



SmartTrans
HOLDINGS LIMITED

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Quarterly Report
for the three months ended
30th June 2009

HIGHLIGHTS

- SmartTrans EventTrack showcased in London and Delhi.
- SmartTrans software to be available to mobile telephone users in China
- The China Minmetals Group takes over OZ Minerals' commitment at Riversleigh and resumes exploration.

OVERVIEW

The Company conducts business on two diverse fronts, the provision of on-line intelligent transport systems, software and services and mineral exploration.

On-Line Intelligent Transport Systems, Software and Services

SmartTrans delivers its logistics and transport solutions software in two major geographies, Australia and China. SmartTrans' services are also available to the major events market worldwide.

SmartTrans systems are used to plan and manage the delivery of a diverse range of products including groceries, snack foods, pharmaceuticals, print products, building materials, services and even people, doing it more efficiently than pre-existing methods, reducing the number of vehicles used, reducing fuel and labour costs, reducing an organisation's carbon footprint and reducing disputes about late or missed deliveries.

SmartTrans' proven systems, delivered under a *Software as a Service* model, are highly scalable and highly efficient to roll out, delivering benefits quickly to transport and distribution companies.

In China, SmartTrans is selling its products direct as well as through a specialist transport services company, China Transport Development Corporation (CTDC), the Chinese representative of China Alarm (HK) Holdings Limited. A previous agreement with China Alarm Holdings Limited (CAHL) has lapsed and CAHL has subsequently gone into liquidation with no adverse effect on SmartTrans.

The SmartTrans' EventTrack system was successfully deployed in China and used by major sponsors and event management groups attending the Beijing Olympics and Paralympics Games. SmartTrans is now in discussion to deliver its systems to service the requirements of visitors at the Delhi Commonwealth Games and upcoming London Olympic Games.

Business opportunities are now beginning to emerge in China and the company is currently pursuing several leads where it can utilise its EventTrack functions in the mobile phone environment, its e-Track tracking applications and its E-Route Route Optimisation products.

Mineral Exploration

The company has four exploration projects: Mount Mackenzie, Waitara, Marlborough Fault and Riversleigh located in two separate groups in Queensland:

- Riversleigh Group
Riversleigh Base Metals Project (zinc, lead, silver, copper).
- South Connors Arch Group
Mount Mackenzie Project (gold, copper);
Waitara Project (copper, molybdenum, gold); and
Marlborough Fault Project (copper, gold).

Following the acquisition of OZ Minerals' Century Mine operations, the China Minmetals Group ("MMG") has resumed exploration for lead-zinc mineralisation at Riversleigh and will focus both on the "Grevillea" Prospect and the development of regional targets on the company's tenements.

On 29th April 2009, Newcrest advised its withdrawal from the Broadsound Joint Venture at Mount Mackenzie. Newcrest's primary objective at Mount Mackenzie was to locate a multi-million ounce high sulphidation, porphyry-related or breccia-hosted gold deposit that could sustain a stand-alone

operation producing at least 200,000 ounces of gold per year for more than ten years. Newcrest advised that the Mount Mackenzie prospect no longer fits that objective.

SmartTrans believes there is significant potential for smaller but significant high grade deposits at Mount Mackenzie. Such deposits may suit other mining companies and SmartTrans is seeking a suitable joint venture partner from the ranks of Australia's current list of active gold producers and explorers.

ON-LINE INTELLIGENT TRANSPORT SYSTEMS, SOFTWARE AND SERVICES – SmartTrans Limited (95% equity)

The use of SmartTrans' Intelligent Transport systems continues to expand in Australia as tightening economic conditions drive companies to improve their level of transport efficiency and reduce their carbon footprint.

Similar to the experience last quarter, the uptake of SmartTrans' products continued with significant rollouts of SmartTrans' systems with a building products company, food manufacturing and distribution organisations and a primary materials organisation.

SmartTrans has been delighted with the expansion of use of its systems with major transport operator, Linfox and building material company, Austral Bricks - two major organisations that, having experienced the benefits delivered by SmartTrans, have chosen to expand the use of these systems within their organisations.

These businesses are experiencing the benefits of more efficient transport delivery and the increased and improved functionality in SmartTrans' new generation of products that have been developed and expanded as part of the development projects in China and undertaken to meet the requirements at the Beijing Olympic Games.

SmartTrans' proven software solutions to service the requirements of major events remain of interest to event organisers around the world with SmartTrans meeting with and outlining its solutions to London's Olympic Delivery Authority and the Organising Committee for the 2010 Delhi Commonwealth Games during the Quarter.

SmartTrans is in discussion with and intends to shortly appoint a distributor for its products in India to service the requirements of the upcoming Commonwealth Games and logistics projects throughout India.

In China, SmartTrans released a prototype of its software which is scheduled to be installed on mobile telephones to be distributed by a major telecommunications provider in China on a revenue-share basis with SmartTrans. Commercial negotiations are continuing and are expected to be finalised shortly.

SmartTrans continued to develop its relationship with its Chinese partner's specialist transport and logistics business unit, China Transport Development Corporation (CTDC), which has been established to service transport contracts in China using SmartTrans software.

SmartTrans and CTDC are in advanced negotiations with a number of significant organisations to implement SmartTrans' software to manage their transport requirements through a *Software as a Service* (SaaS) model, delivering SmartTrans a recurring revenue stream under a software distribution arrangement that is in the process of negotiation.

SmartTrans proven logistics technology applications:

- Reduce the number of vehicles used for service and delivery schedules;
- Reduce the number of kilometres travelled;
- Reduce the total number of employee hours worked and reducing overtime; and
- Reduce green-house gas emissions.

SmartTrans systems enable businesses to operate their fleet at peak performance and improve quality across the value chain, ensuring fulfilment of service level agreements.

MINERAL EXPLORATION PROJECTS

Wangunda Joint Venture – China Minmetals Group (“MMG”) earning 70% equity (SmartTrans currently 100% equity, 51,500 hectares)

Under the terms of the joint venture agreement, MMG Australia Limited, formerly OZ Minerals Australia Limited, can earn 70% equity in the tenements by expenditure of at least \$10 million over 7.5 years to the completion of a bankable feasibility study. MMG has completed Stage 1 of the agreement after spending \$1 million and is now in Stage 2 where it has committed to spend \$3 million in the three year period to 6th June 2011.

There was limited field work during the Quarter whilst the purchase of OZ Minerals’ interests in the Century Mine was being finalised. Since the completion of the sale, MMG has been undertaking a comprehensive review of all data, in particular drilling at Grevillea, regional geochemistry and regional geophysics. Figure 1 is a cross section through the Grevillea Prospect.

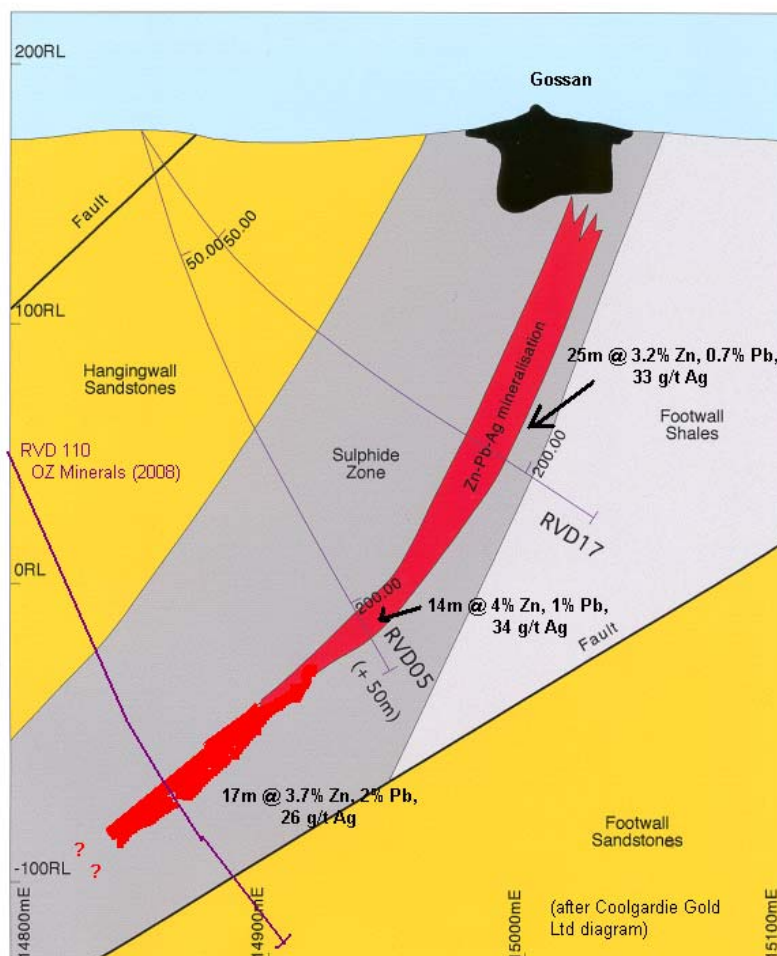


Figure 1: Grevillea Prospect Drilling Cross Section

Connors Arch Joint Venture

This group, in which SmartTrans is in joint venture with Australia Oriental Minerals NL, covers seven tenements in the South Connors Arch Province which is prospective for porphyry-style copper-gold deposits and epithermal gold deposits. The Company has the following interests in these projects:

- 60% equity in two tenements at Mount Mackenzie;
- 54.08% equity in two tenements at Waitara; and
- the right to earn 80% equity in three tenements at Marlborough Fault.

Mount Mackenzie Prospect (60% equity, 13,760 hectares)

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Newcrest advised that the Mount Mackenzie prospect no longer fits that objective.

SmartTrans believes there is significant potential for smaller but significant high grade deposits at Mount Mackenzie. Such deposits may suit other mining companies and SmartTrans is seeking a suitable joint venture partner from the ranks of Australia's current list of active gold producers and explorers.

Marlborough Fault Project (earning 51% equity, 189,760 hectares)

This project comprises three tenements that have the potential to develop large porphyry-style deposits and high grade structurally-controlled gold deposits in dilational fault irregularities and fault intersections.

A review of the tenements to assess their potential for porphyry-style mineralisation is currently in progress. Magnetics, geology, geochemistry and structural data are being used as a backdrop for interpretation. There was no field work during the period.

Connors Range Joint Venture (approximately 54.08% equity, 6,080 hectares)

This project comprises two tenements in the northern Lachlan - New England fold belt. There was no field work on this project during the Quarter.

J P LAURIE
DIRECTOR

The section of this report that relates to mineral exploration is based on information compiled by a person who is a corporate member of the Australasian Institute of Mining and Metallurgy and who has a minimum of 5 years experience in the field of activity in which he is reporting and qualifies as a competent person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". This person, James Laurie, is a full time employee of the Company and consents to the inclusion in the report of the matters based on his information in the form and context in which they appear.

Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001.

Name of entity

SMARTTRANS HOLDINGS LIMITED

ABN

86 009 065 650

Quarter ended ("current quarter")

30 June 2009

Consolidated statement of cash flows

	Current quarter \$A'000	Year to date (12 months) \$A'000
Cash flows related to operating activities		
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for (a) exploration and evaluation	(37)	(136)
(b) development	-	-
(c) production	-	-
(d) administration	(182)	(808)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	18	179
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other (provide details if material)	(160)	(1,321)
Net Operating Cash Flows	(361)	(2,086)
Cash flows related to investing activities		
1.8 Payment for purchases of: (a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	(25)
1.9 Proceeds from sale of: (a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	82	348
1.10 Loans to other entities	-	1
1.11 Loans repaid by other entities	-	-
1.12 Other (provide details if material)	-	-
Net investing cash flows	82	324
1.13 Total operating and investing cash flows (carried forward)	(279)	(1,762)

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(279)	(1,762)
Cash flows related to financing activities			
1.14	Proceeds from issues of shares, options, etc.	-	-
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other (provide details if material)	-	-
Net financing cash flows		-	-
Net increase (decrease) in cash held		(279)	(1,762)
1.20	Cash at beginning of quarter/year to date	909	2,392
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	630	630

Payments to directors of the entity and associates of the directors

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

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	105
1.24	Aggregate amount of loans to the parties included in item 1.10	

1.25 Explanation necessary for an understanding of the transactions

1.7 Other: Non-mining subsidiary		(160)
Sales	197	
Government Grants	107	
Less Cost of Goods	(20)	
Less Expenses	(444)	

Non-cash financing and investing activities

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

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

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Financing facilities available

Add notes as necessary for an understanding of the position.

+ See chapter 19 for defined terms.

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

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	22
4.2 Development	
4.3 Production	
4.4 Administration	189
Total	211

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	630	909
5.2 Deposits at call		
5.3 Bank overdraft		
5.4 Other (provide details)		
Total: cash at end of quarter (item 1.22)	630	909

Changes in interests in mining tenements

	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1 Interests in mining tenements relinquished, reduced or lapsed	EPM14500	Joint Venture	350 sub blocks	175 sub blocks
	EPM14501	Joint Venture	440 sub blocks	220 sub blocks
6.2 Interests in mining tenements acquired or increased				

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

Issued and quoted securities at end of current quarter

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

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1 Preference securities <i>(description)</i>				
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 +Ordinary securities	654,444,711	654,444,711		
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs				
7.5 +Convertible debt securities <i>(description)</i>				
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7 Options <i>(description and conversion factor)</i>			<i>Exercise price</i>	<i>Expiry date</i>
7.8 Issued during quarter				
7.9 Exercised during quarter				
7.10 Expired during quarter				
7.11 Debentures <i>(totals only)</i>				
7.12 Unsecured notes <i>(totals only)</i>				

+ See chapter 19 for defined terms.

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).
- 2 This statement does ~~does not~~* (*delete one*) give a true and fair view of the matters disclosed.

Sign here: Date:
(Director/Company secretary)

Print name:

Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 1022: Accounting for Extractive Industries* and *AASB 1026: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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+ See chapter 19 for defined terms.