

QUARTERLY ACTIVITIES REPORT

For the Quarter ended 30 September 2015



1. Jubilee Reef Project/Northern Tanzania (Liontown 100%)

The Jubilee Reef Project is located approximately 850km northwest of Dar es Salaam within the Lake Victoria Goldfield of northern Tanzania (see Figures 1 and 2). This Archaean greenstone-granite terrain hosts several multimillion ounce gold deposits including Acacia Mining's Bulyanhulu deposit and AngloGold Ashanti's Geita deposit.



RC drilling – Jubilee Reef Project



Figure 1: Map of Tanzania showing location of Jubilee Reef

INVESTMENT HIGHLIGHTS

TANZANIA

- Multiple gold zones identified at Jubilee Reef with significant drill intersections.

AUSTRALIA

- High grade, drill ready, possible low sulphidation epithermal gold target defined at Allandale prospect in Charters Towers region of North Queensland



Quartz vein breccia – Allandale Prospect

For further information, please contact:

Mr David Richards
 Managing Director
 Liontown Resources Limited
 Telephone +61 8 9322 7431

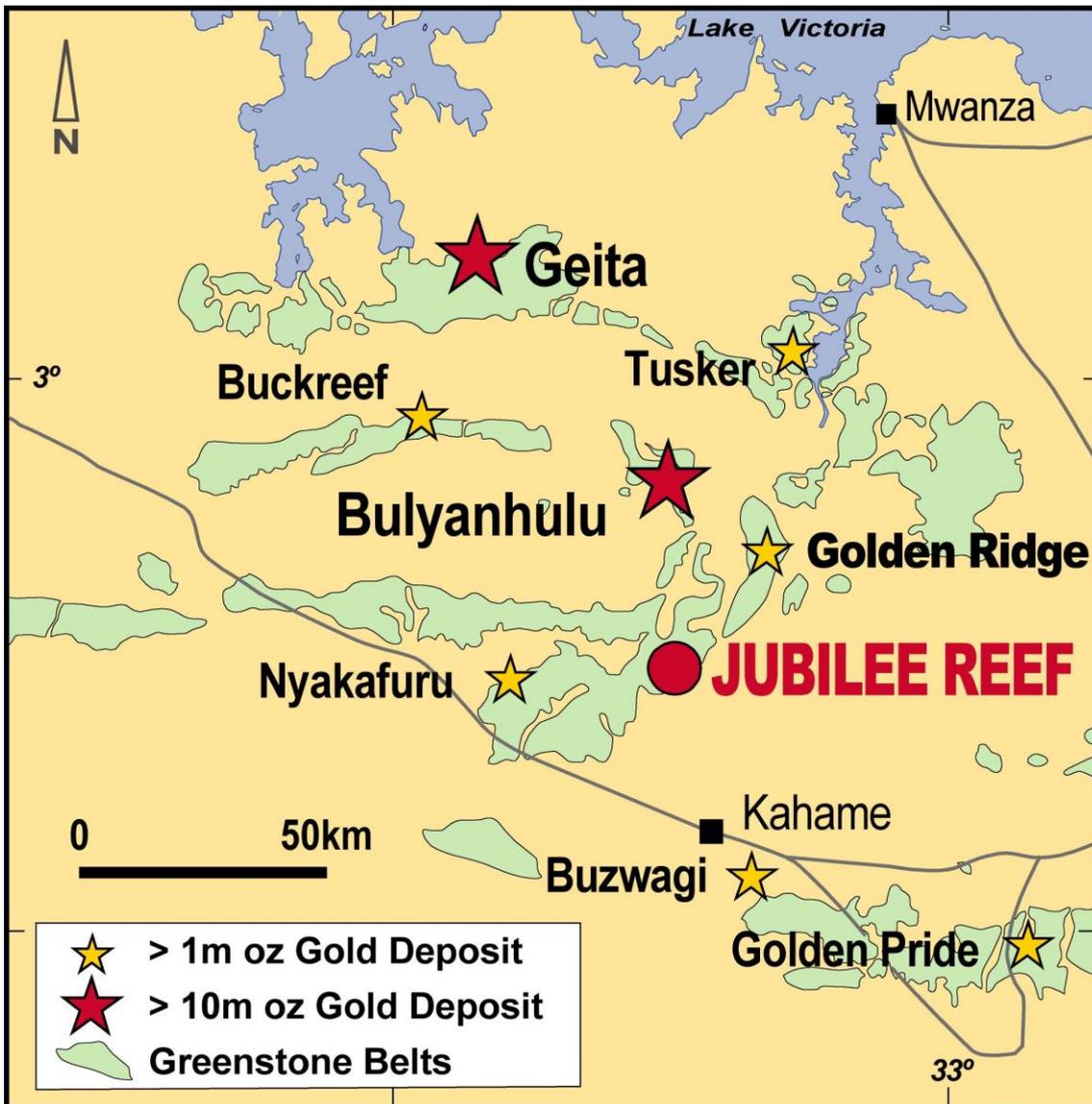


Figure 2: Lake Victoria Goldfield (northern Tanzania) showing location of Jubilee Reef and major gold deposits

Liontown completed an RC drilling program at Jubilee Reef in early July and all assays have been received and processed.

18 holes were completed for total 2,224 metres with 14 holes (1,644m) drilled at the Simba prospect and 4 holes (580m) drilled at the Chela prospect (see Figure 3).

Better results from the drilling at Simba include:

- JBRRC138 7m @ 1.1g/t gold from 42m
- JBRRC139 10m @ 1.4g/t gold from 91m
- JBRRC140 7m @ 2.8g/t gold from 49m and
8m @ 2.4g/t gold from 75m and
11m @ 2.1g/t gold from 121m

(See Appendix 1 for a full listing of RC holes drilled at Simba.)

The latest intersections combined with previous drill results define a 1km long, SW/NE trending arcuate zone of continuous gold mineralisation (Figure 4) largely hosted by carbonate-altered syenite. The mineralised trend is open along strike where it is obscured by transported cover and there are a number of significant intersections to the east and southeast implying potential for parallel zones.

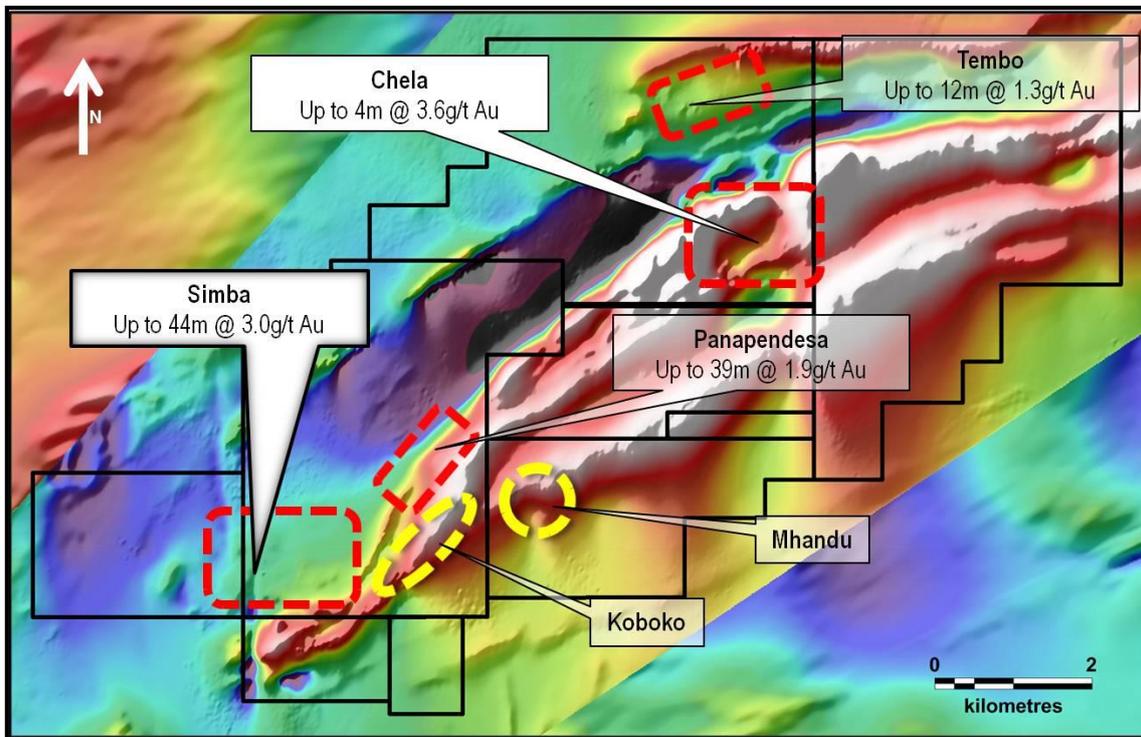


Figure 3: Jubilee Reef Project - Tenure and prospects on magnetic image

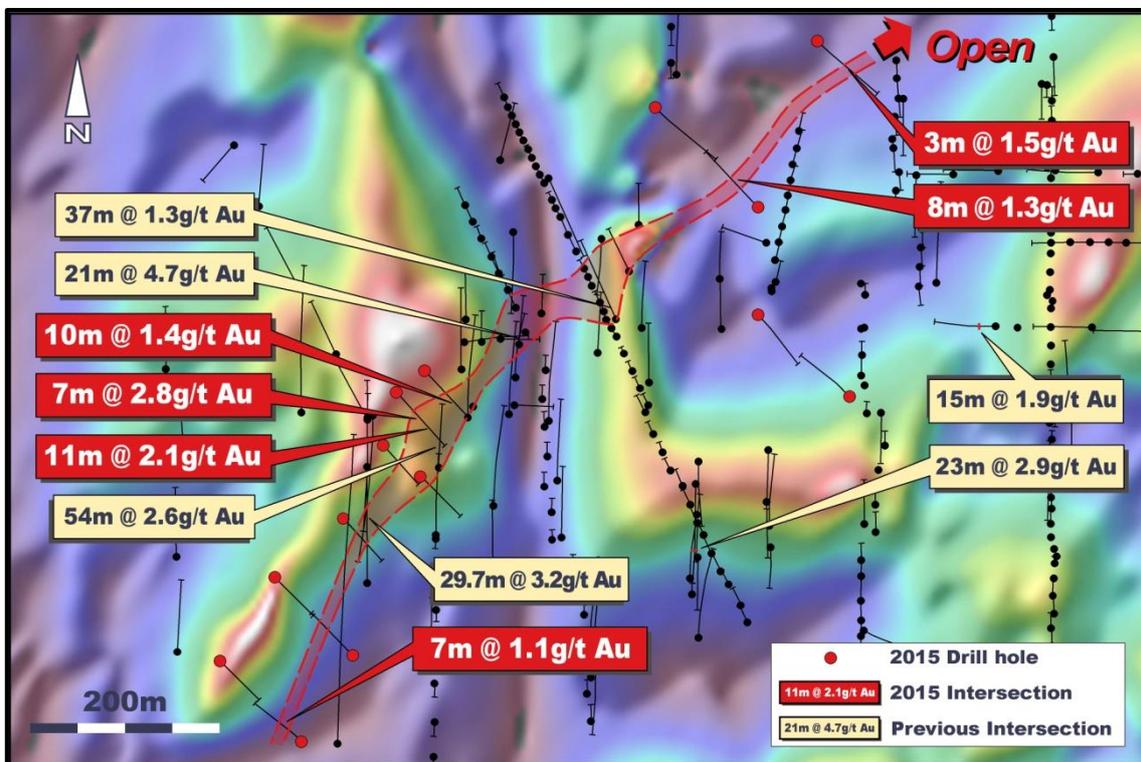


Figure 4: Jubilee Reef Project - Simba drill hole plan on magnetic image

The drilling at Chela, located 8km east of Simba, targeted the eastern part of large syenite intrusion where it is cut an arcuate, N/S trending fault zone (i.e. Chela Fault). Better intersections included:

- JBRR143 3m @ 1.0g/t gold from 56m
- JBRR146 5m @ 1.1g/t gold from 25m

(See Appendix 2 for a full listing of RC holes drilled at Chela.)

2. Mount Windsor Project/Northern Queensland, Australia (Liontown 100%)

The Mount Windsor Project is located in the Charters Towers goldfield (Figure 5) of North Queensland which has yielded over 15 million ounces of gold from world-class mines such as Charters Towers (+7Moz), Kidston (+4Moz), Pajingo (+3Moz), Ravenswood (+2Moz) and Mt Leyshon (2.7Moz).



Figure 5: Mt Windsor Project - Location plan showing existing tenure, prospects, regional geology and major deposits

Four RC holes (ALRC11-14) for a total 1,103m were drilled to test for deep gold mineralisation at the Allandale prospect. (NB Holes were drilled with the assistance of Queensland government Round 8 CDI grant number 292).

All holes intersected anomalous gold values and the eastern most hole (ALRC11) also recorded strong antimony mineralisation. Better intersections (Figures 6a and 6b) included:

- ALRC14 4m @ 1.7g/t gold from 21m, including
 1m @ 3.4g/t gold from 22m
- ALRC11 1m @ 1.1% antimony from 45m and
 2m @ 1.8% antimony from 113m and
 1m @ 2.8% antimony from 120m

(Drill hole statistics and significant assays are listed in Appendix 3).

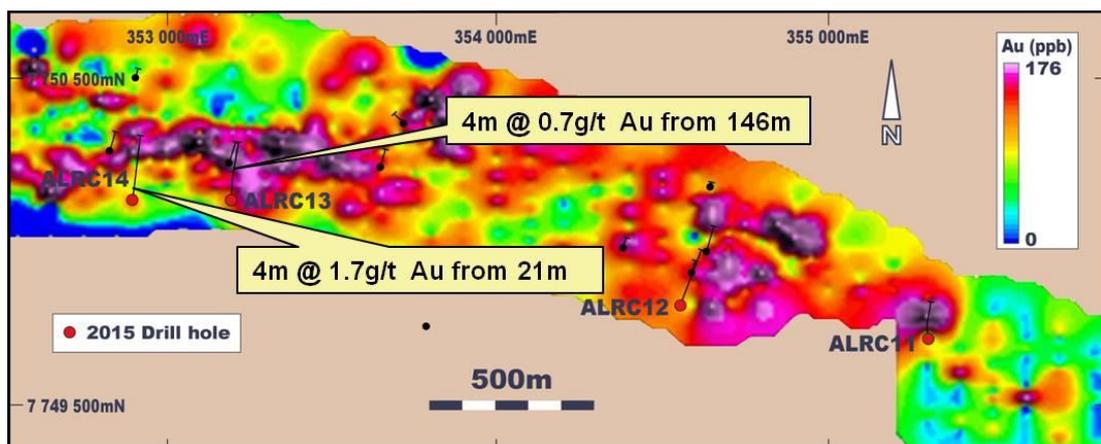


Figure 6A: Allandale Prospect - Gold-in-soils image showing better drill results.

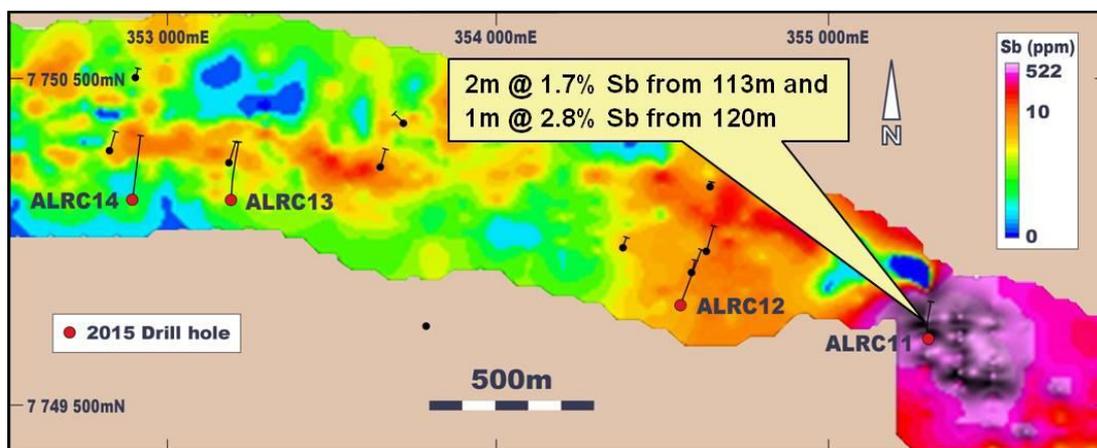


Figure 6B: Allandale Prospect - Antimony-in-soils image showing better drill results.

3. Tenement schedules and expenditures

In accordance with ASX Listing Rule 5.3, please refer to Appendix 4 for listing of tenements. In addition, during the quarter the Company has spent \$528,980 on exploration and evaluation activities (YTD: \$528,980) and \$72,491 on administration costs (YTD \$72,491).

4. Corporate

Cash Balance

At the end of the Quarter, Liontown's cash balance was approximately \$412,638. Please refer to the attached Appendix 5B for further details.

DAVID RICHARDS
Managing Director

29 October 2015

The Information in this report that relates to the Exploration Results of the Jubilee Reef Project is extracted from the ASX announcement entitled "Jubilee Reef Project Drilling Results" released on 5 August 2015 and is available on www.asx.com.au

The Information in this report that relates to the Exploration Results of the Mt Windsor Project is extracted from the ASX announcement entitled "Allandale prospect drilling results" released on 14 August 2015 and is available on www.ltresources.com.au.

The company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

This announcement contains forward-looking statements which involve a number of risks and uncertainties. These forward looking statements are expressed in good faith and believed to have a reasonable basis. These statements reflect current expectations, intentions or strategies regarding the future and assumptions based on currently available information. Should one or more of the risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary from the expectations, intentions and strategies described in this announcement. No obligation is assumed to update forward looking statements if these beliefs, opinions and estimates should change or to reflect other future developments.

APPENDIX 1: Simba – RC Drilling Statistics

HOLEID	Easting	Northing	Azimuth	Dip	RL	DEPTH	Significant Intersections (>0.5g/t Au)			
							From	To	Interval	Grade
JLRR31	9155	6320	335	-60	1244.1	100	13	17	4	1.14
							28	33	5	1.59
							62	73	11	1.12
JLRR9	9019	6438	14	-60	1254.6	125	91	92	1	1.06
JRRC-1	9300	6350	290	-60	1242.1	98				
JRRC-2	9000	6245	360	-60	1242.3	65	6	27	21	0.93
							48	51	3	3.00
JBRR018	9042	6254	335	-60	1242.64	175	4	6	2	1.32
							17	24	7	1.22
							26	29	3	0.98
							42	69	27	2.76
							80	87	7	1.09
							104	107	3	2.24
							138	144	6	1.20
153	158	5	1.00							
JBRR019	9136	6272	335	-60	1242	175	9	46	37	1.30
JBRR020	9064	6418	155	-60	1253.1	175	107	109	2	1.27
							130	131	1	6.28
JBRR041	9030	6208	360	-60	1241	132	36	44	8	0.74
							70	91	21	4.66
							94	99	5	1.00
							102	132	30	1.40
JBRR042	9029	6364	180	-60	1250.6	165	114	117	3	1.16
							133	137	4	1.49
JBRR043	9120	6236	360	-60	1241.7	123	3	4	1	1.20
							49	55	6	1.08
							100	102	2	0.96
							114	115	1	1.65
JBRR044	9123	6356	180	-60	1246.4	129	31	36	5	2.08
							53	55	2	1.28
							70	72	2	2.38
							82	83	1	1.41
JBRR045	9216	5991	360	-60	1241.7	135	12	32	20	2.33
							50	73	23	2.93
							76	82	6	1.46
JBRR046	9222	6131	180	-60	1241.1	135	127	128	1	3.65
							56	57	1	1.16
							122	128	6	2.11
JBRR047	9600	6027	360	-60	1243.3	140	109	112	3	2.11
JBRR048	9602	6171	180	-60	1241	39				
JBRR049	9610	6176	180	-60	1240.9	79				
JBRR050	9617	6172	360	-60	1240.9	130	53	57	4	1.25
							86	92	6	1.59
							125	127	2	1.15
JBRR051	9477	6305	360	-60	1241.9	190	16	20	4*	0.66
							109	111	2	2.14
JBRR052	9451	6431	180	-60	1242.8	120	18	22	4	1.1
							26	33	7	1.26
							93	97	4	1.05
							117	120	3	1.73

* 1-4m composite samples

APPENDIX 1 (cont): Simba – RC Drilling Statistics

HOLEID	Easting	Northing	Azimuth	Dip	RL	DEPTH	Significant Intersections (>0.5g/t Au)			
							From	To	Interval	Grade
JBRR053	9441	6506	180	-60	1243.3	112	22	25	3	1.08
JBRR054	9598	6101	180	-60	1241.9	84	23	24	1	1.02
JBRR061	8980	6267	360	-60	1244	100				
JBRR062	8970	6201	360	8923	1241.4	150	32	44	12	0.68
							48	49	1	1.39
							77	86	9	0.55
							137	144	7	1.1
JBRR063	8983	6161	360	-60	1240.2	200	141	148	7	0.98
							154	155	1	2.99
JBRR064	9062	6273	360	-60	1243.1	80	21	26	5	0.89
							45	55	10	0.89
JBRR065	9064	6161	360	-60	1240.9	200	16	17	1	1.1
							27	29	2	1.33
JBRR066	9024	6164	360	-60	1240.6	200	13	15	2	1.24
							90	91	1	2.48
							133	161	28	1.95
							162	183	21	1.46
JBRR067	9174	6201	360	-60	1239.1	124	68	70	2	0.89
							99	103	4	1.22
JBRR068	9166	6260	360	-60	1241.1	134	3	6	3	1.47
							15	20	5	1.03
							27	34	7	0.83
							50	52	2	1.23
							86	95	9	1.31
JBRR069	9164	6371	360	-60	1246.3	90				
JBRR070	9220	6098	180	-60	1241.7	187	128	131	3	1.6
JBRR071	9600	6291	180	-60	1241	111	73	74	1	3.97
JBRR072	9590	6298	360	-60	1241	150	122	129	7	1.21
JBRR073	9604	6428	180	-60	1242.1	129	31	37	6	1.22
							59	66	7	1.6
JBRR074	9594	6428	360	-60	1241.7	123	29	41	12	1.07
							43	47	4	1.21
							55	61	6	0.93
							89	91	2	2.1
							96	99	3	3.3
JBRR075	9601	6548	180	-60	1242.2	87	51	57	6	0.95
JBRR076	9582	6522	180	-60	1242.3	33	Hole abandoned before target depth			
JBRR077	9587	6521	180	-60	1242.3	95				
JBRR078	9027	6178	90	-60	1240.7	80				
JBRR079	9015	6245	90	-60	1242.7	81	1	20	19	1.17
							22	24	2	0.86
							30	33	3	1.31
JBRR080	8982	6247	80	-60	1242.2	130	35	56	21	1.24
							110	123	13	1.43
JBRR081	8988	6180	90	-60	1240.4	81	32	33	1	1.53
							62	63	1	1.36
JBRR082	9494	6423	270	-60	1242.8	118	49	60	11	1.38
JBRR083	9568	6430	270	-60	1241.7	96				
JBRR084	9545	6428	270	-60	1242.5	120				

* 1-4m composite samples

APPENDIX 1 (cont): Simba – RC Drilling Statistics

HOLEID	Easting	Northing	Azimuth	Dip	RL	DEPTH	Significant Intersections (>0.5g/t Au)			
							From	To	Interval	Grade
JBRRC085	9645	6427	270	-60	1241.9	150	32	36	4*	0.99
							66	71	5	2
JBRRC086	9715	6425	270	-60	1241.9	85	Hole abandoned before target depth			
JBRRC087	9690	6425	270	-60	1241.3	32				
JBRRC088	9715	6260	270	-60	1240.4	150	144	148	4*	0.91
JBRRC089	9641	6261	270	-60	1241.2	119	4	8	4*	0.91
							40	44	4*	1.33
JBRRC090	9562	6260	270	-60	1241.6	114	12	16	4*	1.7
							72	87	15	1.92
JBRRC092	9315	5865	115	-60	1258.4	129				
JBRRC093	9398	5942	115	-60	1251.2	99				
JBRRC094	9300	6029	180	-60	1244.4	87				
JBRRC095	9296	6078	180	-60	1243	110				
JBRRC096	9299	6129	180	-60	1241.1	130	113	117	4	15.44
JBRRC097	9230	6068	180	-60	1243.8	100	24	30	6	1.15
							38	39	1	1.19
							52	66	14	3.17
JBRRC098	9226	6017	180	-60	1245.5	100	10	11	1	1.13
							16	17	1	1.02
JBRRC099	9120	6016	180	-60	1244.5	153	124	128	3	0.77
							136	152	16	0.82
JBRRC100	9120	5911	180	-60	1249.1	150	24	27	3	1.04
							36	40	4	1.05
							49	55	6	0.94
							72	76	4	0.91
JBRRC102	10002	6218	180	-60	1239	29				
JBRRC103	10017	6217	180	-60	1239.2	63				
JBRRC104	10001	6192	180	-60	1239.1	86	33	40	7	1.13
JBRRC111	9593	6162	180	-60	1241.2	130				
JBRRC112	9418	6173	180	-60	1240.1	100				
JBRRC113	9402	6261	180	-60	1241.3	105	80	81	1	1.02
							87	88	1	1.06
							91	92	1	1.51
							104	105	1	1.02
JBRRC114	9398	6309	180	-60	1241.1	120				
JBRRC115	9248	6258	360	-60	1240.3	100	29	31	2	1.17
JBRRC116	9249	6310	360	-60	1240.9	100	41	44	3	1.21
							46	49	3	0.82
JBRRC117	8945	6035	360	-60	1238.4	150	126	128	2	1.02
							146	149	3	0.76
JBRRC118	8950	6110	360	-60	1238.4	120	24	78	54	2.6
							116	120	4	1.6
JBRRC119	8948	5986	360	-60	1240.2	117				
JBRRC120	8945	5916	360	-60	1243.2	111	65	66	1	1.32
JBRRC121	9009	5999	360	-60	1242.2	150				
JBRRC122	9000	6068	360	-60	1240.4	183				
JBRRC123	9093	6039	360	-60	1241.9	150				
JBRRC124	9078	6097	360	-60	1240.8	150				
JBRRC125	9222	5932	360	-60	1251.1	153	106	107	1	1.68
							121	122	1	1.01
							127	128	1	1.12

* 1-4m composite samples

APPENDIX 1 (cont): Simba – RC Drilling Statistics

HOLEID	Easting	Northing	Azimuth	Dip	RL	DEPTH (EoH)	Significant Intersections (>0.5g/t Au)			
							From	To	Interval	Grade
JBRRC126	9204	6689	360	-60	1250.8	147				
JBRRC127	9201	6532	360	-60	1249.7	130	94	95	1	1.02
JBRRC128	9544	6262	270	-60	1241.6	123	28	44	16	1.09
							84	87	3	1.11
							38	40	2	1.29
JBRRC129	9399	6205	360	-60	1240.5	105	81	85	4	1.04
							89	94	5	1.27
JBRRC130	9401	6058	360	-60	1245.1	93				
JBRRC131	9301	6051	360	-60	1244.1	141	108	110	2	1.68
							116	122	6	1.51
JBRRC132	9111	5889	360	-60	1250.5	150	7	15	8	0.74
							70	75	5	0.79
							104	109	5	0.65
JBRRC134	8854	6057	135	-55	1237.5	100	39	40	1	0.96
JBRRC135	8864	5912	315	-55	1240.8	105	26	28	2	0.78
JBRRC136	8782	5995	135	-55	1235.9	100				
JBRRC137	8724	5906	135	-55	1237.5	100				
JBRRC138	8810	5820	315	-55	1243.5	105	26	30	4	1
							42	49	7	1.14
							54	56	2	0.87
							58	63	5	0.72
							69	71	2	0.84
JBRRC139	8940	6214	135	-55	1243.5	120	13	16	3	0.85
							29	30	1	1.37
							46	47	1	1.8
							51	69	18	0.75
							91	101	10	1.37
JBRRC140	8910	6191	135	-55	1239	135	21	25	4	0.76
							28	30	2	0.92
							42	46	4	0.7
							49	56	7	2.78
							63	70	7	1.31
							75	83	8	2.37
							107	112	5	1.58
							115	116	1	1.5
121	133	11	2.05							
JBRRC141	8896	6135	135	-55	1237.5	100	58	59	1	1.49
							90	97	7	1.13
JBRRC142	8935	6102	135	-55	1237.5	100	8	13	5	1.93
							23	26	3	1.24
							39	41	2	2.59
JBRRC147	9183	6494	135	-55	1251	150	16	20	4*	0.58
							32	36	4*	0.87
JBRRC148	9291	6388	315	-55	1243.2	140	20	24	4*	0.73
							48	72	24*	0.56
JBRRC149	9354	6565	135	-55	1247.5	150	80	92	12*	1.02
JBRRC150	9388	6187	315	-55	1240	117				
JBRRC151	9291	6274	135	-55	1241	120				
MSDD0032	8810	6170	0	-60.56	1235	311.1	53	59	6	1.69
							80	81	1	3.69
MSRC0021	8739	6454	225	-60	1246	124	88	89	1	0.81

* 1-4m composite samples

APPENDIX 1 (cont): Simba – RC Drilling Statistics

HOLEID	Easting	Northing	Azimuth	Dip	RL	DEPTH (EoH)	Significant Intersections (>0.5g/t Au)			
							From	To	Interval	Grade
MSRC0022	8879	6165	330	-60	1235	150	55	57	2	1.6
MSRC0023	8846	6232	330	-60	1237	115				
MSRC0024	8805	6306	330	-60	1237	154	123	124	1	1.67
MSRC0025	8765	6389	0	-60	1245	150	22	23	1	1.09
							109	111	2	1.32
MSRC0028	8879	6112	180	-60	1234	161	137	143	6	2.78
MSRC0032	8879	6162	0	-60.82	1235	57				
MSRC0034	8679	5915	0	-60	1235	154	127	128	1	1.09
MSRC0035	8678	6016	0	-60	1224	154	18	19	1	1.09
							70	71	1	1.19
MSRC0036	8686	6116	360	-61	1224	164	124	125	1	1.32
MSRC0037	8667	6216	0	-60.41	1224	151	147	149	2	1.04
MSRC0038	8470	6215	0	-60.34	1224	94				
MSRC0039	8479	6115	0	-60	1225	160				
MSRC0040	8481	6015	0	-60	1222	164				
MSRC0041	8479	5907	0	-60	1222	66				
MSRCDD0027	8885	6166	180	-58.3	1235	367.2	18	19	1	2.05
							96	98	2	1.13
							210.65	214.65	4	2
							280	282	2	3.12
							291.32	292.32	1	1.13
							323.32	326.32	3	1.15
MSRCDD0029	8879	5989	0	-60	1238	429.7	18	19	1	1.82
							73	74	1	1.24
							114	143.7	29.7	3.15
							226.78	247	20.22	2.6
							286	290	4	2.67
							348	349	1	7.3
							355	356	1	1.83
MSRCDD0033	8848	5818	0	-60.71	1241	648.6	66	69	3	0.75
							109	110	1	1.31
							179	180	1	1.28
							362	363	1	1.03
							410	411	1	1.07
							453	456	3	0.93
							471	472	1	2.35
							518	519	1	1.82
							608	609	1	1.02
							611	612	1	1.4
							614	615	1	1.08
							618	623	5	0.82
							625	626	1	2.07
							639	641	2	1.18

* 1-4m composite samples

APPENDIX 2: Chela –RC Drilling Statistics

HOLEID	EAST	NORTH	RL	Azimuth	Dip	DEPTH (EoH)	DATE	Significant Intersections (>0.5g/t Au)			
								mFROM	mTO	Interval (m)	Au (g/t)
JBRR055	5236	10914	1328.7	155	-60	118	30-May-12	NSA			
JBRR056	5302	10806	1329.3	335	-60	130	01-Jun-12	NSA			
JBRR057	5303	10795	1329.1	155	-60	148	02-Jun-12	20	24	4*	0.86
								111	117	6	0.59
JBRR058	5374	10652	1330.9	335	-60	158	04-Jun-12	NSA			
JBRR059	5587	10943	1352.5	155	-60	156	06-Jun-12	63	64	1	0.62
								92	94	2	1.29
JBRR060	5657	10817	1356.7	335	-60	155	08-Jun-12	108	110	2	1.02
JBRR143	5980	10223	1358.5	315	-55	150	29-Jun-15	56	59	3	1.01
JBRR144	5862	10337	1344	135	-55	130	30-Jun-15	NSA			
JBRR145	5866	10884	1374	305	-55	150	02-Jul-15	NSA			
JBRR146	5723	10985	1372	125	-55	150	03-Jul-15	25	30	5	1.14

*4m composite samples

APPENDIX 3: Allandale – RC Drilling Statistics

HOLEID	Year Drilled	EAST	NORTH	RL	DEPTH	AZIMUTH	DIP	Significant (>0.5g/t) Au				Significant (>1%) Sb			
								From	To	Interval	Grade	From	To	Interval	Grade
RC92AL01	1992	354633	7749967	367.8	156	17	-60	No significant results				No significant results			
RC92AL02		354589	7749902	364.2	72	17	-60								
RC92AL03		354381	7749976	365.2	63.5	17	-60								
RC92AL04		353716	7750356	370.1	78	17	-60								
RC92AL05		353647	7750223	376.2	108	17	-60								
RC92AL06		353189	7750235	386	132	17	-60								
RC92AL07		352829	7750272	394.8	120	17	-60								
RC92AL08		352384	7750282	388.5	117	17	-60								
RC92AL09		352906	7750496	384.5	54	17	-60								
RC92AL10		354644	7750163	360.5	25	17	-60								
ALRC11	2015	355301	7749700	360.5	200	0	-55	No significant results				45	46	1	1.1
ALRC12												113	115	2	1.8
												120	121	1	2.8
ALRC13		353198	7750126	380.4	305	0	-55	117	118	1	0.6	No significant results			
ALRC14								146	150	4	0.7				
								152	153	1	0.7				
ALRC14	352902	7750125	387.5	299	0	-55	21	25	4	1.7					
							incl. 1m @ 3.4g/t Au from 22m								
							32	33	1	0.7					
							38	39	1	0.8					

APPENDIX 4

The following information is provided in accordance with ASX Listing Rule 5.3 for the quarter ended 30 September 2015:

1. Listing of tenements held:

Location	Project	Tenement No.	Registered Holder	Nature of interests
Tanzania	Jubilee Reef	PL4495/2007	Liontown Resources (T) Limited	100%
		PL6168/2009	Liontown Resources (T) Limited	100%
		PL8125/2012	Liontown Resources (Tanzania) Limited	100%
		PL8304/2012	Liontown Resources (Tanzania) Limited	100%
		PL9711/2014	Currie Rose Resources (T) Limited	100% - pending transfer
		PL9973/2014	Liontown Resources (Tanzania) Limited	100%
		PL10222/2014	Currie Rose Resources (T) Limited	100% - pending transfer
			PL10599/2015 (formerly HQ-P28817)	Liontown Resources (Tanzania) Limited
	Mohanga	PL10724/2015	Liontown Resources (Tanzania) Limited	100% - application recommended
Australia	Mt Windsor	EPM16920	Liontown Resources Limited	100% direct
		EPM16227	Liontown Resources Limited	100% direct

2. Listing of tenements acquired (directly or beneficially) during the quarter:

No tenements were acquired during the Quarter.

3. Tenements relinquished, reduced or lapsed (directly or beneficially) during the quarter:

No tenements lapsed or were relinquished or reduced during the Quarter.

4. Listing of tenements applied for (directly or beneficially) during the quarter:

Location	Project	Tenement No.	Registered Holder	Nature of interests
Tanzania	Mohanga	PL10724/2015	Liontown Resources (Tanzania) Limited	0% - In application

Appendix 5B

Mining exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10

Name of entity

Liontown Resources Limited

ABN

39 118 153 825

Quarter ended ("current quarter")

30 September 2015

Consolidated statement of cash flows

Cash flows related to operating activities	Current quarter \$A	Year to date (3 months) \$A
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for (a) exploration & evaluation	(528,980)	(528,980)
(b) development	-	-
(c) production	-	-
(d) administration	(72,491)	(72,491)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	1,605	1,605
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other (provide details if material)	-	-
Net Operating Cash Flows	(599,866)	(599,866)
Cash flows related to investing activities		
1.8 Payment for purchases of:		
(a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	-
1.9 Proceeds from sale of:		
(a) prospects	-	-
(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)	-	-
Net investing cash flows	-	-
1.13 Total operating and investing cash flows (carried forward)	(599,866)	(599,866)

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(599,866)	(599,866)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	771,024	771,024
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 (application monies held on trust)	(690,554)	(690,554)
	Net financing cash flows	80,470	80,470
	Net increase (decrease) in cash held	(519,396)	(519,396)
1.20	Cash at beginning of quarter/year to date	907,882	907,882
1.21	Exchange rate adjustments to item 1.20	24,152	24,152
1.22	Cash at end of quarter	412,638	412,638

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
1.23	Aggregate amount of payments to the parties included in item 1.2	67,892
1.24	Aggregate amount of loans to the parties included in item 1.10	Nil

1.25 Explanation necessary for an understanding of the transactions

Item 1.23 consists of, the salary and superannuation paid to the Managing Director (\$39,921), PAYG and superannuation for non executive directors (\$5,971), and service charges paid to Chalice Gold Mines Ltd (a director related entity) for the provision of corporate services, office rent and technical personnel (\$22,000).

Item 1.14 and 1.19 – Represents the transfer of application monies held in trust to the Company on completion of the 1-for-4 non-renounceable rights issue in July 2015. Under the non-renounceable rights issue, 115,530,219 fully paid ordinary shares (including the shortfall shares) were issued at \$0.007 per share.

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

Nil

+ See chapter 19 for defined terms.

Financing facilities available

Add notes as necessary for an understanding of the position.

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

Estimated cash outflows for next quarter

	\$A
4.1 Exploration and evaluation	100,000
4.2 Development	-
4.3 Production	-
4.4 Administration	80,000
Total	180,000

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	Previous quarter \$A
5.1 Cash on hand and at bank	412,638	217,330
5.2 Deposits at call	-	-
5.3 Bank overdraft	-	-
5.4 Other (application monies held on trust)	-	690,552
Total: cash at end of quarter (item 1.22)	412,638	907,882

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

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	N/A		
6.2	Interests in mining tenements acquired or increased	N/A		

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	Nil	Nil	N/A
	(b) Decreases through returns of capital, buy-backs, redemptions	Nil	Nil	N/A
7.3	+Ordinary securities	576,300,067	576,300,067	N/A
7.4	Changes during quarter			
	(a) Increases through issues	115,530,219 333	115,530,219 333	\$0.007 \$0.05
	(b) Decreases through returns of capital, buy-backs	Nil	Nil	N/A
7.5	+Convertible debt securities			
	<i>(description)</i>			

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

7.6	Changes during quarter				
	(a) Increases through issues	Nil	Nil	N/A	N/A
	(b) Decreases through securities matured, converted	Nil	Nil	N/A	N/A
7.7	Options (description and conversion factor)				
	Listed options	Nil	Nil	N/A	N/A
	Unlisted options			<i>Exercise price</i>	<i>Expiry date</i>
		2,000,000	Nil	\$0.01727	30 November 2016
		2,000,000	Nil	\$0.02302	30 November 2016
		1,850,000	Nil	\$0.05000	30 June 2017
7.8	Issued during quarter	Nil	Nil	N/A	N/A
7.9	Listed Options			<i>Exercise price</i>	
	Exercised during quarter	333	Nil	\$0.05	\$0.05
	Unlisted Options				
	Exercised during quarter	Nil	Nil	N/A	N/A
7.10	Listed Options			<i>Exercise price</i>	<i>Expiry date</i>
	Expired during quarter	32,645,370	Nil	\$0.05	27 September 2015
	Unlisted Options				
	Expired during quarter	Nil	Nil	N/A	N/A
7.11	Debentures (totals only)	Nil	Nil		
7.12	Unsecured notes (totals only)	Nil	Nil		

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

Sign here:



Date: 29 October 2015

Print name:

(Company secretary)
Leanne Stevens

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 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.
- 5 **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.

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