

31 DECEMBER 2010

Incorporated under the Corporations Act 2001 in the State of Western Australia on 22nd September 2006.

INTERIM FINANCIAL REPORT 31 DECEMBER 2010

CORPORATE DETAILS

Directors:

Mr M.D.J. Cozijn B.Com. ASA, MAICD — Chairman & Finance Director — Mr S.B. Goertz BSc (Geology), MAusIMM / MAIG — Managing Director — Non-Executive Director — Non-Executive Director — Non-Executive Director

Secretary:

M.D.J. Cozijn B. Com. ASA, MAICD

Registered Office Perth:

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Madagascar Office:

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Postal Address:

PO Box 2818 WEST PERTH WA 6872

Auditors:

Crowe Horwath Level 6, 256 St Georges Terrace PERTH WA 6000

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MALAGASY MINERALS LIMITED ABN 84 121 700 105

INTERIM FINANCIAL REPORT

DIRECTORS' REPORT

Your Directors submit the financial report of the economic entity for the half year ended 31 December 2010, made in accordance with a resolution of the Board.

DIRECTORS

The names of Directors who held office during or since the end of the half year:

Mr Max Cozijn (Chairman)
Mr Steven Goertz (Managing Director)
Mr Guy LeClezio (Non-Executive Director)
Dr Peter Woods (Non-Executive Director)

REVIEW OF OPERATIONS

The economic entity incurred a loss from ordinary activities after income tax of \$1,212,038 for the half year (2009: \$793,725).

HIGHLIGHTS - Six Months to 31 December 2010:

EXPLORATION

Ampanihy Nickel-Copper Project

- Massive sulphide zones intersected in all 8 reconnaissance diamond drill holes completed over the lanapera gossans
- Initial assay results confirm magmatic provenance of sulphides broader targeting of extensive ultramafic units within Ampanihy tenements underway
- Assay results from the remaining reconnaissance drill holes due mid-late February 2011
- 2011 field programme planning underway pending results of assays and geological/ geophysical interpretation

Vohibory Copper-Silver VMS Project

- First drill hole completed over a large VTEM conductor / interpreted fold zone assays pending
- In-fill soil sampling completed along mineralised trend assays pending
- Field season to commence March-April 2011 with continuation of 2010 drilling programme testing structural and geophysical / geochemical targets with 4 6 holes initially

Fotadrevo Vanadium Project

Planning underway to test 35km strike extension of 6.5km defined mineralised vanadium zone

LABRADORITE

• Labradorite royalty revenues continue to support operations in Madagascar.

OTHER OPERATIONS

- Intertek-Genalysis and Kirk Petrophysics laboratory facilities both fully operational resulting in substantial upgrades to company's facilities.
- · Rental income continues to grow, supplementing operation costs in Madagascar.

CORPORATE

Malagasy Minerals continues to restructure its commercial property holdings, operational assets and running costs with a view to maximising revenue income and reducing costs, so as to be cash flow sufficient in its Madagascar operations. With Labradorite royalty and rental income, the operations in Madagascar are close to being self sufficient, leaving exploration and Australian administrative costs to be funded.

The Capital structure has changed in the half year to 31 December 2010 with the following:

- On 29th November 2010, 16,000,000 shares at 6.8c were allotted following the completion of a placement raising \$1,088,000 of issued capital for the Company; and
- On 29th December 2010, 31,312,501 shares at 6.8c were allotted pursuant to a 1 for 4 non-renounceable underwritten rights issue raising \$2,129,250 of issued capital for the Company.

These shares were underwritten with the assistance of Paterson Securities Ltd who acted as brokered underwriter.

The total issued capital of Malagasy Minerals Limited at 31 December 2010 was 156,562,504 Shares. Details of unlisted Options are provided below:

- Unlisted Options:
 - 1,000,000 unlisted 20c Options expiring 26/06/2013
 - 2,000,000 unlisted 20c Director Options expiring 01/12/2013
 - 1,000,000 unlisted 20c Consulting Options expiring 03/07/2013
 - 1,000,000 unlisted 20c Consulting Options expiring 03/07/2013 vesting on 03/07/2011
 - 4,003,600 unlisted 20c Options expiring 07/07/2013

Funds on Hand

As at 31 December 2010 funds on hand were A\$2,533,281

Political Situation

The current political situation in Madagascar remains stable, and international mediation is assisting in the negotiation of a peaceful resolution of the political situation, with the aim of undertaking elections as soon as possible and re-establishing normalised relations with both the international community and donor countries.

The Company's operations and staff remain secure and business is being conducted on a normal day-to-day basis. Entry and exit to the country continues without impediment.

AUDITOR'S INDEPENDENCE DECLARATION

The lead auditor's independence declaration under section 307C of the Corporation Act 2001 is set out on page 4 for the half-year ended 31 December 2010.

This report is signed in accordance with a resolution of the Board of Directors.

Mr. S.B. Goertz Managing Director Mr. M.D.J. Cozijn Chairman / Finance Director

Dated this 23rd day of February 2011



AUDITOR'S INDEPENDENCE DECLARATION

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the review of Malagasy Minerals Limited and its Controlled Entities for the half-year ended 31 December 2010, I declare that, to the best of my knowledge and belief, there have been:

- a) no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the review; and
- b) no contraventions of any applicable code of professional conduct in relation to the review.

CROWE HORWATH PERTH AUDIT PARTNERSHIP

CYRUS PATELL

Partner

Perth, WA

Dated this 23rd day of February 2011

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE HALF YEAR ENDED 31 DECEMBER 2010

		ECONOMIC ENTITY	
	Note	31 December 2010 \$	31 December 2009 \$
Revenue	2	282,846	380,814
Employee benefits expense		(293,565)	(295,507)
Depreciation expense		(73,080)	(116,447)
Finance costs		(54)	(402)
Foreign exchange movement		(41,159)	-
Administration costs		(312,835)	(313,564)
Exploration expenditure		(515,030)	(443,361)
Share-based payments		(1,990)	(5,258)
Merger costs	4	(257,171)	
Loss before income tax expense		(1,212,038)	(793,725)
Income tax expense			
Loss attributable to members of the parent entity		(1,212,038)	(793,725)
Other Comprehensive Income			
Adjustment from translation of foreign controlled entities Income Tax relating to components of other comprehensive income		187	(110,268)
Total Comprehensive Income for the period attributable to members of the parent entity		(1,211,851)	(903,993)
Overall Operations: Basic loss per Share (cents per Share) Diluted loss per Share (cents per Share)		(2.13) (2.13)	(0.83) (0.83)

The accompanying notes form part of these financial statements.

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2010

		ECONOMIC ENTITY		
	Note	31 December 2010 \$	30 June 2010 \$	
Current Assets Cash and cash equivalents		2,533,281	571,669	
Trade and other receivables		56,617	26,882	
Other current assets		10,643	142,774	
Total Current Assets		2,600,541	741,325	
Non-Current Assets				
Property, plant and equipment	_	2,959,046	3,028,768	
Receivables	5	510,393	573,783	
Deferred exploration and evaluation costs		3,289,216	3,289,216	
Total Non-Current Assets		6,758,655	6,891,767	
TOTAL ASSETS		9,359,196	7,633,092	
Current Liabilities				
Trade and other payables		523,473	584,960	
Short-term provisions		26,720	38,870	
Total Current Liabilities		550,193	623,830	
Non-Current Liabilities				
Trade and other payables		695,393	714,434	
Total Non-Current Liabilities		695,393	714,434	
TOTAL LIABILITIES		1,245,586	1,338,264	
NET ASSETS		8,113,610	6,294,828	
EQUITY				
Issued capital	6	14,440,618	11,411,975	
Reserves		(263,533)	(265,710)	
Accumulated losses		(6,063,475)	(4,851,437)	
TOTAL EQUITY		8,113,610	6,294,828	

The accompanying notes form part of these financial statements.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE HALF YEAR ENDED 31 DECEMBER 2010

	ECONOMIC ENTITY				
	Issued Capital \$	Accumulated Losses \$	Foreign Currency Translation Reserve \$	Option Reserve \$	Total \$
Balance at 1 July 2009	11,010,767	(3,264,998)	(287,499)	228,055	7,686,325
Comprehensive income for the period		(793,725)	(110,268)		(903,993)
Total Comprehensive income	11,010,767	(4,058,723)	(397,767)	228,055	6,782,332
Transactions with owners in their capacity as owners					
Shares issued during the period Movement in Share Option Reserve	- 	- 	- 	- 5,258	5,258
Balance at 31 December 2009	11,010,767	(4,058,723)	(397,767)	233,313	6,787,590
Balance at 1 July 2010	11,411,975	(4,851,437)	(523,064)	257,354	6,294,828
Comprehensive income for the period	- _	(1,212,038)	187_		(1,211,851)
Total Comprehensive income	11,411,975	(6,063,475)	(522,877)	257,354	5,082,977
Transactions with owners in their capacity as owners					
Shares issued during the period (net of costs)	3,028,643	-	-	-	3,028,643
Movement in Share Option Reserve				1,990	1,990
Balance at 31 December 2010	14,440,618	(6,063,475)	(522,877)	259,344	8,113,610

The accompanying notes form part of these financial statements

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE HALF YEAR ENDED 31 DECEMBER 2010

	ECONOMIC ENTITY	
	31 December 2010 \$	31 December 2009 \$
Cash flows from Operating Activities Payments to suppliers and employees Payments for exploration and evaluation expenditure Interest received Royalties received Other income Finance costs	(739,457) (450,638) 6,241 113,867 162,737 (54)	(585,723) (410,937) 15,477 119,827 228,985 (5,076)
Net cash provided by / (used in) operating activities	(907,304)	(637,447)
Cash flows from Investing Activities Merger costs Payments for property, plant & equipment Proceeds on sale of property, plant & equipment Proceeds on sale of exploration tenements Net cash provided by / (used in) investing activities	(257,171) (2,692) 64,289 200,000	(41,109) - - (41,109)
Cash flows from Financing Activities Proceeds from issue of shares Capital raising costs Repayment of share sale agreement through royalties	3,217,250 (188,607) (164,153)	- - (117,929)
Net cash provided by / (used in) financing activities	2,864,490	(117,929)
Net increase/(decrease) in cash held	1,961,612	(796,485)
Cash at beginning of the period	571,669	1,435,644
Cash at end of the period	2,533,281	639,159

The accompanying notes form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2010

NOTE 1 – BASIS OF PREPARATION

These general purpose financial statements for the interim half-year reporting period ended 31 December 2010 have been prepared in accordance with requirements of the *Corporations Act 2001* and Australian Accounting Standard *AASB 134: Interim Financial Reporting*. Compliance with Australian Accounting Standard *AASB 134: Interim Financial Reporting* ensures that the financial statements and notes comply with International Financial Reporting Standard *IAS: Interim Financial Reporting*.

This interim financial report is intended to provide users with an update on the latest annual financial statements of Malagasy Minerals Limited and its controlled entities (the Group). As such, it does not contain information that represents relatively insignificant changes occurring during the half-year within the Group. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Group for the year ended 30 June 2010, together with any public announcements made during the half-year.

The same accounting policies and methods of computation have been followed in this interim financial report as were applied in the most recent annual financial statements except for the adoption of the following new and revised Accounting Standards.

New or Revised Accounting Standards

AASB 2009-5 Introduces amendments into Accounting Standards that are equivalent to those made by the IASB under its program of annual improvements to its standards. A number of the amendments are largely technical, clarifying particular terms, or eliminating unintended consequences. Other changes are more substantial, such as the current/non-current classification of convertible instruments, the classification of expenditures on unrecognised assets in the statement of cash flows and the classification of leases of land and buildings. The adoption of these amendments has not resulted in any changes to the Group's accounting policies and have no affect on the amounts reported for the current or prior periods.

New or revised requirement	When effective	Applicability to 31 December 2010 half years
AASB 2010-3 Amendments to Australian Accounting Standards arising from the Annual Improvements Project Amends a number of pronouncements as a result of the IASB's 2008-2010 cycle of annual improvements to provide clarification of certain matters. The key clarifications include: The measurement of non-controlling interests in a business combination Transition requirements for contingent consideration from a business combination that occurred before the effective date of the revised AASB Business Combinations (2008) Transition requirements for amendments arising as a result of AASB 127 Consolidated and Separate Financial Statements.	Applies to annual reporting periods beginning on or after 1 July 2010	Mandatory

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2010

NOTE 2 - PROFIT FOR THE PERIOD

The following revenue and expense items are relevant in explaining the financial performance for the interim period:

	31 December 2010	31 December 2009
	\$	\$
Royalty and licence income	113,867	136,352
Interest income	6,241	15,477
Rental income	119,298	124,431
Other income	43,440	104,554
Total income	282,846	380,814

NOTE 3 – SEGMENT INFORMATION

The economic entity operates in two geographical segments being Australia and Madagascar and reports its segments consistent with the 'management approach'.

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2010	\$	\$	\$	\$
Revenue	-	113,867	-	113,867
Other income	11,929	157,050		168,979
Total segment revenue	11,929	270,917	-	282,846
Result				
Segment results	(917,644)	(302,424)	8,030	(1,212,038)
Loss before income tax expense	(917,644)	(302,424)	8,030	(1,212,038)
Assets				
Segment assets	10,157,107	3,428,205	(4,226,116)	9,359,196
Segment liabilities	(1,035,318)	(5,516,807)	5,306,539	(1,245,586)
Other	, , ,	,	, ,	, , ,
Acquisition of non-current				
segment assets	-	2,692	-	2,692
Depreciation	28,064	45,015	(75,570)	(2,491)
2009				
Revenue	-	136,352	-	136,352
Other income	15,064	229,398		229,398
Total segment revenue	15,064	365,750	-	380,814
Result				
Segment results	(497,593)	(296,132)	-	(793,725)
Loss before income tax expense	(497,593)	(296,132)		(793,725)
Assets				
Segment assets	8,358,359	4,440,972	(4,779,465)	8,019,866
Segment liabilities	(1,164,369)	(6,162,879)	6,094,972	(1,232,276)
Other	,	,		,
Acquisition of non-current				
segment assets	1,200	39,909	-	41,109
Depreciation	21,137	95,310	-	116,447

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2010

NOTE 4 - MERGER COSTS

Merger Costs relate to the termination and release Deed that was finalised with unlisted company Madagascar Resources NL (MRNL) on 24th September 2010. Under the deed the parties agreed to the termination of the Merger Implementation Agreement of 25th May 2010. Terms of the deed required Malagasy to pay MRNL up to \$250,000 (plus GST) to cover fees and costs incurred by MRNL for third party services in respect of the merger. Other costs relating to the merger are costs incurred by the Company for legal advice.

NOTE 5 - NON-CURRENT RECEIVABLES

Non-current Receivable Assets relate to TVA (Value added tax) paid which is estimated to be recoverable from future TVA to be incurred on revenue later than the next 12 months.

NOTE 6 - ISSUED CAPITAL

	31 December 2010 \$	30 June 2010 \$
156,562,504 fully paid ordinary shares	14,440,618	11,411,975
	14,440,618	11,411,975
Ordinary shares	No.	No.
At the beginning of the period	109,250,003	95,000,003
Shares issued during the year 22 June 2010 ¹ 29 November 2010 ² 29 December 2010 ³	16,000,000 31,312,501	14,250,000
At reporting date	156,562,504	109,250,003

There are no preference shares on issue.

Notes

- On 22 June 2010, 14,250,000 fully paid ordinary shares were allotted at \$0.03 per share pursuant to a placement.
- 2 On 29 November 2010, 16,000,000 fully paid ordinary shares were allotted at 6.8 cents per share pursuant to a placement.
- On 29 December 2010, 31,312,501 fully paid ordinary shares were allotted at 6.8 cents per share pursuant to a 1 for 4 non-renounceable underwritten rights issue.

The Company has no maximum authorised share capital. Ordinary shares are of no par value.

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held. At shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

Stock Exchange Listing

Total Issued Capital is 156,562,504 shares, all of which are listed on the ASX at 31 December 2010.

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2010

NOTE 7 - RELATED PARTY TRANSACTIONS

Transactions between related parties are on usual commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

31 December	30 June
2010	2010
Number	Number

(a) Directors' Share Transactions:

Directors and director related entities hold directly, indirectly or beneficially as at the reporting date the following equity interests in the Company

Ordinary Shares 15,799,811 13,259,811

(b) Related Party Transactions:	31 December 2010 \$	31 December 2009 \$
Madagascar Resources NL	415,516	117,928
Midas Consultancy Limited	67,200	48,000
Hendry Consulting	78,203	81,925

Madagascar Resources NL is the holder of 10,000,000 ordinary shares in Malagasy Minerals Ltd. Mr Guy Le Clezio and Dr Peter Woods are also Directors of Madagascar Resources NL (MRNL). MRNL are paid 70% of net labradorite royalty receipts from existing contracts as per the Share Sale Agreement. At 31 December 2010, MRNL is owed \$855,393. MRNL were also paid \$251,362 for costs relating to the Termination and Release deed following the termination of the proposed merger.

Midas Consultancy Ltd is the holder of 5,400,000 ordinary shares in Malagasy Minerals Ltd and 1,000,000 unlisted 20 cent options that vested on 27 June 2008 and expire on 26 June 2013. Mr Jules Le Clezio is a Director of Midas Consultancy Ltd. Mr Jules LeClezio resigned as Country Manager of Madagascar with effect from 30 December 2010, and the Midas Consulting Ltd consulting agreement was terminated.

Hendry Consulting is the holder of 2,000,000 unlisted 20 cent options that vest between 3 January 2010 and 3 July 2011 and expire on 3 July 2013. Mr Steven Goertz is a Director of Hendry Consulting. Mr Steven Goertz has been engaged under a Consultancy Agreement through Hendry Consulting for a three year period that commenced 7 July 2008.

NOTE 8 – CONTINGENT LIABILITIES

There has been no material change in contingent liabilities since the last annual reporting date.

NOTE 9 - EVENTS SUBSEQUENT TO REPORTING DATE

No matters or circumstances have arisen since the end of the financial period, which significantly affected or may significantly affect the operations of the economic entity, the results of those operations, or the state of the affairs for the economic entity in subsequent financial years.

DIRECTORS' DECLARATION

The Directors of the company declare that:

- (a) The financial statements and notes, as set out on pages 5 to 12, are in accordance with the Corporations Act 2001, including:
 - (i) complying with Accounting Standard AASB 134: Interim Financial Reporting and;
 - (ii) giving a true and fair view of the economic entity's financial position as at 31 December 2010 and of its performance for the half year ended on that date.
- (b) In the Directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors:

Mr. S.B. Goertz Managing Director

Perth, Western Australia 23rd February 2011

Mr. M.D.J. Cozijn Chairman / Finance Director



INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF MALAGASY MINERALS LIMITED

Report on the half-year financial report

We have reviewed the accompanying half-year financial report of Malagasy Minerals Limited and its Controlled Entities (the consolidated entity), which comprises the condensed consolidated statement of financial position as at 31 December 2010, and the condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the half-year ended on that date, statement of accounting policies, other selected explanatory notes and the directors' declaration.

Directors' responsibility for the half-year financial report

The directors of the consolidated entity are responsible for the preparation and fair presentation of the half-year financial report in accordance with Australian Accounting Standards and the Corporations Act 2001. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the half-year financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with the Auditing Standard on Review Engagements ASRE 2410: *Review of an Interim Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the Corporations Act 2001 including giving a true and fair view of the consolidated entity's financial position as at 31 December 2010 and its performance for the half-year ended on that date; and complying with the Accounting Standard AASB 134: Interim Financial Reporting and the Corporations Regulations 2001. As the auditor of Malagasy Minerals Limited and its Controlled Entities, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we complied with the independence requirements of the Corporations Act 2001.

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of the consolidated entity is not in accordance with the Corporations Act 2001, including:

- a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2010 and of its performance for the half-year ended on that date; and
- b) complying with Accounting Standard AASB 134: Interim Financial Reporting and Corporations Regulations 2001.

CROWE HORWATH PERTH AUDIT PARTNERSHIP

CYRUS PATELL Partner

Perth, WA

Dated this 23rd day of February 2011