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ADDENDUM – 2009 FINANCIAL STATEMENTS

Atomic Resources Limited (“Atomic” or “the Company”) lodged its 2009 Annual Financial Statements with the ASX on 30 September 2009. Due to an oversight, the Company needs to lodge the following Addendum to the 2009 Financial Statements.

Competent Persons Statement

The Company wishes to advise that in accordance with ASX Listing Rules, any resource or reserve updates need to be reviewed and signed off by Mr David J Holden who is a Member of The Australian Institute of Mining and Metallurgy. Mr Holden has over 20 years experience in the mining industry and qualifies as a Competent Person as defined in the 2004 edition of the “Australian Code for Reporting of Mineral Resources and Ore reserves”. Mr Holden consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The Company also wishes to advise that under ASX Listing Rule 4.10.3, all ASX listed companies are to report on the extent to which they have followed the Principles of Good Corporate Governance and Best Practice Recommendations (“ASX Principles”) released by the ASX Corporate Governance Council. The ASX Principles require the Board to consider carefully the development and adoption of appropriate corporate governance policies and practices founded on the ASX Principles. Atomic wishes to notify the ASX that the following Statement of Corporate Governance is to be included as an Addendum to the 2009 Annual Financial Statements.

Statement on Corporate Governance

This statement reports on the key governance framework, principles and practices for Atomic Resources Limited (“Atomic” or “the Company”). These principles and practices are reviewed regularly and revised as appropriate to reflect changes in law and best practice in corporate governance.

ASX principles of good corporate governance

Atomic, as a listed entity, must comply with the *Corporations Act 2001* (Cwth) (“*Corporations Act*”), the Australian Securities Exchange Limited (“ASX”) Listing Rules (“ASX Listing Rules”) and other Australian securities laws.

Atomic’s Corporate Governance Statement is structured with reference to the Corporate Governance Council’s principles and recommendations, which are as follows:

- Principle 1.** Lay solid foundations for management and oversight
- Principle 2.** Structure the board to add value

- Principle 3.** Promote ethical and responsible decision making
Principle 4. Safeguard integrity in financial reporting
Principle 5. Make timely and balanced disclosure
Principle 6. Respect the rights of shareholders
Principle 7. Recognise and manage risk
Principle 8. Remunerate fairly and responsibly

Given the size and structure of the Company, the nature of its business activities, the stage of its development and the cost of strict and detailed compliance with all of the recommendations, it has adopted a range of modified systems, procedures and practices which it considers will enable it to meet the principles of good corporate governance.

The Company's practices are mainly consistent with those of the guidelines and where they do not correlate with the recommendations in the guidelines the Company considers that its adopted practices are appropriate to it. At the end of this statement a table is included detailing the recommendations with which the Company does not strictly comply.

The following section addresses the Company's practices in complying with the principles.

Principle 1: Laying Solid Foundations for Management and Oversight

Role and Responsibilities of the Board

The Board of Directors of Atomic are responsible for the corporate governance of the consolidated entity. The Board guides and monitors the business and affairs of Atomic on behalf of the shareholders by whom they are elected and to whom they are accountable.

After appropriate consultation with executive management, the Board:

- defines and sets its business objectives and subsequently monitors performance and achievements of those objectives;
- it oversees the reporting on matters of compliance with corporate policies and laws, takes responsibility for risk management processes and continually reviews the executive management of the Company;
- monitors and approves financial performance and budgets; and
- reports to shareholders.

Principle 2: Structuring the Board to Add Value

Composition of the Board

The names of the directors of the Company and their qualifications are: set out in the section headed Directors' Report in the Annual Financial Statements for the year ended 30 June 2009.

The composition of the Board is determined so as to provide the Company with a broad base of industry, business, technical, administrative, financial and corporate skills and experience considered necessary to represent shareholders and fulfil the business objectives of the Company.

In assessing the composition of the Board, the directors have regard to the following policies:

- the Chairman should be non-executive;
- the role of the Chairman and Managing Director should not be filled by the same person;
- the Managing Director should be a full-time employee of the company; and
- the Board should include a majority of independent non-executive directors.

Nomination of Other Board Members

Membership of the Board of directors is reviewed on an on-going basis by the Chairman of the Board to determine if additional core strengths are required to be added to the Board in light of the nature of the Company's businesses and its objectives. The Board does not believe that at this point in the Company's development it is necessary to appoint additional directors.

At this point in time, the Company has decided not to form a separate Nomination Committee.

Independent Advice

Each of the directors is entitled to seek independent advice at the Company's expense to assist them to carry out their responsibilities however prior approval of the Chairman is required which is not unreasonably withheld.

Principle 3: Promotion of Ethical and Responsible Decision-Making

Directors, officers, employees and consultants to the Company are required to observe high standards of behaviour and business ethics in conducting business on behalf of the Company and they are required to maintain a reputation of integrity on the part of both the Company and themselves. The Company does not contract with or otherwise engage any person or party where it considers integrity may be compromised.

Directors are required to disclose to the Board actual or potential conflicts of interest that may or might reasonably be thought to exist between the interests of the director or the interests of any other party in so far as it affects the activities of the Company and to act in accordance with the Corporations Act if conflict cannot be removed or if it persists. That involves taking no part in the decision making process or discussions where that conflict does arise.

Directors are required to make disclosure of any share trading. The Company policy in relation to share trading is that officers are prohibited to trade whilst in possession of unpublished price sensitive information concerning the Company. That is information which a reasonable person would expect to have a material effect on the price or value of the Company's shares. It is recommended that an officer discuss the proposal to acquire or sell shares with the directors or the Company Secretary prior to doing so to ensure that there is no price sensitive information of which that officer might not be aware. The undertaking of any trading in shares must be notified to the ASX.

Principle 4: Safeguarding Integrity in Financial Reporting

No audit committee has been established. The role of the audit committee is carried out by the full Board. The Board considers that at this stage, no efficiencies or other benefits would be gained by establishing a separate audit committee.

As a result of the scale of operations it has not been considered necessary to form sub-committees.

Each Board member has access to the external auditors and the auditor has access to each Board member.

A director does make a statement to the shareholders that the Company's financial reports present a true and fair view in all material respects of the Company's financial condition and operational results and are in accordance with relevant accounting standards.

Principle 5: Making Timely and Balanced Disclosure

All directors, executives and staff are required to abide by all legal requirements, the Listing Rules of the ASX and the highest standards of ethical conduct. This includes compliance with the continuous disclosure requirements of the listing rules.

The Joint Company Secretaries are the people responsible for overseeing and co-ordinating disclosure of information to ASX as well as communicating with the ASX.

Principle 6: Respecting the Rights of Shareholders

The Board's fundamental responsibility to shareholders is to work towards meeting the Company's objectives so as to add value for them.

The Board seeks to inform shareholders of all major developments affecting the Company by:

- preparing half yearly and yearly financial reports;
- preparing quarterly cash flow reports and reports as to activities;
- making announcement in accordance with the listing rules and the continuous disclosure obligations;
- hosting all of the above on the Company's website;
- annually, and more regularly if required, holding a general meeting of shareholders and forwarding to them the annual report together with notice of meeting and proxy form; and
- voluntarily releasing other information which it believes is in the interest of shareholders.

The Annual General Meeting enables shareholders to receive the reports and participate in the meeting by attendance or by written communication. The Board seeks to notify all shareholders so they can be fully informed annually for the voting on the appointment of directors and so as to enable them to have discussion at the Annual General Meeting with the directors and/or the auditor of the Company who is invited to the Annual General Meeting.

Principle 7: Recognising and Managing Risk

The Board is conscious of the need to continually maintain systems of risk management and controls to manage all of the assets and affairs of the Company.

The risk management includes asset risk, operational risk, personnel health and safety risk, currency fluctuation risk, amongst others. The Company identifies and manages those risks on a case by case and overall corporate basis.

Principle 8: Remunerate Fairly and Responsibly

There is no formal remuneration committee.

One third of the directors retires annually in accordance with the Constitution and is free to seek re-election by shareholders.

Each member of the Board has committed to spending sufficient time to enable them to carry out their duties as a director of the Company.

A maximum amount of remuneration for non-executive directors is fixed by shareholders in general meeting and can be varied in that same manner. In determining the allocation the Board takes account of the time demands made on the directors together with such factors as fees paid to other corporate directors and to the responsibilities undertaken by them.

Table of Departures and Explanations (from ASX Guidance Note 9A - Corporate Governance - Principles & Recommendations)

ASX Guidance Note 9A Reference No	Departure	Explanation
2.1 and 2.2	<i>None of the current Board members meet these criteria.</i>	<i>Given the nature and size of the Company, its business interests and the stage of development, the Board is of the view that there is an adequate and broad mix of skills required and that given their experience each of the directors are aware of and capable of acting in an independent manner and in the best interests of the shareholders.</i>
2.4	<i>A separate Nomination Committee has not been formed.</i>	<i>The Board comprises three members who have valuable contributions to make in fulfilling the role of a nomination committee member. A director will excuse themselves where there is a personal interest or conflict.</i>
4.2, 4.3 and 4.4	<i>A separate Audit Committee has not been formed.</i>	<i>The Board comprises three members who collectively perform the function of the Audit Committee.</i>
7.1 and 7.2	<i>There has been no written implementation of policy on risk oversight and management or for senior management to make statements to the Board concerning those matters.</i>	<i>The Board has commenced to address this issue, and has appointed personnel to review how the company identifies and manages risk. It is expected this process will be completed, documented and adopted before the end of the financial year.</i>
8.1	<i>No formal Remuneration Committee has been established.</i>	<i>Given the size and nature of the Company, its business interests, remuneration and other benefits paid to its directors and executive management, the Board does not consider it yet to be necessary to formulate the policies. At the appropriate time the Board will take independent advice.</i>

Alastair Walker
Atomic Resources Limited – Acting Managing Director

ENDS

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