Quarterly Activities Report

for the Quarter Ending 31 December 2012



Redcliffe Gold Project

- The Redcliffe Gold Project gold resource was updated during the Quarter showing an increase to 278,000 ounces
- Kelly Prospect maiden resource estimate of 80,400 ounces
- Discussions undertaken to rationalise regional projects and source toll milling facility for development of the Golden Terrace South gold resource.
- Alternative plant access options investigated including Heap Leach operation.
- · Heap Leach Testwork has commenced on selected intervals of near surface RC drill intercepts from Kelly
- Further 3D interpretive work undertaken on high grade 727 zone of mineralisation

Manus Island Gold/Copper Project PNG

• Newcrest have advised that diamond core drilling has been completed at Arie copper gold prospect. Results are pending from a further two holes. Better results from first hole include 17m @ 0.2g/t Au and 0.21% Cu. Newcrest are to interpret completed results and propose further work.

Corporate

- Simon Griffiths was appointed as a Non-executive Director of the Company on 29 November. Mr Griffiths is an experienced mine planning engineer.
- Rights Issue implementation initiated seeking to raise up to approximately \$1.5million to fund ongoing exploration and development works.
- Joe Holloway was appointed as Sir Barry Holloway's alternate Director during the quarter.
- Sir Barry Holloway sadly passed away on 16 January 2013.

New Project

Tunduru copper project selected in Tanzania as first step in developing a diversified exploration portfolio.
 The presence of high grade copper has been determined from visual assessment of material mined by artisanals. The mineralisation appears to be shear zone related and exploration in the region has been minimal. The presence of gold and other mineralisation is to be investigated.

REDCLIFFE GOLD PROJECT

KELLY

The geological model of the Kelly Prospect mineralised system was developed and expanded over the +1km of the Kelly prospects so far subjected to RC drilling by the Company. This has enablied completion of an initial resource estimate at Kelly. (see ASX announcement 20 November 2012 "Gold Resource Increases by 40%"). This was an important step in the development of the Kelly Project which enables the Company to broaden the Redcliffe Gold Project development strategy.

- Total gold resources at Redcliffe Gold Project increased by 40% to 278,000 oz.
- Initial gold resource at Kelly of 80,400 oz.
- Kelly open to north, south and at depth

The indicated and Inferred Redcliffe Gold Project resource estimate, based on a 0.5 g/t cut off, increased by 40% to 5.5 Mt @ 1.57 g/t for 278,000 oz of gold. The maiden Kelly estimate provided an additional 2.4Mt @ 1.04 g/t for 80,400 oz gold.

The Kelly Project is a major mineralised system extending over a strike length of greater than 2km which is open to the north and south as well as at depth. The next phase of exploration at Kelly will focus on extending higher grade zones at depth. The programme will commence as soon as exploration funds become available.

The Kelly Project lies 2.5 km to the north of the Golden Terrace South deposit, where the Company has been investigating development following the completion of a Project Feasibility Study. Recent work focused on reviewing processing strategies. Limited toll treatment capacity within reasonable trucking distance from Golden Terrace South (considered to be 140km) has led the Company to consider other alternatives for treatment and scheduling of development. This includes advancing the development of a heap leach processing approach at Kelly as a priority.

Redcliffe Gold Project Resource Table (at 0.5g/t Au lower cut off)

		Indicated			Inferred			Total	
Deposit	Tonnes	g/t	ounces	Tonnes	g/t	ounces	Tonnes	g/t	ounces
GTS	707,000	2.46	56,100	684,000	1.56	34,400	1,391,000	2.02	90,500
Nambi	262,000	3.30	28,000	298,000	2.50	24,000	559,000	2.88	52,000
Redcliffe				560,000	1.70	31,000	560,000	1.70	31,000
West Lode				373,000	1.20	15,000	373,000	1.20	15,000
Mesa				95,000	1.50	5,000	95,000	1.50	5,000
GT North				64,000	1.53	3,200	64,000	1.50	3,200
Golden Spear				26,000	1.60	1,000	26,000	1.60	1,000
Kelly				2,412,000	1.04	80,400	2,412,000	1.04	80,400
TOTAL	969,000	2.70	84,100	4,512,000	1.33	194,000	5,480,000	1.57	278,100

Note: 1. Resource tonnes and ounces have been subjected to rounding of component elements.

^{2.} Resource Estimations for Kelly, BMGS (2012), GTS and GTN, BMGS (2011). All other deposits – Coffey Mining (2008)

The total resource for the Kelly deposit was reported in a series of cut-off grade ranges for the three grade attributes in the Table below:

Model (Au g/t)	Grade Range (Au g/t)	Tonnes	Grade (Au g/t)	Ounces Au
0.2	0.0 - 0.2	15,000	0.185	90
	0.2 - 0.5	3,112,000	0.383	38,320
	0.5 - 1.0	3,940,000	0.687	87,020
	1.0-1.5	694,000	1.184	26,410
	>1.5	118,000	1.976	7,470
	TOTAL	7,878,000	0.629	159,320
0.5	0 - 0.5	7,000	0.432	100
	0.5 - 0.75	413,000	0.664	8,820
	0.75 - 1.0	843,000	0.883	23,930
	1.0 - 1.5	965,000	1.192	36,990
	1.5 - 2.0	151,000	1.657	8,060
	>2.0	32,000	2.5	2,540
	TOTAL	2,412,000	1.037	80,410
1.0	0.0 - 1.0	35,000	0.856	970
	1.0 - 1.5	277,000	1.311	11,670
	1.5 - 2.0	324,000	1.716	17,860
	2.0 - 3.0	122,000	2.323	9,110
	3.0 - 5.0	36,000	3.598	4,210
	>5.0	400	5.297	70
	TOTAL	795,000	1.718	43,900

The Company has adopted the 0.5g/t cut off as the most appropriate for the Project having considered the nature of the material and commonly adopted practice.

Project Description

Kelly Prospect ("Kelly") gold deposit is located near Leonora, 230km North of Kalgoorlie in Western Australia. The Kelly Prospect is one part of Redcliffe's 100% owned Redcliffe Project and is located within two mining leases; M37/1276 and M37/1295.

The Redcliffe Project covers a substantial strike length of the Mertondale Shear Zone, a north-south trending structure that is interpreted to be a link structure between the northwest-southeast trending Keith-Kilkenny and Celia Tectonic Zones. The host rocks for the Kelly deposit are a heavily sheared felsic sequence with mylonitised felsic and intermediate granophyric intrusives associated with the Mertondale Fault, along the eastern edge of the shear zone.

The gold mineralisation of Kelly has been interpreted to be comprised of a large number of stacked parallel lodes, moderately dipping to the east. The mineralised zone is approximately 150 metres wide in plan-view and strikes for approximately 1 km just east of north. Additionally it exhibits a slight, approximate 10 degree plunge toward 010. These primary lodes do not appear to be controlled or constrained by the lithological units, nor the weathering profile and are therefore assumed to be structurally emplaced via brittle deformation events

Development Approach

Considering the issues facing the Company in seeking to advance the Golden Terrace South deposit, the directors are reviewing available options in pursuing Redcliffe mine development. With the advancement of the Kelly prospect and nature of mineralisation associated with this prospect options being considered include processing options that include heap leach processing.

A series of selected sample intervals have been retrieved from the Coarse Reject RC Drill Samples stored in the Leonora sample farm and submitted to Onsite Laboratories for analytical and metallurgical test-work aimed at assessing amenability to gold extraction by heap leaching.

Sample grades will be determined by fire assay and cyanide bottle roll leaching, weighted averages of composite samples will be calculated to provide head grade.

Column leach tests are to be undertaken to determine leach parameters including gold recoveries versus time.

The Company is considering proposals from consultants to assist in this process. If the outcome of the scoping work is positive it will lay the foundation for the development of an independent gold production facility potentially capable of processing the multi- million tonne gold mineralisation at Kelly.

The substantial Kelly mineralised shear system remains open in all directions with depth extensions and potential high grade feeder zones yet to be tested.

Planning for deeper drilling to include RC and diamond drill core holes to target potential high-grade feeders for gold mineralisation and increase confidence in resource modeling.

727 HIGH GRADE SHOOT

Further interpretive work is being carried out on the high grade gold zone that was further drilled during 2012. The gold is closely related to a quartz structure and though limited in size, exhibits attractive grade for potential short term cash flow.

A 3D schematic image is shown on page 5 of this Report with annotated drill intercepts (all previously released, test in Quarterly Activities Report to 31 March 2012).

Scenarios to exploit the zone are to be considered.

NAMBI SOUTH PIT AREA AND NAMBI/REDCLIFFE EM CONDUCTOR

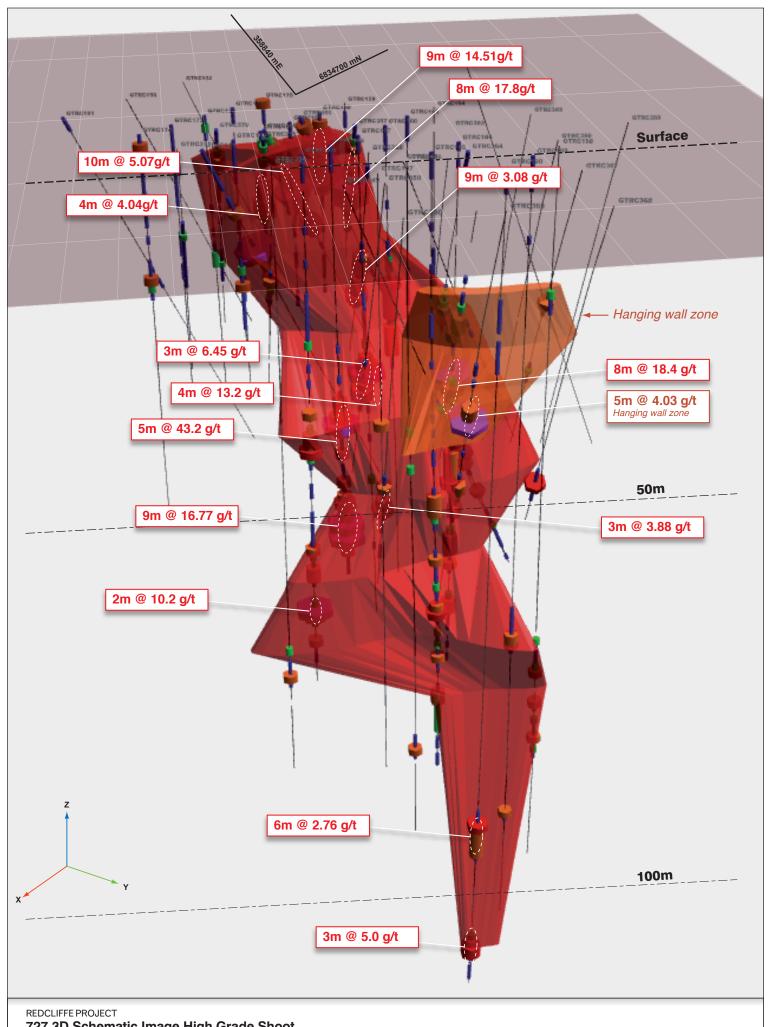
Preparation is being made for RC drilling of high priority targets that occur in an area where exploration access was delayed due to Native Heritage issues. These include the Nambi South pit area and Nambi/Redcliffe EM conductor.

ALISO, CANJADA, AND HORTON

AirCore scout drilling is proposed for several geochemical targets, Aliso, Canjada, and Horton located in the north of the Company tenements.

GOLDEN TERRACE SOUTH

The strategy of developing the Golden Terrace South resource has been actively pursued with contact made with mill operators within reasonable trucking distance (~140km). No immediately available capacity has been identified. While the preferred processing pathway to development of this resource was by toll treatment the lack of mill availability in the near term has resulted in the Company looking at other approaches that present a positive financial outcome.



727 3D Schematic Image High Grade Shoot

Looking down -30° towards 235°



Tunduru Copper Project

On 21 January the Company announced that it had executed a Letter of Agreement for the acquisition of up to a 90% interest in the Tunduru Copper Project in Tanzania. The Tunduru agreement represents the first stage of a broadening in the Company's exploration base following an extensive project evaluation process. The Project is located in southern Tanzania covering an area of approximately 247 sq kilometres.

While minimal historical exploration has been undertaken, artisinal copper mining activity in the area has increased significantly the past 24 months. Artisinal copper mining in the north of the licence area on private mining leases is being undertaken on a much larger scale than previously. Visual assessment identifies high grade copper mineralisation that is being exploited by the artisinal miners. The use of machinery including excavators is being employed with an open pit excavation over a length of 50 metres and to a depth of approximately 20 metres having been observed. This is an unusual practice for artisinal miners within Tanzania and it is believed that it could only be supported where higher grade mineralisation exists. The ore is being bagged on site for direct shipping to offshore process facilities.

It appears the copper mineralisation exposed to date is shear related, within the Proterozoic Mozambique Belt. Tundura represents an early stage project with significant scope for both size and grade of mineralisation. Redcliffe's strategy will be to look to identify extensions of shear related copper mineralisation under cover and along strike from current artisanal activity. Potential also exists for the discovery of intrusive bodies that may have been the source of the mineralisation. The nature and extent of the licence provides scope for the identification of significant mineralised systems within a largely unexplored region.

Under the Agreement Redcliffe will undertake due diligence for a period of up to 45 days from the date of the letter of agreement.



Tunduru Copper Project, Southern Tanzania. Tenement outline is approximate.



Example of high grade copper mineralisation from nearby artisinal workings.

OTHER

MANUS ISLAND COPPER GOLD PROJECT (PNG - PACRIM 10%)

Newcrest PNG Exploration Limited (Newcrest), a subsidiary of Newcrest Mining Limited, is manager of the Manus Island Project Joint Venture. Newcrest can earn a participating interest by funding A\$6 million of project expenditure. Pacrim has a 10% free carried interest to decision to mine.

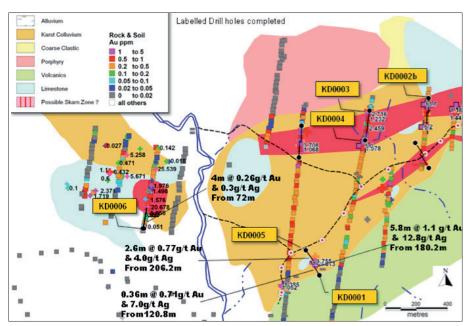
(Manus Information for December Quarter 2012 - as compiled from information provided by Newcrest)

MANUS ISLAND JV, PNG (NEWCREST 64.8% REDCLIFFE 10% FREE CARRIED)

Kisi Prospect

The complete results from KD0006 were received and the best intercept from KD0006 is 4m @ 0.26 g/t Au & 0.3 g/t Ag from 72m in an interval of fresh broken limestone with weak carbonate -quartz stringer veins. Other lower tenor intercepts are shown in the intercepts table below.

The dark grey quartz stringer veined limestone intervals, the gentle SW dipping crustiform textured quartz veins and quartz infill splayed breccias observed in KD0006 did not report any significant values as expected. The assay standard checks for this



Kisi Extended Prospect Completed Drill Holes, 2012.

hole lay within two standard deviations of the expected value but were generally near the lower level of this range. Nine check niche samples of the quartz vein material in this hole have been taken to check these results.

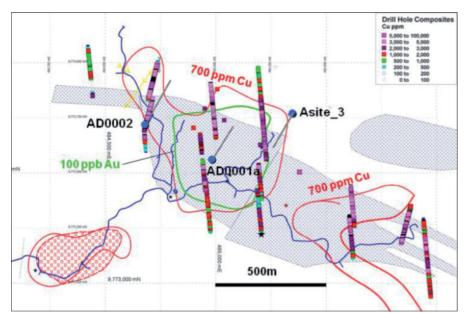
Reporting Criteria (Kisi Epithermal Prospect): All intercepts refer to down-hole widths. Intercepts normally reported are Au >0.1g/t with no internal waste except if flagged ** which denotes <=3m of <0.1 g/t Au internal waste. Au grade reported to two significant figures. Core is photographed and logged by the geology team before being cut in half. Half core samples are sent for assay and the other half is retained in the core farm for future reference. Each assay batch is submitted with duplicates and standards to monitor lab quality. Samples analysed for gold using the fire assay (FA50) technique, Ag and other elements via ICP OES & ICP - MS 4 Acid Digest).

Hole ID	Hole Type	Northing	Easting	RL (m)	Total Depth	Azimuth	Dip	From (m)	To (m)	Interval (m)	Au g/t	Ag g/t
KD0006	DDH	9760558	503012	41	298.1	010	-60	6	14	8	0.18	0.7
								72	76	4	0.26	0.3
								92	96	4	0.12	0.1

Arie Prospect

Two diamond core holes (886.3m) were drilled at the Arie prospect during the December quarter and the drilling rig and crew were de-mobilized back to Lae in early November. The results for these two holes are pending.

The complete assay results for the first drill hole at Arie, AD0001a have been received. The following intercepts are based on the criteria of > 10m intercepts with >0.1g/t Au containing less than 4m of continuous < 0.1g/t Au internal dilution.



Arie Prospect Cu & Au in Soil Contours, Drill hole Cu Traces and Planned Drill holes.

- 17m @ 0.2g/t Au and 0.21% Cu from 51m
- 24.3m @ 0.13 g/t Au and 0.17 % Cu from 77.1m
- 29m @ 0.12 g/t Au and 0.17 % Cu from 130m
- 19m @ 0.11g/t Au and 0.18% Cu from 164m

Reporting Criteria (Arie Porphyry Prospect): All intercepts refer to down-hole widths. Intercepts reported are >10m intercepts at Au >0.1g/t with <= 4m continuous internal waste. Au grade reported to two significant figures. Core is photographed and logged by the geology team before being cut in half. Half core samples are sent for assay and the other half is retained in the core farm for future reference. Each assay batch is submitted with duplicates and standards to monitor lab quality. Samples analysed for gold using the fire assay (FA50) technique, Cu and other elements via ICP OES & ICP – MS 4 Acid Digest).

Hole ID	Hole Type	Northing	Easting	RL (m)	Total Depth	Azimuth	Dip	From (m)	To (m)	Interval (m)	Au g/t	Cu %
AD0001a	DDH	9773559	484984	95	527.6	030	-60-	51	68	17	0.2	0.21
								77.1	101.4	24.3	0.13	0.17
								130	159	29	0.12	0.17
								164	183	19	0.11	0.18

Mt Dremsel Lithocap Mapping and Sampling

The mapping and sampling of the Mt Dremsel Range lithocap has been completed. The rock analyses are still pending but results of the spectral analyses and the soil geochemistry indicate anomalous areas near Mt Dremsel and Mt Tapalow. In these areas relatively elevated levels of As and Mo are associated with higher temperature advanced argillic clay minerals. These areas are being considered as future drill targets.

Forward Programme

The results from the Arie porphyry prospect drilling will be interpreted and recommendations made as to the follow up work required.

A review of the Mt Dremsel lithocap rock and soil geochemistry will be undertaken in conjunction with the spectral lithocap mineralogy, geological mapping and heli-magnetic data. It is envisaged drill hole targets will emerge from this review process.

FOSTERVILLE REGIONAL JOINT VENTURE (LOCKINGTON EAST EL4552 VICTORIA, PACRIM 23%)

A copy of the Statutory DMID report and expenditure statement were received from the Operator, Timpetra, in respect to exploration of the joint venture area. Claimed expenditure of \$1,000.00 for the year was in relation to data review including IP survey assessment.

Corporate

Board of Directors

The Board appointed Mr Simon Griffiths as a non-executive director of the Company on 29 November. Mr Griffiths, 39, is a mine planning engineer with operational and study management experience in feasibility studies, mineral asset valuation and mine development in various commodities including gold on several continents

Mr Griffiths has 12 years' experience in the resource sector, is a graduate of the Camborne School of Mines (UK), (MSc Mining Engineering) and Curtin School of Business (MSc Mineral Economics). Mr Griffiths currently works as an independent consultant and was formerly a principal mining engineer with Newcrest Mining Limited.

Joe Holloway was appointed as Sir Barry Holloway's alternate Director during the quarter.

Sir Barry Holloway sadly passed away on 16 January 2013. It is expected an appointment will be made in due course.

Capital Funding Programme

During the December Quarter the Company initiated a capital funding programme consisting of a two for three non-renounceable rights issue to meet the near term objectives including costs associated with drilling programmes. On 9 January 2013 a prospectus and personalised Entitlement and Application Forms were dispatched to eligible shareholders with the issue closing on 23 January.



Mark Maine

Executive Director

The information in this report, as it relates to Exploration Results and Resource Estimates, is based on information compiled and/or reviewed by Rodney Foster who is a Member of The Australasian Institute of Mining and Metallurgy. Rodney Foster is the Executive Chairman 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 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". Rodney Foster consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Appendix 5B Mining exploration entity quarterly report

Rule 5.3

Appendix 5B

Mining exploration entity quarterly report

 $Introduced \ o1/o7/96 \ \ Origin \ Appendix \ 8 \ \ Amended \ o1/o7/97, \ o1/o7/98, \ 30/o9/o1, \ o1/o6/10, \ 17/12/10$

Name	of	ent	ity
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REDCLIFFE RESOURCES LIMITED	
ABN	Quarter ended ("current quarter")
63-010-856-014	31 December 2012

Consolidated statement of cash flows

<i>c</i> 1 <i>i</i>		Current quarter	Year to date
Cash	flows related to operating activities	\$A'000	(12months) \$A'000
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for (a) exploration & evaluation (b) development (c) production	(151) - -	(742)
	(d) administration	(70)	(467)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	2	29
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other (provide details if material)	-	-
		(219)	(1,180)
	Net Operating Cash Flows		
	Cash flows related to investing activities		
1.8	Cash flows related to investing activities Payment for purchases of: (a) prospects	_	_
1.0	(b) equity investments	_	_
	(c) other fixed assets	(3)	(16)
1.9	Proceeds from sale of: (a) prospects	-	_
1.9	(b) equity investments	_	_
	(c) other fixed assets	-	-
1.10	Loans to other entities	_	-
1.11	Loans repaid by other entities	-	-
1.12	Other (provide details if material)	-	-
	,	(3)	(16)
	Net investing cash flows		
1.13	Total operating and investing cash flows (carried forward)	(222)	(1,196)

Redcliffe Resources Limited

Appendix 5B Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(222)	(1,196)
	Cash flows related to financing		
	activities		100
1.14	Proceeds from issues of shares, options, etc.	-	486
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 - Share Issue Costs	(13)	(68)
	Net financing cash flows	(13)	418
	Net increase (decrease) in cash held	(235)	(778)
1.20	Cash at beginning of quarter/year to date	327	870
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	92	92

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'ooo	
1.23	Aggregate amount of payments to the parties included in item 1.2		116
1.24	Aggregate amount of loans to the parties included in item 1.10		-

1.25 Explanation necessary for an understanding of the transactions

Consulting Fees	\$112	•
Rent	<u>\$4</u>	
	\$116	

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

Nil			

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

None this quarter			

Appendix 5B Mining exploration entity quarterly report

Financing facilities available

Add notes as necessary for an understanding of the position.

		Amount available \$A'ooo	Amount used \$A'ooo	
3.1	Loan facilities	0	0	
3.2	Credit standby arrangements	0	0	

Estimated cash outflows for next quarter

		\$A'000
4.1	Exploration and evaluation	150
4.2	Development	0
4.3	Production	0
4.4	Administration	100
	Total	250

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	32	27
5.2	Deposits at call	60	300
5.3	Bank overdraft	0	0
5.4	Other (provide details)	0	0
	Total: cash at end of quarter (item 1.22)	92	327

Changes in interests in mining tenements

- 6.1 Interests in mining tenements relinquished, reduced or lapsed
- 6.2 Interests in mining tenements acquired or increased

Tenement	Nature of interest	Interest at	Interest at
reference	(note (2))	beginning	end of
		of quarter	quarter

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)	Amount paid up per security (see note 3) (cents)
			(cents)	
(description)	Nil	Nil		
Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy- backs, redemptions				
⁺ Ordinary securities	76,691,063	76,691,063		Fully Paid
Ordinary securities CTG	400,000	Nil	\$2.50	2.5c
Changes during quarter (a) Increases through issues (b) Decreases through capital reconstruction	-	-		
*Convertible debt securities (description)	Nil	Nil		
Changes during quarter (a) Increases through issues (b) Decreases through securities matured,				
Options (description			Exercise	Expiry date
and conversion factor)	3.883.975	3.883.975		30 Nov 2013
Issued during quarter	2,225,2.0	-,,	200	33 1107 2010
Exercised during quarte r	Nil	Nil		
Expired during quarter	Nil	Nil		
Debentures (totals only)	Nil	Nil		<u> </u>
Unsecured notes (totals only)	Nil	Nil		
	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy- backs, redemptions +Ordinary securities FP Ordinary securities CTG Changes during quarter (a) Increases through issues (b) Decreases through capital reconstruction +Convertible debt securities (description) Changes during quarter (a) Increases through issues (b) Decreases through issues (b) Decreases through securities matured, converted Options (description and conversion factor) Issued during quarter Exercised during quarter Exercised during quarter Expired during quarter Debentures (totals only) Unsecured notes	Preference *securities (description) Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buybacks, redemptions *Ordinary securities FP Ordinary securities CTG Changes during quarter (a) Increases through issues (b) Decreases through capital reconstruction *Convertible debt securities (description) Changes during quarter (a) Increases through issues (b) Decreases through securities (description) Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted Options (description and conversion factor) Issued during quarter Exercised during quarter Exercised during quarter Exercised during quarter Exercised during quarter Nil Debentures (totals only) Unsecured notes Nil	Preference *securities (description) Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buybacks, redemptions *Ordinary securities FP Ordinary securities CTG Changes during quarter (a) Increases through issues (b) Decreases through issues (b) Decreases through capital reconstruction *Convertible debt securities (description) Changes during quarter (a) Increases through issues (b) Decreases through issues (b) Decreases through issues (b) Decreases through issues (b) Decreases through issues (converted) *Options (description and conversion factor) Issued during quarter Exercised during quarter Exercised during quarter Expired during quarter Nil Nil *Nil *Debentures (totals only) *Unsecured notes Nil Nil Nil Nil Nil Nil Nil Nil	Preference *securities (description) Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buybacks, redemptions *Ordinary securities CTG Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buybacks, redemptions *Ordinary securities CTG Changes during quarter (a) Increases through issues (b) Decreases through capital reconstruction *Convertible debt securities (description) Changes during quarter (a) Increases through issues (b) Decreases through securities (description) Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted Options (description and conversion factor) Issued during quarter Exercised during quarter Exercised during quarter Exercised during quarter Nil Nil Debentures (totals only) Unsecured notes Nil Nil Nil Nil Nil Nil Nil Nil

Compliance statement

- 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 5).
- This statement does give a true and fair view of the matters disclosed.

Sign here:

Date: 31 JANUARY 2013

(Chairman / CEO)

Kodsey Proster

Print name: Rodney Foster

Notes

- 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.
- 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.
- 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.
- The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.
- Accounting Standards ASX will accept, for example, the use of International Financial Reporting 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.