b>600,500</b>	<b>2,295</b>	<b>1,050</b>	<b>15,251</b>	<b>619,096</b>
Profit for the period	-	-	-	56,081	56,081
Share options exercised	34	-	-	-	34
Cost of share based payments	-	-	-	-	-
Contributions of equity	(119)	-	-	-	(119)
Transfer to issued capital	8	-	(8)	-	-
<b>At 31 March 2011</b>	<b>600,423</b>	<b>2,295</b>	<b>1,042</b>	<b>71,332</b>	<b>675,092</b>

*The above Unaudited Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.*

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**UNAUDITED CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS**

	Three Months Ended 31 March	
	2011 US\$'000	2010 US\$'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Receipts from customers	64,548	-
Payments to suppliers and employees	(26,014)	(2,075)
Other income	133	62
<b>Net cash generated by/(used in) operating activities</b>	<b>38,667</b>	<b>(2,013)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Payments for exploration	(3,295)	(2,325)
Payments for development	(19,999)	(23,368)
Payments for plant & equipment	(9,235)	(1,411)
Acquisition of Financial Assets	(12,002)	-
Proceeds from sale of gold bullion (capitalised)	-	36,469
Interest received	207	66
<b>Net cash used in investing activities</b>	<b>(44,324)</b>	<b>9,431</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from the issue of equity & conversion of options	(85)	362
Financial activity (bank charges and realised foreign exchange gain / (loss))	(284)	(49)
<b>Net cash generated by/(used in) financing activities</b>	<b>(370)</b>	<b>313</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>(6,027)</b>	<b>7,731</b>
Cash and cash equivalents at the beginning of the financial period	154,338	26,941
Effects of exchange rate changes on the balance of cash held in foreign currencies	846	474
<b>Cash and cash equivalents at the end of the financial period</b>	<b>149,156</b>	<b>35,146</b>

*The above Condensed Consolidated Interim Statement of Cash Flows should be read in conjunction with the accompanying notes.*

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## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

#### (A) BASIS OF PREPARATION

This financial report is denominated in United States Dollars, which is the functional currency of Centamin Egypt Limited. The Company is a kind referred to in ASIC Class Order 98/100 dated 10 July 1998 and in accordance with that Class Order, all financial information presented in United States Dollars has been rounded to the nearest thousand dollars, unless otherwise stated.

The financial report has been prepared on the basis of historical cost, except for the revaluation of certain non-current assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets.

In the application of A-IFRS management is required to make judgments, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstance, the results of which form the basis of making the judgments. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgments made by management in the application of A-IFRS that have significant effects on the financial statements and estimates with a significant risk of material adjustments in the next year are disclosed, where applicable, in the relevant notes to the financial statements.

Accounting policies are selected and applied in a manner which ensures that the resulting financial information satisfies the concepts of relevance and reliability, thereby ensuring that the substance of the underlying transactions or other events is reported.

The following significant policies have been adopted in the preparation and presentation of the financial report:

#### (B) CASH AND CASH EQUIVALENTS

Cash comprises cash on hand and demand deposits. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

#### (C) FINANCIAL INSTRUMENTS ISSUED BY THE COMPANY

##### Debt and Equity Instruments

Debt and equity instruments are classified as either liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

##### Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

#### (D) EMPLOYEE BENEFITS

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave, long service leave and sick leave when it is probable that settlement will be required and they are capable of being measured reliably.

Liabilities recognised in respect of employee benefits expected to be settled within 12 months, are measured at their nominal values using the remuneration rate expected to apply at the time of settlement. Liabilities recognised in respect of employee benefits which are not expected to be settled within 12 months are measured as the present value of the estimated future cash flows to be made by the consolidated entity in respect of services provided by employees up to reporting date.

### Superannuation

The Company contributes to, but does not participate in, compulsory superannuation funds on behalf of the Employees and Directors in respect of salaries and directors' fees paid. Contributions are charged against income as they are made.

## **(E) EXPLORATION, EVALUATION AND DEVELOPMENT EXPENDITURE**

Exploration and evaluation expenditures in relation to each separate area of interest, are recognised as an exploration and evaluation asset in the year in which they are incurred where the following conditions are satisfied:

- i) the rights to tenure of the area of interest are current; and
- ii) at least one of the following conditions is also met:
  - a) the exploration and evaluation expenditures are expected to be recouped through successful development and exploration of the area of interest, or alternatively, by its sale; or
  - b) exploration and evaluation activities in the area of interest have not at the reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are initially measured at cost and include acquisition of rights to explore, studies, exploration drilling, trenching and sampling and associated activities. General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.

Exploration and evaluation assets are assessed for impairment when facts and circumstances (as defined in AASB 6 "Exploration for and Evaluation of Mineral Resources") suggest that the carrying amount of exploration and evaluation assets may exceed its recoverable amount. The recoverable amount of the exploration and evaluation assets (or the cash-generating unit(s) to which it has been allocated, being no larger than the relevant area of interest) is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

Where a decision is made to proceed with development in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment, reclassified to development properties, and then amortised over the life of the reserves associated with the area of interest once mining operations have commenced.

Development expenditure is recognised at cost less accumulated amortisation and any impairment losses. When commercial production in an area of interest has commenced, the associated costs are amortised over the estimated economic life of the mine on a units of production basis.

Changes in factors such as estimates of proved and probable reserves that affect unit-of-production calculations are dealt with on a prospective basis.

## **(F) FINANCIAL ASSETS**

Investments are recognised and derecognised on trade date where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, net of transaction costs except for those financial assets classified as at fair value through the profit or loss which are initially measured at fair value.

Subsequent to initial recognition, investments in subsidiaries are measured at cost in the company financial statements. Other financial assets are as 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimate future cash receipts through the expected life of the financial asset, or, where appropriate, a shorter period.

### Loans and receivables

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest rate method less impairment.

Interest is recognised by applying the effective interest rate.

### Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at each Statement of Financial Position date. Financial assets are impaired where there is objective evidence that as a result of one or more events that occurred after the initial recognition of the financial asset the estimated future cash flows of the investment have been impacted. For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables where the carrying amount is reduced through the use of an allowance account. When a trade receivable is uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

With the exception of available-for-sale equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of available-for-sale equity instruments, any subsequent increase in fair value after an impairment loss is recognised directly in equity.

### **(G) FOREIGN CURRENCY**

The individual financial statements of each group entity are presented in its functional currency being the currency of the primary economic environment in which the entity operates. For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in United States dollars, which is the functional currency of Centamin Egypt Limited and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the balance date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences are recognised in profit or loss in the period in which they arise.

### **(H) GOODS AND SERVICES TAX**

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- i. Where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- ii. For receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

Cash flows are included in the Statement of Cash Flows on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operation cash flows.

### **(I) IMPAIRMENT OF ASSETS (OTHER THAN EXPLORATION AND EVALUATION AND FINANCIAL ASSETS)**

At each reporting date, the consolidated entity reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the consolidated entity estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset for which the estimates of future flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. Each cash generated unit is determined on an area of interest basis.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash generating unit) in prior years.

#### **(J) INVENTORIES**

Inventories are valued at the lower of cost and net realisable value. Costs including an appropriate portion of fixed and variable overhead expenses, are assigned to inventory on hand by the method appropriate to each particular class of inventory, with the majority being valued on a weighted average cost basis. Net realisable value represents the estimated selling price less all estimated costs of completion and costs necessary to make the sale.

Ore stockpiles, gold in circuit and bullion are valued applying absorption costing.

#### **(K) JOINT VENTURE ARRANGEMENTS**

##### Jointly controlled operations

Where the Group is a venturer (and so has joint control) in a jointly controlled operation, the Group recognises the assets that it controls and the liabilities that it incurs, along with the expenses that it incurs and the Group's share of the income that it earns from the sale of goods or services by the joint venture.

#### **(L) LEASED ASSETS**

Leased assets are classified as finance leases when the terms of the lease transfer substantially all the risks and rewards incidental to ownership of the leased asset to the lessee. All other leases are classified as operating leases.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where other systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

#### **(M) PLANT AND EQUIPMENT**

Plant and equipment is stated at cost less accumulated depreciation and impairment. Plant and equipment will include capitalised development expenditure. Cost includes expenditure that is directly attributable to the acquisition of the item as well as the estimated cost of abandonment. In the event that settlement of all or part of the purchase consideration is deferred, cost is determined by discounting the amounts payable in the future to their present value as at the date of acquisition.

Depreciation is provided on plant and equipment. Fixed assets are calculated on a straight line basis so as to write off the net cost or other re-valued amount of each asset over its expected useful life to its estimated residual value.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each annual reporting period, with the affect of any changes recognised on a prospective basis.

The following estimated useful lives are used in the calculation of depreciation:

Plant & Equipment & Office Equipment	-	4 - 10 years
Motor Vehicles	-	2 - 8 years
Land & Buildings	-	4 - 20 years

#### **(N) MINE DEVELOPMENT PROPERTIES**

Where mining of a mineral resource has commenced, the accumulated costs are transferred to mine properties.

Amortisation is first charged to new mine development ventures from the date of first commercial production. Amortisation of mine properties is on a unit of production basis resulting in an amortisation charge proportional to the depletion of the proved and probable ore reserves. The unit of production can be on a tonnes or an ounce depleted basis.

#### **(O) REVENUE**

Revenue is measured at the fair value of the consideration received or receivable.



### Sale of goods

Revenue from the sale of mineral production is recognised when the Consolidated Entity has passed the risks and rewards of ownership to the buyer.

### Production royalty

The Arab Republic of Egypt ("ARE") is entitled to a royalty of 3% of net sales revenue from the sale of gold and associated minerals from the Sukari Gold Mine. This royalty is calculated and recognised on receipt of the final certificate of analysis document received from the refinery. Due to its nature, the royalty is independent of, and not classified as, a cost of sales.

### Interest revenue

Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

## **(P) PRINCIPLES OF CONSOLIDATION**

The consolidated financial statements are prepared by combining the financial statements of all the entities that comprise the consolidated entity, being the company (the parent entity) and its subsidiaries as defined in Accounting Standard AASB 127 "Consolidated and Separate Financial Statements" and other entities which it controls. Consistent accounting policies are employed in the preparation and presentation of the consolidated financial statements.

The consolidated financial statements include the information and results of each subsidiary and other controlled entities from the date on which the company obtains control and until such time as the company ceases to control such entity. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

In preparing the consolidated financial statements, all intercompany balances and transactions, and unrealised profits arising within the consolidated entity are eliminated in full.

## **(Q) SHARE-BASED PAYMENTS**

Equity-settled share-based payments with employees and others providing similar services are measured at the fair value of the equity instrument at grant date. Fair value is measured by the use of the Black and Scholes model. The fair value determined at the grant date of the equity-settled share-based payments is expensed over the vesting period, based on the consolidated entity's estimate of shares that will eventually vest.

Equity-settled share based transactions with other parties are measured at the fair value of the goods or services received, except where the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counter party renders the service.

The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations. Further details on how the fair value of equity-settled share-based transactions has been determined can be found in Notes 28 and 29. At each reporting date, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss over the remaining vesting period, with corresponding adjustment to the equity-settled employee benefits reserve.

## **(R) TAXATION**

### Current tax

Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by reporting date. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

### Deferred tax

Deferred tax is accounted for using the comprehensive balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base of those items.

In principle, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that sufficient taxable amounts will be available against which deductible temporary differences or

unused tax losses and tax offsets can be utilised. However, deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them arise from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither taxable income nor accounting profit.

Furthermore, a deferred tax liability is not recognised in relation to taxable temporary differences arising from goodwill.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the company/consolidated entity intends to settle its current tax assets and liabilities on a net basis.

#### Current and deferred tax for the period

Current and deferred tax is recognised as an expense or income in the Statement of Comprehensive Income, except when it relates to items credited or debited directly to equity, in which case the deferred tax is also recognised directly in equity, or where it arises from the initial accounting for a business combination, in which case it is taken into account in the determination of goodwill or excess.

#### Tax Consolidation

The Company and all its wholly-owned Australian resident entities are part of a tax-consolidated group under Australian taxation law. Centamin Egypt Limited is the head entity in the tax-consolidated group. Tax expense/income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax-consolidated group using the "separate taxpayer within group" approach. Current tax liabilities and assets and deferred tax assets arising from unused tax losses and tax credits of the members of the tax-consolidated group are recognised by the company (as the head entity in the tax-consolidated group).

Due to the existence of a tax funding arrangement between the entities in the tax-consolidated group, amounts are recognised as payable to or receivable by the company and each member of the group in relation to the tax contribution amounts paid or payable between the parent entity and the other members of the tax-consolidated group in accordance with the arrangement. Where the tax contribution amount recognised by each member of the tax-consolidated group for a particular period is different to the aggregate of the current tax liability or asset and any deferred tax asset arising from unused tax losses and tax credits in respect of that period, the difference is recognised as a contribution to (or distribution to) equity participants.

### **(S) RESTORATION AND REHABILITATION**

A provision for restoration and rehabilitation is recognised when there is a present obligation as a result of exploration, development and production activities undertaken, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the provision can be measured reliably. The estimated future obligations include the costs of dismantling and removal of facilities, restoration and monitoring of the affected areas. The provision for future restoration costs is the best estimate of the present value of the expenditure required to settle the restoration obligation at the reporting date. Future restoration costs are reviewed annually and any changes in the estimate are reflected in the present value of the restoration provision at each reporting date.

The initial estimate of the restoration and rehabilitation provision relating to exploration, development and mining production activities is capitalised into the cost of the related asset and amortised on the same basis as the related asset, unless the present obligation arises from the production of the inventory in the period, in which case the amount is included in the cost of production for the period. Changes in the estimate of the provision of restoration and rehabilitation are treated in the same manner, except that the unwinding of the effect of discounting on the provision is recognised as a finance cost rather than being capitalised into the cost of the related asset.

### **NOTE 2: SEGMENT REPORTING**

#### *Primary reporting – Business Segments*

The economic entity is engaged in the business of exploration for precious and base metals only, which is characterised as one business segment only.

#### *Secondary reporting – Geographical Segments*

The principal activity of the economic entity during the year was the exploration for precious and base metals in Egypt and funding is sourced from North America.

**NOTE 3: EVENTS SUBSEQUENT TO BALANCE DATE**

There has not risen in the interval between the end of the financial year 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 subsequent financial years.

**NOTE 4: REVENUE AND OTHER INCOME**

	Three Months Ended 31 March	
	2011 US\$'000	2010 US\$'000
<b>(a) Revenue</b>		
Gold Sales	88,866	-
Interest revenue	207	66
<b>(b) Other income</b>		
VAT refund	2	-
Silver sales proceeds	131	62
	<b>89,206</b>	<b>128</b>

**NOTE 5: EXPLORATION, EVALUATION AND DEVELOPMENT EXPENDITURE**

	Three months ended 31 March 2011 US\$'000
<b>Exploration and evaluation phase expenditure - At Cost (a)</b>	
Balance at the beginning of the period	45,112
Expenditure for the period	2,583
Balance at the end of the period	47,695
<b>Development expenditure - At Cost (b)</b>	
Balance at the beginning of the period	122,782
Expenditure for the period	27,579
Accumulated Amortisation	(5,505)
Transfers to Property, Plant & Equipment (net)	(8,407)
Balance at the end of the period	136,449
Net book value of exploration, evaluation and development phase expenditure	<b>184,144</b>

(a) Included within the cost amount of exploration evaluation and development assets is \$5.3M being the excess of consideration over the net tangible assets acquired on the acquisition of Pharaoh Gold Mines NL in January 1999. This amount has been treated as part of the cost of exploration, evaluation and development. Management believe that the recovery of these amounts will satisfactorily be made through the exploitation of the project in due course.

(b) The Sukari Gold Mine has several planned phases of development. Open pit waste removal, underground capital development and process plant expansion activities are being separately accounted for as development phase expenditure.

**NOTE 6: CONTINGENT LIABILITIES**

The Directors are not aware of any contingent liabilities as at the date of these unaudited interim consolidated financial statements.

**NOTE 7: ISSUED CAPITAL**

Fully Paid Ordinary Shares	Three months ended 31 March 2011		Three months ended 31 December 2010	
	Number	US\$'000	Number	US\$'000
Balance at beginning of the period	1,081,946,250	600,500	1,029,933,333	467,532
Issue of shares upon exercise of options and warrants	20,000	34	510,000	674
Issue of shares under the Executive Director Loan Funded Share Plan 2011	3,000,000	-	-	-
Issue of shares under the Employee Loan Funded Share Plan 2011	5,742,500	-	-	-
Transfer from share options reserve	-	8	-	178
Placement of shares	-	(119)	51,502,917	132,116
Balance at end of the period	<b>1,090,708,750</b>	<b>600,423</b>	<b>1,081,946,250</b>	<b>600,500</b>

Change to the then Corporations Law abolished the authorised capital and par value concept in relation to share capital from 01 July 1998. Therefore, the Company does not have a limited amount of authorised capital and issued shares do not have a par value.

Fully paid ordinary shares carry one vote per share and carry the right to dividends.

**Share options granted under the employee option plan**

In accordance with the provisions of the employee share option plan, as at 31 March 2011, executives and employees have options over 1,475,000 ordinary shares. Share options granted under the employee share option plan carry no rights to dividends and no voting rights. Further details of the employee share option plan are contained in Note 10 to the financial statements.

Please see Note 10 for more information on share based payments.

**NOTE 8: RELATED PARTY TRANSACTIONS**

The related party transactions for the three months ended 31 March 2011 are summarised below:

- Salaries, superannuation contributions, bonuses, consulting and Directors fees paid to Directors during the three months ended 31 March 2011 amounted to A\$581,840 (31 March 2010: A\$253,000).
- Mr J El-Raghy is a Director and shareholder of El-Raghy Kriewaldt Pty Ltd ("ELK"), which provides office premises to the Company in Australia. All dealings with ELK are in the ordinary course of business and on normal terms and conditions. Rent paid to ELK during the three months ended 31 March 2011 amounted to A\$17,049 (31 March 2010: A\$16,794).
- Mr C Cowden, a Non Executive Director, is also a director and shareholder of Cowden Limited, which provides insurance broking services to the Company. All dealings with Cowden Limited are on normal terms and conditions. Cowden Limited was not paid during the three months ended 31 March 2011 (31 March 2010: A\$13,790), also no additional amounts were paid to Cowden Limited to be passed on to underwriters for premiums during the three months ended 31 March 2011 (31 March 2010: A\$82,374).
- In accordance with the terms of the Loan Funded Share Plan approved at a general meeting of shareholders on 15 February 2011, Mr Josef El-Raghy, Mr Harry Michael and Mr Trevor Schultz were awarded 1,000,000 shares each under the Executive Director Loan Funded Share Plan. The terms and conditions associated with the Executive Directors Loan Funded Share Plan are disclosed in the Notice of Meeting dated 24 December 2010 and is available on the Company's website.

**NOTE 9: EARNINGS PER SHARE**

Basic earnings per share are calculated using the weighted average number of shares outstanding. Diluted earnings per share are calculated using the treasury stock method. In order to determine diluted earnings per share, the treasury stock method assumes that any proceeds from the exercise of dilutive stock options and warrants would be used to repurchase common shares at the average market price during the period, with the incremental number of shares being included in the denominator of the diluted earnings per share calculation. The diluted earnings per share calculation exclude any potential conversion of options and warrants that would increase earnings per share.

The weighted average number of ordinary shares used in the calculation of basic earnings per share is 1,081,955,361 (31 March 2010: 998,604,047). The weighted average number of ordinary shares used in the calculation of diluted earnings per share is 1,083,133,032 (31 March 2010: 998,604,047). The earnings used in the calculation of basic and diluted earnings per share is a profit of US\$56,081,000 (31 March 2010: loss of US\$2,175,436).

**NOTE 10: SHARE BASED PAYMENTS**

The consolidated entity had an Employee Option Plan in place for executives and employees.

Options were issued to key management personnel under the Employee Option Plan 2006 (previously the Employee Option Plan 2002) as part of their remuneration. Options were offered to key management personnel at the discretion of the Directors, having regard, among other things, to the length of service with the consolidated entity, the past and potential contribution of the person to the consolidated entity and in some cases, performance.

Each employee share option converts into one ordinary share of the Company on exercise. The options carry neither rights to dividends nor voting rights. Options vest over a period of 12 months, with 50% vesting and exercisable after six months and the other 50% vesting and exercisable after 12 months of issue. All options are issued with a term of three years. At the discretion of the Directors part or all of the options issued to an executive or employee may be subject to performance based hurdles. No performance based hurdles have been applied for issues granted to date.

In addition to the above:

- 1,630,150 options (Series 18) were issued pursuant with the agreement with Macquarie Bank Limited to provide a corporate loan facility of up to US\$25 million (as announced on 02 April 2009). Those options were exercisable any time on or before 31 December 2012. No Series 18 options have been exercised at the date of this report.
- 1,000,000 options (Series 20) were issued pursuant with the agreement with Ambrian Partners Limited and Investec Bank Plc to provide advisory services associated with the main board of the London Stock Exchange. Those options were exercisable any time on or before 28 November 2010. No Series 20 options remain unexercised at the date of this report.

The following reconciles the outstanding share options granted under the Employee Option Plan, and other share based payment arrangements, at the beginning and end of the financial period:

	Three months ended 31 March 2011 Number of options	Three months ended 31 March 2010 Number of options
Balance at beginning of the period (a)	3,325,150	9,570,150
Granted during the period (b)	-	-
Exercised during the period (c)	20,000	-
Forfeited (expired or lapsed) during the period (d)	-	(285,000)
Balance at the end of the period (e)	<u>3,305,150</u>	<u>9,285,150</u>
Exercisable at the end of the period	<u>3,305,150</u>	<u>9,110,150</u>

## a) Balance at the start of the period

Options series	Number	Grant date	Expiry / Exercise Date	Exercise price A\$	Fair value at grant date A\$
Series 13	220,000	16 Apr 2008	16 Apr 2011	1.7022	0.4015
Series 14	125,000	25 Aug 2008	25 Aug 2011	1.1999	0.3070
Series 17	1,000,000	19 Dec 2008	19 Dec 2011	1.0000	0.3568
Series 18	1,630,150	15 Apr 2009	31 Dec 2012	1.2000	0.4326
Series 19	350,000	06 Aug 2009	06 Aug 2012	1.8658	0.6739
	<b>3,325,150</b>				

## b) Issued during the period

There were no options issued during the period.

## c) Exercised during the period

Options series	Number exercised	Exercise Date	Share price at exercise date C\$
Series 13	10,000	27 Jan 2011	2.1000
	10,000	14 Mar 2011	2.0600
	<b>20,000</b>		

## d) Forfeited (expired or lapsed) during the period

There were no options forfeited (expired or lapsed) during the period.

## e) Balance at the end of the period

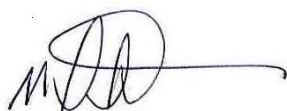
Options series	Number	Grant date	Expiry / Exercise Date	Exercise price A\$	Fair value at grant date A\$
Series 13	200,000	16 Apr 2008	16 Apr 2011	1.7022	0.4015
Series 14	125,000	25 Aug 2008	25 Aug 2011	1.1999	0.3070
Series 17	1,000,000	19 Dec 2008	19 Dec 2011	1.0000	0.3568
Series 18	1,630,150	15 Apr 2009	31 Dec 2012	1.2000	0.4326
Series 19	350,000	06 Aug 2009	06 Aug 2012	1.8658	0.6739
	<b>3,305,150</b>				

## CERTIFICATE OF INTERIM FILINGS

### Form 52-109F2 Certification of interim filings

I, Mark Di Silvio, Chief Financial Officer of Centamin Egypt Limited, certify that:

1. I have reviewed the interim financial statements and interim MD&A (together, the "interim filings") of Centamin Egypt Limited, (the issuer) for the interim period ended 31 March 2011;
2. Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings;
3. Based on my knowledge, having exercised reasonable diligence, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date of and for the periods presented in the interim filings;
4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, for the issuer.
5. Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer(s) and I have, as at the end of the period covered by the interim filings
  - (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that
    - (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and
    - (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
  - (b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.
- 5.1 The control framework the issuer's other certifying officer(s) and I used to design the issuer's ICFR is based upon the *Principles of Good Corporate Governance*, as published by the ASX Corporate Governance Council.
- 5.2 N/A
- 5.3 N/A
6. The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on 01 January 2011 and ended on 31 March 2011 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.



Mark Di Silvio  
Chief Financial Officer  
Egypt : 05 May 2011

Form 52-109F2  
Certification of interim filings

I, Harry Michael, CEO of Centamin Egypt Limited, certify that:

1. I have reviewed the interim financial statements and interim MD&A (together, the "interim filings") of Centamin Egypt Limited, (the issuer) for the interim period ended 31 March 2011;
2. Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings;
3. Based on my knowledge, having exercised reasonable diligence, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date of and for the periods presented in the interim filings;
4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, for the issuer.
5. Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer(s) and I have, as at the end of the period covered by the interim filings
  - (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that
    - (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and
    - (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
  - (b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.
- 5.1 The control framework the issuer's other certifying officer(s) and I used to design the issuer's ICFR is based upon the *Principles of Good Corporate Governance*, as published by the ASX Corporate Governance Council.
- 5.2 N/A
- 5.3 N/A
6. The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on 01 January 2011 and ended on 31 March 2011 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.



Harry Michael  
CEO  
Perth: 05 May 2011