

MINUTES OF THE SECOND MEETING OF THE COMMITTEE OF INSPECTION OF COMPASS MINING PTY LIMITED ACN 099 550 259 (IN LIQUIDATION) ("CMPL") HELD AT 8:00AM ON 4 AUGUST 2009 AT THE OFFICES OF FERRIER HODGSON, LEVEL 26, 108 ST GEORGE'S TERRACE, PERTH WA AND BY TELEPHONE.

PRESENT

Sarah Lunn*	NT Controls and Automation P/L
Tom Harris*	H20 Pty Ltd
Roger Paul*	Ironbark Employment

*by telephone

Martin Jones –Liquidator	Ferrier Hodgson – Chairman of the Meeting
Malcolm Field	Ferrier Hodgson

CHAIRMAN OF THE MEETING

Martin Jones assumed the position as Chairman of the meeting pursuant to Corporations Regulation 5.6.17.

OPENING OF MEETING

The meeting was opened by the Chairman at 8.00 am.

The Chairman asked the attendees if they had all received a copy of the agenda for the meeting and whether anyone wanted to add anything to the Agenda. The Committee members had all received the Agenda and agreed that any additional matters could be covered in other business.

NOTICE OF MEETING

The Chairperson advised that the meeting had been called in accordance with the Notice of Meeting dated 31 July 2009, the notice having been emailed to the Committee members on 31 July 2009 and a report (a copy of which is attached to these minutes) emailed to the Committee members on 31 July 2009. The following resolution was sought:

“That notice of meeting be taken as read”

Moved: Ms Lunn

Carried.

ATTENDANCE REGISTER

The Chairman reviewed the proxy forms received and noted they were all valid for the purposes of the meeting.

QUORUM

Pursuant to Regulation 5.6.16(2) of the Corporations Regulations, the Chairman determined that a quorum was present.

APOLOGIES

The Chairman advised that an apology had been received from David Wittwer, the Exact Mining Services representative.

CONFIDENTIALITY OF COMMITTEE MEETINGS AND CONFLICTS OF INTEREST

The Chairman noted that members' obligations to confidentiality and to avoid/disclose conflicts of interest that they might have has been considered previously by the current attendees and that he remains satisfied those obligations will be observed. The meeting agreed.

REPORT TO THE COMMITTEE

The Chairman suggested a brief "page turn" of the report dated 31 July 2009 in order that he could give a brief overview of each area and seek feedback, if any, from the members in respect of those report areas:

1. Sulphide creditors 100c/\$
2. Oxide creditors – imminent 10c/\$ first div down from the expected 20-30 cents in the dollar due to three highly significant claims (Exact \$5.8M; Orica \$6.2M and PWC \$5.3M) which are being considered. The longer term position remains that Oxide creditors are expected to receive in the vicinity of 40 cents in the dollar, increasing dependent upon the sum ultimately recoverable from CMR.
3. Quistclose trust
 - a. Issues upon which directions are being sought – whether the Quistclose Trust exists, and if it does, how the funds are to be allocated amongst the different possible types of claims and past or present obligations.
 - b. expected timing schedule -> Court determination after October 2009.

4. Balance of indemnity claim against HAR – after final adjudication of Oxide creditors' claims, a further claim will be made against HAR for its half of the balance of claims in excess of the \$3.138m paid previously by HAR.

QUESTIONS FROM COMMITTEE MEMBERS

The Chairman asked if there were any questions that the members would like to raise.

Mr Harris enquired as to the timing of the next dividend. The Chairman advised that he expected to pay a further interim dividend/s after further adjudication had occurred in respect of the formal proofs of debt of Exact, Orica and PWC; and a possible further indemnity claim against HAR is progressed; with a final dividend after/if the CMR indemnity claim is capable of being collected.

Mr Harris noted the potential for CMR's uranium assets in the Batchelor area. The Chairman noted the CMR uranium assets are part of the total package upon which CMR will soon be seeking expressions of interest.

OTHER BUSINESS

The Chairman opened the meeting to any other business.

There was no other business.

CLOSURE

There being no further business, the meeting was declared closed at 8.30 am.



MARTIN JONES
CHAIRMAN



FERRIER HODGSON

PERTH

Level 26 BankWest Tower
108 St George's Terrace
Perth WA 6000 Australia

GPO Box 2537 Perth WA 6001

phone +61 8 9214 1444

fax +61 8 9214 1400

email fhperth@perth.fh.com.au

www.ferrierhodgson.com

MBJ:MF:D4
M Field

31 July 2009

REPORT TO THE MEMBERS OF THE COMMITTEE OF INSPECTION

Dear Sir/Madam

**COMPASS MINING PTY LIMITED ACN 099 550 259 ("CMPL")
(IN LIQUIDATION)
Liquidators' Progress Report**

I refer to the above matter and my Report to the Committee dated 17 June 2009 and my Circular to Creditors dated 22 June 2009.

Sulphide Creditors

Consistent with our earlier reports, we remain of the view that Sulphide creditors will be paid 100 cents in the dollar next week. A schedule of the Sulphide creditors' claims, which are recommended for admission (and therefore, dividend) are attached as **Annexure A**. These claims will be paid from Sulphide JV funds, the balance of which, if any, will ultimately be payable to HAR, as the sole funder of the Sulphide JV expenditure, and is not available for Oxide creditors.

Oxide Creditors

Indications in relation to Oxide creditors claims (summarised in **Annexure B**), on the other hand are that the maximum likely claims will be in the vicinity of \$22M. Although certain claims are subject to further scrutiny, and may not ultimately be admitted for dividend purposes, we are required to holdover sufficient funds to provide for their payment, in time, in the event that further scrutiny (potentially including Court determination if appropriate) determines those claims are appropriate for admission.

The contentious aspect of such claims arise not from any interest on the part of the creditor to "over claim", but rather as to the extent to which such creditors:

- particularly those who have entered into long term supply agreements;
- put resources into place to facilitate those long term agreements; and
- may or may not be able to re-deploy such resources/equipment with alternate customers (including HAR in time to come in respect of future Oxide mine requirements) in order to mitigate their losses.

Accordingly, a conservative approach necessitates that we pay a first dividend in the vicinity of 10 cents in the dollar next week.

CORPORATE ADVISORY

FORENSICS

CORPORATE RECOVERY

ADELAIDE
BRISBANE
NEWCASTLE
MELBOURNE
SYDNEY
HONG KONG
JAKARTA
KUALA LUMPUR
MANILA
MUMBAI
SHANGHAI
SINGAPORE
TOKYO

Affiliated through
Zoffo Cooper
and
Kroll Worldwide
UNITED STATES
UNITED KINGDOM



Quistclose Trust

Our thanks go to NT Controls and Automation who have agreed to argue in favour of the Quistclose trust, as Contradictor to the CMR Deed Administrators' Court application in relation to the funds previously received by CMR pursuant to the HNC Convertible Note Facility Agreement ("Note").

The Deed Administrators will be seeking the Court's directions as to:

1. whether a Quistclose trust exists in relation to the \$5,326,896 balance of funds pursuant to clause 6 of the Note; and
2. in the event that a Quistclose trust does exist, how the Quistclose trust funds are to be allocated, be it:
 - a. employee entitlements, consistent with the bank account settlement with HAR;
 - b. rents;
 - c. past/existing Oxide JV creditors (such as the Contradictor); and/or
 - d. other current/future CMR Oxide JV obligations.

Accordingly, HNC, HAR, the former Darwin landlord, and the Contradictor will be invited to make submissions to the Court in respect of their potential interest in the outcome.

An estimated schedule, which is subject to feedback from the Contradictor in due course, for the program of the progress of the Court application is provided below:

Date	Action
5 August 2009	Deliver draft of application and affidavit in support to solicitors for contradictor
by 14 August 2009	Agree factual information and form of application with solicitors for contradictor. Obtain confirmation that AAR will accept service of proceedings in Australia on behalf of HNC
21 August 2009	File and serve application
4 September 2009	First return of Application, at which time, matter is hopefully set down for hearing. Will depend on whether there are any other appearances and attitude and availability of Court.
after October 2009	Matter to be listed – depending on Court availability

Given the above, it would appear unlikely that the matter will be determined before December 2009.



Other matters

Subject to final adjudication of Oxide creditors' claims, we expect to be in a position to write to HAR in late August 2009 in respect to a further claim which may be made against HAR for its half of the balance of claims, in excess of the \$3.138M previously received from HAR.

The CMR Deed Administrators continue to obtain advice and consider the best structuring of the CMR assets in a way that maximises the return from any equity raising and/or realisation of assets for the benefit of CMR creditors, including the CMPL indemnity claim. We expect to have a finalised marketing campaign for those assets by mid-August. As previously advised, any potential return in this regard is likely to be a 9-12 month proposition.

Meeting of the Committee

Please find attached a Notice of Second Meeting of the Committee of Inspection and a Proxy Form for your consideration.

We look forward to meeting with you on **Tuesday 4 August 2009 at 8.00 am WST (9.30am CST)** to discuss the issues facing CMPL. Teleconference details are outlined on the notice. In the event that you have any difficulty establishing a connection, or should you have any queries in relation to the above, please contact me or Malcolm Field (08 9214 1441 or 0401 302 923) of this office.

A handwritten signature in black ink, appearing to read 'Martin Jones', written over a horizontal line.

MARTIN JONES
Joint and Several Liquidator of
Compass Mining Pty Limited



ANNEXURE A

COMPASS MINING PTY LTD (IN LIQUIDATION) Sulphide Creditors Listing as at 31 July 2009

Creditor Name	Disputed Receivable Amount	Recommended For Admission
Ammtec Limited	4,950.00	10,626
Ausenco Ltd	368,473.33	375,372
Chep Australia Ltd	1064.38	0
Crescent PSS Pty Ltd	1,082.82	1,660
Dossor, Richard (Mr)	477.87	0
Environ Geochemistry Int Pty Ltd	44,410.30	44,410
Fremantle City Cold Stores	17,446.00	17,446
Goh, Penny (Ms)	123.32	0
GRD Minproc Ltd	5,860.53	19,670
Hyder Consulting Pty Ltd	17,608.62	17,608
Intec Hellyer Metals Pty Ltd	138,924.54	138,924
Knight Piesold Pty Ltd	19,276.13	41,242
Optimet Laboratories (see Ammtec claim above)	5,676.00	0
Palm Springs Distributors NT	19.00	0
Ricoh Finance	74.63	9,657
St Martin's Centre Pty Ltd	271.02	0
URS Australia Pty Ltd	41,910.44	41,940
Ward Keller Lawyers	8,167.50	6,000
	\$675,816.43	\$724,555

The sums "Recommended for Admission" referred to above are a guide only and should not be relied upon as an indication that particular claims will necessarily be admitted as final adjudication of the claims has not occurred.



ANNEXURE B

COMPASS MINING PTY LTD (IN LIQUIDATION)

Oxide Creditors Listing as at 31 July 2009

Creditor Name	Rate	Recommended 100% Distribution	Other Amounts
Ammtec Limited	0.00	825	
A. Noble & Son Ltd	2,042.92	2,042	
Adelaide River Inn	13,685.00	13,685	
Air Liquide	40,362.35	165,784	
Air-Met Scientific Pty Ltd	726.55		
AJ Couriers & Haulage Pty Ltd	8,622.70	8,622	
Allara Instrument Hire	1,513.60	1,513	
Allied Pickfords	339.43	976	
Area 9 IT Solutions	9,008.30	-	
Ausco Modular Pty Ltd	1,456.16	55,329	
Ausenco Ltd	872.85	872	
Auslec - formerly Hagemeyer	9,517.26	9,517	
Australian Air Express Pty Ltd	3,050.29	3,842	
Australian Laboratory Services	0.00	12,529	
Batchelor General Store	507.78	304	
Batchelor Resort	4,277.00	6,996	
Batchelor Service Centre	3,352.39	6,052	
Beaurepaire Winnellie	980.00	2,763	
Biolab	113.03		
Blackwood & Son Ltd	9,067.22		
BLP Training & Services P/L	200,607.00	200,607	
Bridge Toyota	3,931.00		
Bridgestone Earthmover Tyres	1,196.25	1,196	
Cape Northern Territory	4,010.32	2,659	
Castrol Australia Pty Limited	2,231.99	2,231	
CBC Australia Pty Ltd	2,282.24	2,282	
Centrogen Pty Ltd	2,930.40	2,930	
Chep Australia Ltd	532.08		
Chubb Fire Safety	366.30		
CMG Pty Ltd	187.00		
Coates Hire	15,803.46	10,158	
Coffey Mining Pty Ltd	7,841.90	7,841	
Coffey Natural Systems Pty Ltd	76,248.97	0.00	
Combined Communication Solutns	31,534.75	31,621	
Connell Wagner	21,187.50	21,187	
Cookes Tours	17,380.00	17,380	
Corrocoat	1,170.40		
Crescent PSS Pty Ltd	2,679.60	577	
CTE Pty Ltd	292.90		
Cytec Australia Holdings Pty Ltd	154,147.95	154,148	
D Jesser	10,164.00	10,164	
Darwin Electric Motor Rewinds Pty Ltd	8,850.27	24,250	



Darwin Newsagency Pty Ltd	66.73	
Darwin Plumbing Suppliers	-66.00	
Darwin Roofing & Scaffolding	15,900.00	
Dept Prim Ind Fish & Mines	231.44	
Donhad	182,206.75	182,206
Doshour Pty Ltd	540.00	
Draeger Safety Pacific Pty Ltd	3,684.56	354
Ecolab Water Care Services P/L	7,554.80	8,525
Ellink Construction Pty Ltd	2,750.00	2,750
Environ Geochemistry Int Pty Ltd	38,720.00	38,720
Exact Mining Services	705,313.96	
Extra Group Pty Ltd	152,236.76	156,130
Fenix Hydromet Australasia	124,363.46	179,782
Fenner Dunlop -Conveyor Srvc	13,726.90	13,726
Fin Blins	5,546.00	6,915
Flowserve Flow Solutions	2,611.40	2,611
FLSmidth Minerals Pty Ltd	6,249.87	
Force Rentals	15,351.00	15,351
Ford, Simon (Mr)	339.19	
Fuchs Lubricants	16,331.70	
Fuji Xerox Australia Pty Ltd	6,196.53	
Geddes Parker & Partners P/L	753.50	753
Geminex NT - Operations	1,722.85	
GFR Industries	225,343.32	225,343
GHD	48,270.02	
Gilbarco Australia Pty Ltd	251.90	8,649
GRD Minproc Ltd	90,310.28	103,877
H2O Pty Ltd	478,500.00	521,910
Hamburg Sud Australia Pty Ltd	825.00	825
Hanson Construction Materials	2,781.64	
Hartac Sales & Distribution	5,214.00	5,214
Higgle Mechanical Engineering	1,930.50	10,879
Holmes Air Sciences (Pae Holmes)	0.00	1,875
Hosepower (NT) Pty Ltd	3,419.90	3,498
IFAP Trilogy	13,939.20	1,161
Industrial Power Sweeping Services Pty	85,371.00	85,371
Internode Systems Pty Ltd	314.85	
Ironbark (NT) Employment & Training	311,523.80	311,523
ISA Group Pty Ltd	497.75	497
J & A Robbins Plumbing	26,664.00	26,400
Jotun Australia Pty Ltd	4,006.20	4,006
Karen Hunnam	26.45	
Karridale Construction Pty Ltd	37,914.26	37,914
Knight Piesold Pty Ltd	21,966.64	-
Kokoda Industries	1,567.50	
KPMG Australia	18,700.00	18,700
KSB Australia Pty Ltd	9,509.50	
Larox Filters	52,983.89	52,983
Litchfield Springs Water	570.00	
Luxottica Retail Australia Pty Ltd	5,540.21	
Mak Industrial Water Solutions	106,635.21	41,675



Media Monitors	440.83	440
Medvet Science Pty Ltd	1,950.00	
Mercury Firesafety Pty Ltd	13,482.70	13,482
Michels Warren Munday	7,216.00	8,860
Mikronised Mineral Solutions	0.00	-
Middendorp Electric Co Pty Ltd	1,256.46	-
Mine Maintenance & Construction	150,858.02	178,369
MineMap Pty Ltd	20,509.87	20,509
Mining Industry Resources P/L	7,733.00	7,733
Mpa Williams & Associates	19,092.63	19,092
Mr Test and Tag	2,371.60	2,371
N & A Meats	874.20	
Network Packaging	593.65	
Norsign	739.26	
Northern Cement Limited	160,924.74	-
Northern Fuel Distributors P/L	456.68	
NT Acrylic & Plastics Pty Ltd	3,322.00	
NT Controls & Automatic P/L	253,985.93	268,331
NT Environment Labs	12,086.80	-
NT Fasteners Pty Ltd	84.15	189
NT Forklifts Pty Ltd	0.00	
NT Recycling Solutions	335.50	499
OneSteel	3,202.70	
Optus Billing Service Pty Ltd	59.98	
Orica Australia Pty Ltd	1,353,426.60	837,630
Ostojic Group Pty Ltd	2,626.90	2,626
Outback Auto Electrics Pty Ltd	2,537.90	
Packard Goose Pty Ltd	24,387.50	24,387
Palm Springs Distributors NT	73.50	
Papari Radiation Services	4,675.00	
Parmalat Australia Ltd	1,322.80	1,322
Petty Cash - CMPL Oxide	585.64	
Pink Hygiene Solutions	3,174.11	
Power & Water Corporation - PWC	2,451.71	
PPM Solutions Pty Ltd	131,685.00	131,685
Pressure Systems Pty Ltd	0.00	5,692
Project Pumps Pty Ltd	8,465.07	8,465
Protector Alsafe	2,859.43	
Quality Indoor Plants	113.90	
RANms Hyperbaric & Hydrostatic	264.00	
Rapid Metal Developments	4,740.81	
Raysea Marine	15,400.00	15,400
RCR Energy Systems	5,764.00	7,194
Regina's Cleaning Services	2,621.05	2,653
Regional and Northern Maintenance Services P/L	0.00	1,023
RENDETECH	9,110.20	9,110
Resource Information Unit	148.00	
Rexel Electrical Supplies	343.20	
Rhino Industrial	5,345.80	5,345
Rhonda Dunstall	55.95	
Richards Crane Hire Pty Ltd	877.80	877
RK Pump & Maintenance Services	1,240.53	



Rowe Scientific	379.50	379	
Royal Wolf Trading Australia	1,985.86	1,836	
RS Gardening Care	2,684.00	6,327	
Rural & Remote Services	550.00		
Sage Automation	82,595.93	82,595	
SBA Distributors Pty Ltd	1,811.11	1,757	
Scope Systems	14,244.19	7,465	
Seneschal Security Group	534.05	534	
Shiny Bits	30,354.50		
Simply Containers Darwin	1,481.92	3,589	
Sitzler Pty Ltd	2,332.00	2,332	
SKF Bearing Supplies P/L	14,427.08		
SNF (Australia) Pty Ltd	32,521.50	32,521	
Southern Cross Science Pty Ltd	10,595.21	10,595	
Super City Concrete Cutting	5,016.00		
Supercrane Engineered Lifting	1,584.00		
Territory Instruments	35,845.70	35,845	
Territory Technology Solutions	2,039.99	5,007	
The Shell Company of Australia	0.00		
Thrifty (Australia) Pty Ltd	63,401.55		
TNT Express	4,217.39		
Toll North - B.O.P. 930707	13,983.90	12,043	
Top End Access Holdings Pty Ltd	37,752.95		
Top End Hire Services Pty Ltd	28,513.54		
Total Weld Sales & Service P/L	24,713.19	21,252	
Trade Tools Direct	14,734.70	14,734	
TransHose (NT)	5,752.77	5,752	
Transmin Pty Ltd	11,793.06	11,793	
TVC	10,297.10		
Tyco Flow Control	11,526.90	11,526	
Ultimate Positioning	1,994.30	2,016	
United Equipment	20,740.95	24,930	
URS Australia Pty Ltd	162,679.24	0	
Waco Kwikform Ltd	59,924.48	65,887	
Ward Keller Lawyers	7,037.80	7,037	
Waste Solutions Pty Ltd	308.00	308	
Waymar	25,954.50	25,954	
Wedderburn Scales	3,575.00	3,575	
Weir Minerals Australia Ltd	1,737.60		
Western Diagnostic Pathology	55.00		
Wilson Hire	16,912.50	17,462	
WL JETTNER	15,125.00	15,125	
Worksense	2,160.78	4,141	
Xstrata Technology	2,711.50		
Subtotal	\$6,566,439	\$4,858,606	



Further claims being considered:			
Exact Mining Services			5,764,201
Orica Australia Pty Ltd			6,201,679
Power and Water Corporation			5,250,379
Subtotal of further claims			\$17,216,259
Estimate of Total Maximum Claims			\$22,074,865

The sums "Recommended for Admission" referred to above are a guide only and should not be relied upon as an indication that particular claims will necessarily be admitted as final adjudication of the claims has not occurred.

FORM 529A

Paragraph 5.6.12(2)(a)

CORPORATIONS ACT 2001

**NOTICE OF SECOND MEETING OF
COMMITTEE OF INSPECTION**

**COMPASS MINING PTY LIMITED
(IN LIQUIDATION)
ACN 099 550 259**

1. Notice is given that a meeting of the Committee of Inspection of the company will be held at the offices of Ferrier Hodgson, Level 26, 108 St George's Terrace, Perth WA on 4 August 2009 at 8.00 am (WST).
2. The purpose of the meeting is to discuss:
 - a. Confidentiality and conflict of interest;
 - b. Report to the Committee;
 - c. The progress of the Administration to date generally; and
 - d. Any other matters.

Phone conference facilities are available as follows:

Australian Toll Free Number: 1800 461 861
International Dial In (in case of technical difficulty) (All): +61 3 8628 3623
Account Number: 75218521
Guest Pin: 7890

When you dial in, please follow the prompts, in doing so, you will be required to enter the pin as above.

DATED this 31st day of July 2009.


MARTIN JONES
Joint and ~~Several~~ Liquidator of
Compass Mining Pty Limited

CORPORATIONS ACT 2001
APPOINTMENT OF PROXY COMMITTEE OF INSPECTION MEETING

COMPASS MINING PTY LIMITED
(IN LIQUIDATION)
ACN 099 550 259

*I/*We (1)
of.....
a member of the Committee of Inspection of Compass Mining Pty Limited, appoint (2)
or in his absence
as *my/our *general/special proxy to vote at the meeting of the Committee to be held on 4 August
2009, or at any adjournment of that meeting.(3)

DATED this day of 2009.

Signature (4) of individual or person (5) authorised by corporate resolution to represent the corporation OR The Common Seal (6) of was hereunto affixed in the presence of:

Director

Secretary

CERTIFICATE OF WITNESS (7)

I, of certify that the above instrument appointing a proxy was completed by me in the presence of and at the request of the person appointing the proxy and read to him or her before he or she signed or marked the instrument.

DATED this day of 2009.

Signature of Witness

Description

Place of Residence

* Strike out if inapplicable

- (1) If a firm, strike out "I" and set out the full name of the firm.
(2) Insert the name, address and description of the person appointed.
(3) If a special proxy add the words "to vote for" or the words "to vote against" and specify the particular resolution.
(4) The signature of the creditor is not to be attested by the person nominated as proxy.
(5) Note that a corporation may by resolution of its directors provide standing authority for a person to represent it at members meeting and appoint proxies (Section 249(3)& (5)). Copy of authority to be annexed.
(6) The method of affixing the Common Seal should be prescribed by the creditor corporation's articles. See Note (5).
(7) This certificate is to be completed only if the person giving the proxy is blind or incapable of writing. The signature of the creditor, contributory, debenture holder must not be witnessed by the person nominated as proxy.