

ASX Release
29 July 2010

ABN 51 105 991 740

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Directors/Officers

Brian Gilbertson
Paul Murray
Andrew Bell
Priyank Thapliyal
Sun Moon Woo

Greg Durack
Robert Benussi
Charles Guy

Issued Capital:

Shares: 369,386,471
Unlisted Opts: 12,100,000

ASX Symbol:

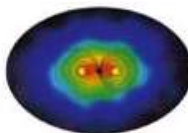
JMS

Currently Exploring for:

- Iron Ore
- Manganese

Jupiter Mines Limited

June 2010 Quarterly Report



Corporate

- Jupiter to acquire 49.9% stake in world class Tshipi Kalahari Manganese Project in South Africa
- The Tshipi Project has a JORC 2004 and SAMREC compliant Total Mineral Resource of 163 M tonnes at 37%Mn
- EGM for Tshipi Project acquisition set for 12 August 2010
- Brian Gilbertson appointed to the Board as Non-Executive Director, and assumed the role of Acting Chairman
- Value of Marketable Securities \$9.7M
- Cash position of \$6.769M

Central Yilgarn Iron Project

- RC Drill program of 11000 metres to test magnetite potential at Mt Ida commenced
- Structural mapping completed on Mt Ida
- Level Two Vegetation Survey completed at Mt Ida Magnetite Project

Oakover Manganese Project

- Wide spaced reverse circulation drilling completed over priority VTEM anomalies at Oakover Manganese Project, with significant intersections including:
 - 2m at 35.35% Mn from 17m (100KRC077)
 - 4m at 31.21% Mn from 33m including 1m at 49.60% (100KRC057)
 - 4m at 26.89% Mn from surface (100KRC022)
 - 6m at 25.02% Mn from 12m (100KRC001)
- 19 significant intercepts of over 15% Mn encountered in 17 holes
- Follow-up gravity survey and further drilling planned
- A new VTEM survey to be conducted on eastern tenement, E45/2639
- Tenement EL45/3457 granted increasing Oakover ground position

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Overview

During the June 2010 Quarter Jupiter Mines Limited (ASX:JMS) completed a first pass RC drill program on the priority anomalous areas on its Oakover Manganese Project.

The VTEM Survey completed by Geotech Airborne Pty Ltd, was an effective exploration tool for manganese. The VTEM conductors interpreted from the VTEM survey correctly identified manganese mineralisation at shallow depths. The Oakover Projects first drill program intersected medium grade manganese and iron mineralisation in the conductive zones.

The drill data will be evaluated in order for a gravity survey to be planned over those areas in the September Quarter, from which the next follow up drill program will be planned.

Another VTEM geophysical Survey is also planned to be undertaken in the September quarter on the eastern most tenement at Oakover.

On the Central Yilgarn Iron Project, further work was undertaken on the Mt Ida Magnetite Project with a Level 2 Flora and Vegetation Survey completed to enable approval of a large scale Program of Works. Also, a geological structural mapping program was commissioned focussing on the mineralised Banded Iron Formation (BIF) units.

An RC drill program of up to 11,000 metres commenced on 20 July 2010, targeting the magnetic anomalies in the central area of Mt Ida. The drilling will test the interpreted geological model for magnetite and will in conjunction with the geological structural mapping enable the generation of an initial inferred magnetite resource at Mt Ida.

On the Corporate front, the paper work required for the acquisition of a 49.9% stake in the world class Tshipi Kalahari Manganese Project in South Africa was completed with the notice of meeting materials posted on Monday 12 July 2010. The Extraordinary General Meeting for the Tshipi transaction approval is to be held on Thursday 12 August 2010. Mr Brian Gilbertson was appointed to the board of Jupiter as Non Executive Director on June 22, 2010, assuming the role of Acting Non Executive Chairman, replacing Mr. Geoff Wedlock, who tragically passed away on 19 June 2010 in an aircraft crash in West Africa. Mr Wedlock was a highly respected leader in the iron ore mining industry, and his leadership and contribution will be sorely missed at Jupiter.

At the end of Quarter the Company had a cash balance of \$6.769M.



CENTRAL YILGARN IRON PROJECT (CYIP)

Mt Mason (M29/408), Mt Ida (E29/560), Mt Hope (E30/296), Walling Rock (E30/326) and Mt Alfred (E29/581) are all located in the Central Yilgarn – see figure 1.

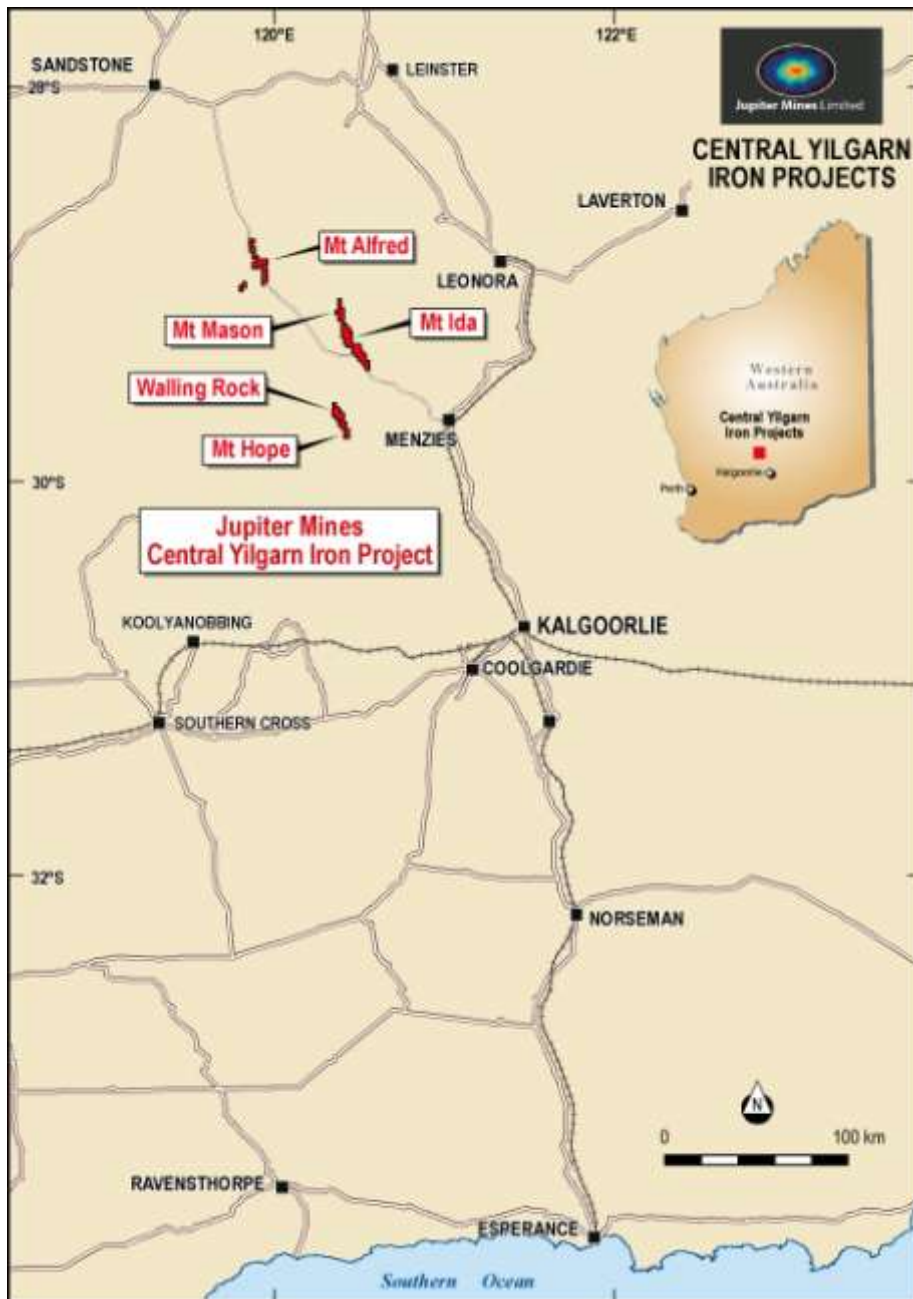


Figure 1: Central Yilgarn Iron Project Location Map

MT IDA

From the RC drilling and mapping program completed at Mt Ida at the end of 2009, BM Geological Services estimated a conceptual exploration target for magnetite to be between 1000 and 1300 million tonnes at an expected grade between 30 to 40% Fe.

Table 1 below shows the target tonnage of the Mt Ida Project. The estimate is conceptual in nature and is not an indication of a mineral resource built in line with the guidelines of JORC 2004.

TABLE 1 – GLOBAL IRON MINERALISATION

Anomaly	Height of Estimate (m)	Length (m)	Depth (m)	Volume (000m ³)	SG	Tonnes (Mt)
Mt Ida	50-250	7500	200	383,000	3.3	1,260

Conceptual Target Statement

Mr Darryl Mapleson who is a member of the Australasian Institute of Mining and Metallurgy has compiled the information within this report that relates to mineralisation. Mr Mapleson has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity currently being undertaken to qualify as a Competent Person as defined in the 2004 edition of the Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves and consents to the inclusion of this information in the form and context in which it appears in this report.

Past drilling at Mt Ida targeted DSO hematite potential which did not yield significant results. Nevertheless, every hole intersected magnetite, and with Davis Tube Recovery Testwork completed supported the potential for a significant magnetite project.

On 20 July 2010 an RC drill program of up to 11,000 metres commenced targeting magnetic anomalies for the first time, primarily in the central area of Mt Ida (Attachment 1). The drill program is expected to take three months to complete, which will test both the interpreted geological model, and the quality of magnetite concentrate that will be produced from metallurgical test work.

During the Quarter Jupiter commissioned SRK Consulting to conduct a structural mapping program at Mt Ida, focussing on the mineralised Banded Iron Formation (BIF) units. The mapping will examine the relationships that may influence deposit scale continuity of the mineralisation, and will be critical for any future resource calculations.

Also during the Quarter, Jupiter commissioned Outback Ecology to undertake a Level 2 (detailed) Vegetation and Flora Survey at Mt Ida and the final report is pending. A Level 2 Survey is what the Department of Environment and Conservation (DEC) require in order to approve large scale program of works (POW) and advances Jupiter well down the path to progress the Mt Ida Magnetite Project.



OAKOVER MANGANESE PROJECT

During June Quarter at Oakover, Jupiter completed its first-pass wide-spaced reverse circulation (RC) drill program with assay results up to 49.6% Mn encountered at shallow depths.



Figure 2: Drill rig at C11 with Mn outcrop in the foreground

The program comprised 43 vertical holes for a total 2046m of RC drilling on tenement E45/2641 and was targeting the priority VTEM targets JOV1A (Prospect C12) and JOV2 (Prospect C11) on a wide-spaced grid (see Attachment 2). The drill program targeted shallow VTEM conductors with a target hole depth of 50m.

In total 923 samples were collected for assay, with 17 of the holes returning significant intercepts (summarised in Table 2). 26 holes recorded no significant intersections and the maximum manganese value for each of these holes is noted in Attachment 3.

The results from this first-pass drill program are very encouraging, confirming the presence of the stratigraphically important Pinjian Chert and Carawine Dolomite, the host rocks for the world-class Woodie Woodie Manganese Mine operated by Consolidated Minerals Limited, which has a total historic and mined endowment of some 28 million tonnes of high-grade manganese.

Secondly the drilling intersected iron mineralisation in many holes, with iron rich halos being common around Woodie Woodie's high-grade manganese deposits.

The Company is also pleased to report that exploration licence EL 45/3457, which was pegged by Jupiter last year, has recently been granted increasing the Company's ground position at the Oakover Manganese Project to 890km² (see Attachment 4).

Further exploration work is planned for Oakover during the current field season, including detailed mapping of manganese outcrops and five remaining strong VTEM conductors; close spaced gravity surveys over JOV1 and JOV2 to refine a second drill program; and a further VTEM survey is proposed to be conducted over E45/2639, which is adjacent to Shaw River Resources' Baramine Project (see Attachment 3) to generate additional targets.

Jupiter has an exploration budget of \$2 million for the Oakover Manganese Project for the 2011 financial year.

Table 2: Oakover Prospects C11 and C12 significant intercepts.

Intercepts calculated using 10% cut off grade and up to 2m internal dilution

Hole	Prospect	From (m)	To (m)	Interval (m)	Mn%	Including	Fe%	LOI%	Al2O3%	P%	SiO2%
10OKRC0001	C12	12	18	6	25.03	1m @ 33.60	22.09	10.67	3.64	0.03	17.24
10OKRC0015	C12	0	10	10	23.95	4m @ 32.00	24.96	13.04	4.24	0.02	10.71
10OKRC015A	C12	8	10	2	22.00	1m @ 22.90	26.05	10.78	2.50	0.02	21.30
10OKRC0016	C12	2	12	10	18.36	1m @ 29.00	20.87	10.01	5.06	0.02	28.20
		14	20	6	20.88	4m @ 25.02	20.75	11.37	7.06	0.02	20.03
10OKRC0022	C12	0	4	4	26.89	2m @ 31.85	22.44	12.01	2.33	0.02	14.12
10OKRC0028	C12	3	7	4	19.54	1m @ 25.00	11.68	7.76	2.41	0.01	44.68
10OKRC0029	C12	0	16	16	15.76	2m @ 25.45	25.78	10.60	5.20	0.02	23.23
10OKRC0030	C12	1	5	4	20.46	1m @ 23.50	34.58	12.13	1.66	0.01	7.06
		23	25	2	16.50	1m @ 17.45	33.90	11.58	5.94	0.02	10.25
10OKRC0035	C12	0	2	2	19.93	1m @ 21.10	14.90	13.23	7.43	0.02	24.55
10OKRC0036	C12	5	7	2	22.65	1m @ 27.20	17.25	10.22	5.15	0.02	23.78
10OKRC0037	C12	0	5	5	17.16	1m @ 28.30	10.60	12.71	7.70	0.02	33.38
10OKRC0057	C11	33	37	4	31.21	1m @ 49.60	17.53	11.93	5.82	0.02	14.35
10OKRC0062	C11	8	10	2	17.65	1m @ 18.75	23.03	12.98	5.79	0.03	19.98
10OKRC0067	C11	0	4	4	16.80	n/a	20.40	12.05	8.84	0.02	24.50
10OKRC0073	C11	24	25	3	20.07	1m @ 32.90	19.62	9.72	6.04	0.03	24.40
10OKRC0077	C11	17	19	2	35.35	1m @ 39.40	18.25	11.18	1.43	0.01	13.08
10OKRC0079	C11	10	15	5	18.06	1m @ 24.60	26.21	10.74	3.61	0.03	22.66

CORPORATE

Tshipi Kalahari Manganese Project

Jupiter announced on March 1 2010 that it was in the advanced stages of negotiating binding agreements that will accelerate its steel feed strategy with the proposed acquisition of 49.9% of the Tshipi Kalahari Manganese Project ("Tshipi Project") in South Africa, from a group of investors including Pallinghurst Resources Limited (the "Pallinghurst Co-Investors") ("The Tshipi Transaction"). The Tshipi Transaction which is subject to certain conditions precedent, including finalising a share sale agreement between Jupiter and the Pallinghurst Co-Investors, shareholder, FIRB and other regulatory approvals, is expected to transform Jupiter into a significant manganese and iron ore explorer and developer.

Under the terms of the proposed Tshipi Transaction, Jupiter will issue 1,160,363,867 new shares to the Pallinghurst Co-Investors at a price of 21.10 c/share (based on the 30 day VWAP of Jupiter shares prior to this announcement, implying a value of approximately AUD 490 million for the Tshipi Project. Jupiter's proposed acquisition of 49.9% of the Tshipi Project has an implied value of AUD 245 million. Along with this sizable project, this transaction also delivers onto Jupiter's register a number of International strategic shareholders who endorse Jupiter's SFC strategy and have the necessary financial resources to back that strategy: AMCI, Midstream & Resources and Investec.

The Tshipi Transaction is now subject to approval by the Jupiter shareholders at an Extraordinary General Meeting to be held at the Hyatt Regency Perth, on the 12 August 2010 at 11.00am.

The Tshipi Project is 100% held by Tshipi é Ntle Manganese Mining (Propriety) Limited ("Tshipi é Ntle"), and post transaction the shareholders will comprise Ntsimbintle (50.1%) and Jupiter Mines Limited (49.9%).

The shareholding structure is shown in Figure 3.

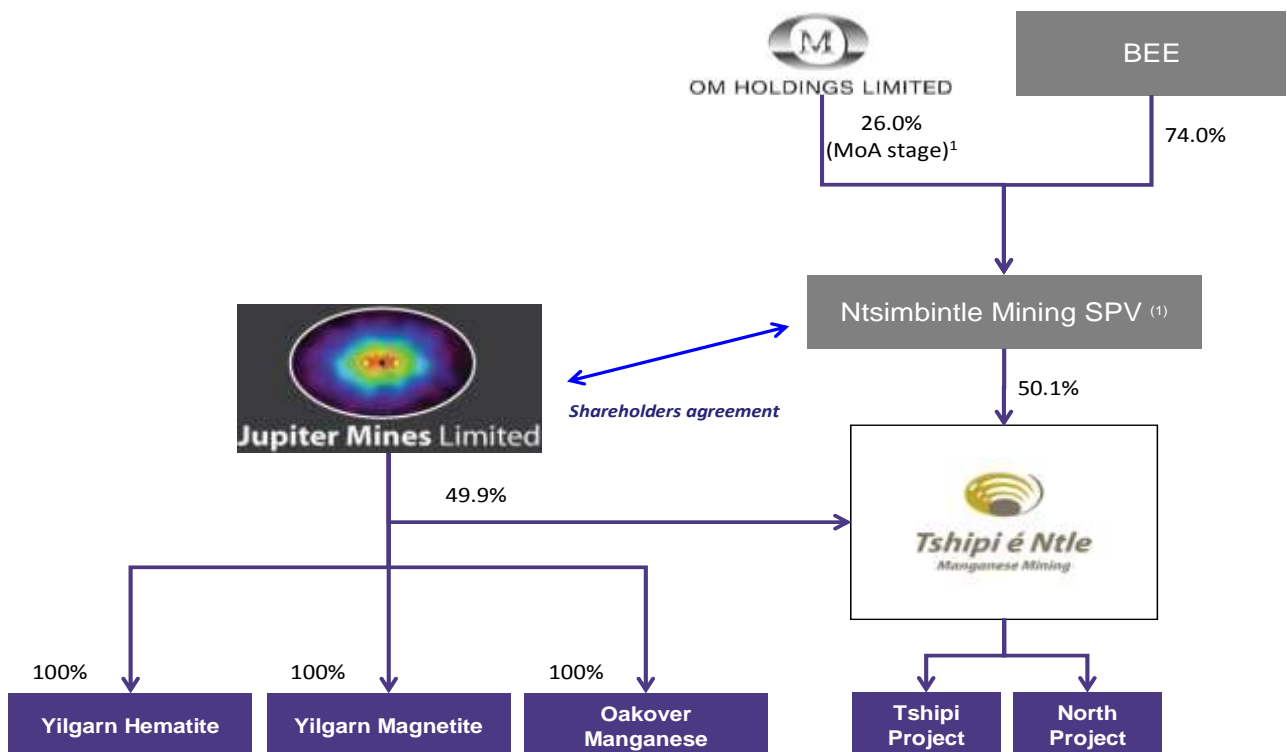


Figure 3: The Tshipi Project shareholding structure

The Tshipi Project is located in the Kalahari basin, on of the largest manganese regions in the world. The Tshipi Project is located adjacent to the Mamatwan mine, owned and operated by Samancor Manganese (Proprietary) Limited's subsidiary Hotazel Manganese Mines (Proprietary) Limited, which is majority owned by BHP Billiton. The Project will mine the ore body which is contiguous to, and a direct extension of, the Mamatwan ore body that has been mined for over 45 years and currently produces about 3 million tonnes per annum of manganese ore.

During 2008 and 2009, Tshipi é Ntle carried out a comprehensive drilling campaign which was the basis for the completion of a feasibility study. A Mineral Resource estimate has been prepared for the Tshipi Kalahari Manganese Project which is compliant with the South African Code for the Reporting of Exploration Results, Mineral Resources and Mineral Reserves ("the SAMREC Code (2007)"), and the Australian JORC 2004 Code.

The Mineral Resource estimate totals 163.2 million tonnes at 37.1% Mn (Table 3) with significant potential for additional resources beyond the currently defined levels.

Table 3: Mineral Resources for the Tshipi Project, July 2009


Classification	Zone	Mt	%Mn	%Fe	Thickness, m	RD,
Indicated	M	22.7	37.95	4.39	7.10	3.74
	C	23.0	36.68	3.48	6.54	3.65
	N	12.8	36.68	4.71	3.48	3.69
	ALTERED	3.4	35.35	5.42	3.75	3.37
	Total	61.8	37.07	4.17	5.96	3.68
Inferred	M	39.6	37.87	4.40	5.42	3.74
	C	40.6	37.01	3.46	5.87	3.67
	N	20.7	35.98	4.99	3.14	3.69
	ALTERED	0.4	31.41	4.53	3.31	3.36
	Total	101.4	37.11	4.14	5.12	3.70
Indicated + Inferred	M	62.3	37.90	4.39	6.03	3.74
	C	63.6	36.89	3.47	6.11	3.66
	N	33.6	36.25	4.88	3.27	3.69
	ALTERED	3.8	34.90	5.31	3.70	3.37
	Total	163.2	37.10	4.16	5.44	3.69

Resources are exclusive of the JV area

Resources are JORC 2004 and SAMREC 2007 compliant

V M Simposya

BSc (Geology), MSc (Mining Engineering), is a Partner and Principal Geologist with SRK and is registered Professional Natural Scientists (Geological Science) Pri. Sci. Nat., and also member of South African Institute of Mining and Metallurgy (SAIMM). He is responsible for signing off Mineral Resources as a Competent Person for the SAMREC Code, the JORC Code and the NI 43-101 and has consulted extensively for various financial institutions. He has over 30 years experience in the mining industry with expertise in geological modelling and resource estimation.



Tshipi é Ntle's Feasibility study indicated the viability of an open cut mining operation that is expected to produce approximately 2 million tonnes per annum of lumpy product over 28 years, utilising 62 million tonnes of the 163 million tonnes Mineral Resource estimate.

Based upon the feasibility study, approximately US\$200 million of capital expenditure would be required to develop the Project. Jupiter's share of that will be approximately US\$100 million. It is anticipated that, upon reaching a steady state production rate, the Project will be a lowest cost quartile producer. It is anticipated that the development of the mine will commence in 2010 with the aim to be in production no later than early 2013. A fast tracked mine development schedule is under investigation and could result in earlier market entry outcomes.

The Tshipi Project is expected to become the next major South African high grade manganese ore producer.

Board

Mr Brian Gilbertson was appointed to the Board of Jupiter as a non executive Director on 22 June 2010, and assumed the role of acting non-Executive chairman, replacing Mr Geoff Wedlock, who tragically passed away on 19 June 2010 in an aircraft crash in West Africa.

Mr Geoff Wedlock joined Jupiter as chairman in March 2009, and his leadership and contribution to the company will be sorely missed.

Cash Position

At the end of the Quarter the Company has a cash balance of \$6.769M, and at Quarterly release date holds marketable securities to the value of \$9.7M.

Yours Faithfully
Jupiter Mines Limited

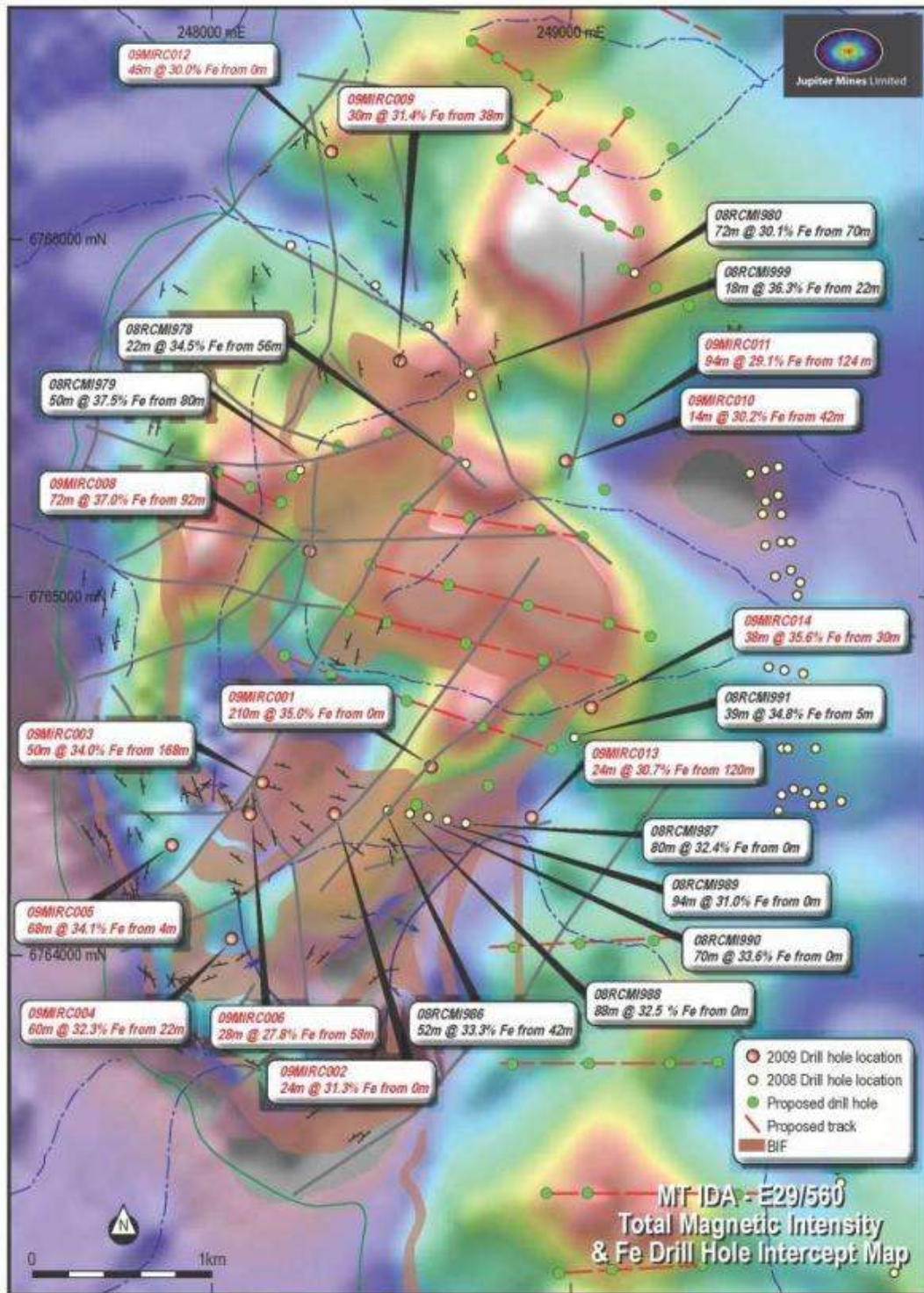


Greg Durack
Chief Executive Officer

Exploration Manager: Charles William Guy Competent Person

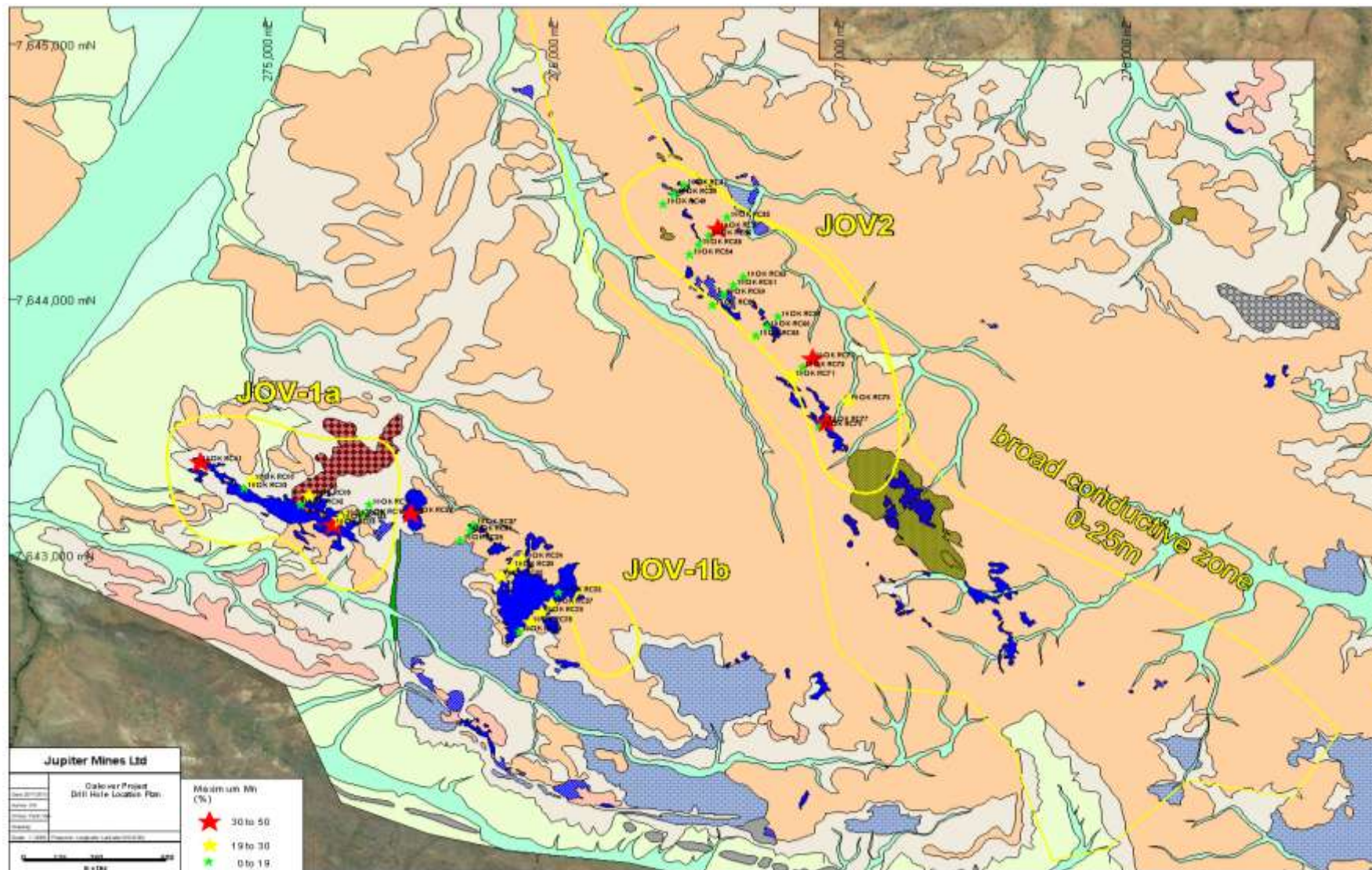
The information in this announcement that relates to Exploration Results is based on information compiled by Mr Charles William Guy who is a Member of the Australian Institute of Geoscientists and a full-time employee of Jupiter Mines Limited. Charles William Guy has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity that 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'. Charles William Guy consents to the inclusion in the announcement of the matters based on his information in the form and context in which it appears. Charles William Guy holds the position of Exploration Manager with Jupiter Mines Limited.

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Attachment 1: Mt Ida Magnetic Intensity & Fe Drill Hole Intercept Map

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Attachment 2: Drill Hole Location Map at Oakover Manganese Project

June 2010



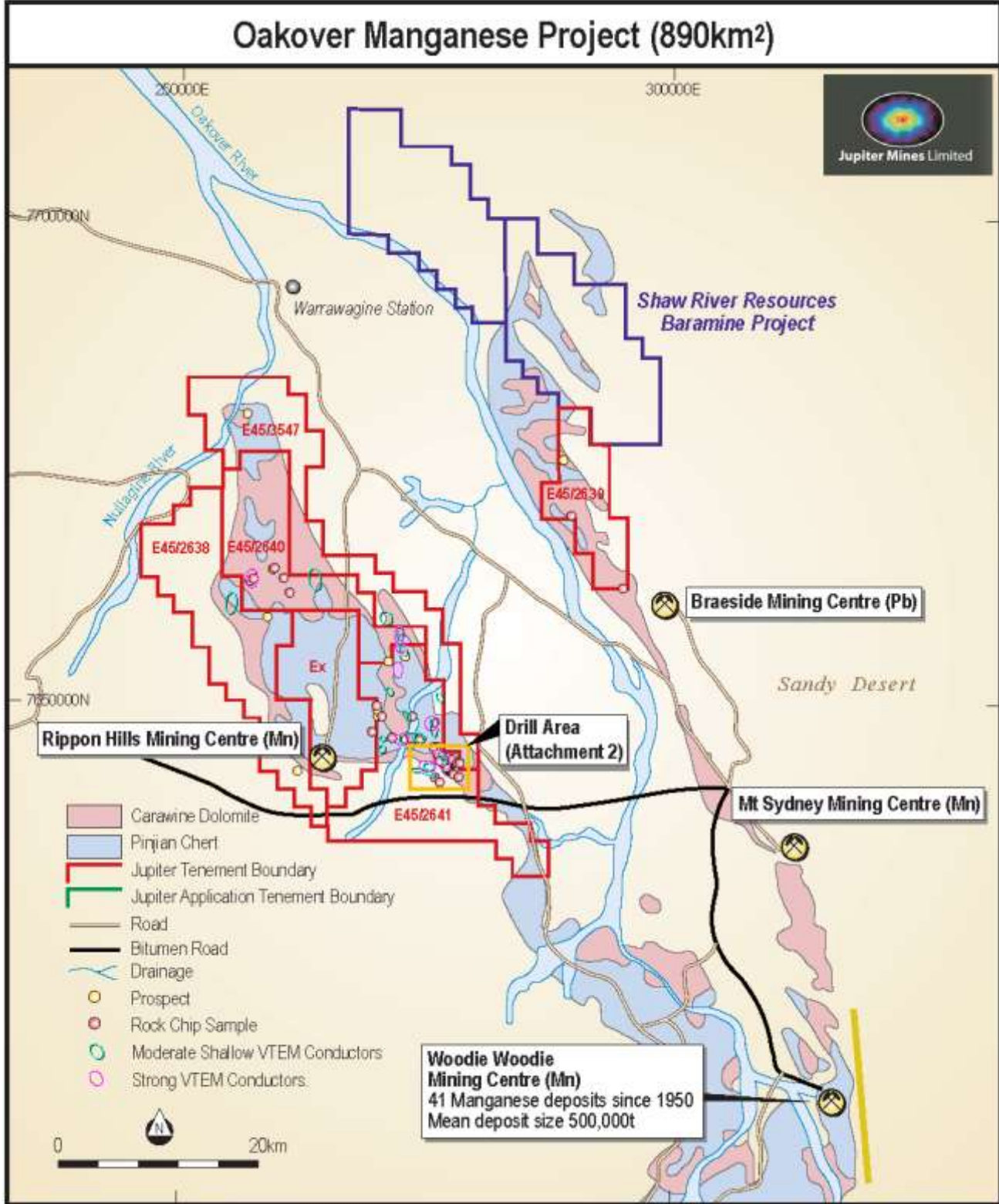
Attachment 3 – Maximum manganese and iron assays and drill hole locations for each RC drill hole

Hole Number	Easting	Northing	Max Mn%	From (m)	To (m)	Max Fe%	From (m)	To (m)
100KRC0001	274799	7643376	33.6	12	13	30.4	25	26
100KRC0002	274958	7643272	13.9	5	6	51.5	30	31
100KRC0003	274984	7643304	19.05	25	26	47.4	23	24
100KRC0008	275156	7643210	10.4	15	16	45.1	12	13
100KRC0009	275180	7643247	19.65	27	28	43.2	29	30
100KRC0015	275269	7643133	41.2	3	4	37.9	10	11
100KRC015A	275292	7643153	22.9	9	10	44.3	4	5
100KRC0016	275305	7643169	29	6	7	45.5	7	8
100KRC0017	275370	7643175	4.03	12	16	20.9	12	16
100KRC0018	275395	7643215	5.24	16	20	24.3	12	16
100KRC0022	275539	7643184	31.9	2	3	27.4	1	2
100KRC0025	275715	7643080	3.83	0	4	9.41	0	4
100KRC0026	275748	7643116	11.5	21	22	36.1	0	4
100KRC0027	275763	7643142	8.21	20	24	16.5	0	4
100KRC0028	275857	7642940	25	3	4	41.6	0	1
100KRC0029	275894	7642977	28.3	3	4	42.5	11	12
100KRC0030	275926	7643012	23.5	2	3	45.9	26	27
100KRC0034	275926	7642726	10.45	18	19	32	0	4
100KRC0035	275962	7642762	21.1	0	1	20.5	12	16
100KRC0036	276000	7642800	27.2	6	7	41.2	2	3
100KRC0037	276034	7642834	28.3	0	1	45.7	7	8
100KRC0038	276062	7642878	10.35	0	4	30.2	8	12
100KRC0049	276405	7644405	3.66	40	44	17	48	50
100KRC0050	276442	7644442	3.55	28	30	15.65	12	16
100KRC0051	276478	7644478	8.83	36	40	37.6	28	32
100KRC0054	276500	7644208	15.65	22	23	36.4	46	47
100KRC0055	276532	7644246	13.75	40	44	32.7	16	17
100KRC0056	276565	7644283	8.71	20	24	20.9	0	4
100KRC0057	276595	7644314	49.6	34	35	38.7	24	28
100KRC0058	276630	7644355	4.74	8	12	7.73	0	4
100KRC0059	276584	7644010	18.65	20	21	52	12	16
100KRC0060	276619	7644052	13.7	5	6	28.9	7	8
100KRC0061	276654	7644088	13.55	10	11	27.2	10	11
100KRC0062	276690	7644124	18.75	8	9	26.9	9	10
100KRC0065	276738	7643892	6.64	28	32	19.25	40	44
100KRC0066	276776	7643930	15.2	3	4	47.1	13	14
100KRC0067	276812	7643969	16.8	0	4	36.2	8	12
100KRC0071	276865	7643736	20.6	47	48	49.7	20	21
100KRC0072	276900	7643772	6.83	20	24	16.15	0	4
100KRC0073	276933	7643809	32.9	26	27	45.1	12	16
100KRC0076	276962	7643539	9.76	36	40	38	12	16
100KRC0077	276984	7643559	39.4	17	18	32.8	5	6
100KRC0079	277060	7643645	24.6	13	14	35	12	13

MGA ZONE 51 GDA 94 (All holes were vertical)

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Attachment 4: Oakover Manganese Project



27 July 2010
414805

Jupiter Mines Limited
Level 2, 72 Kings Park Road
West Perth
WA, 6005
Australia

Attention: Mr. Greg Durak

Dear Sir

Consent Letter

SRK Consulting South Africa (Pty) Ltd ("SRK") hereby give consent to publish information pertaining to Mineral Resource estimates for the Tshipi Kalahari Manganese Project contained in the Quarterly Report for Jupiter Mines Limited, June 2010.

SRK reviewed the Mineral Resource estimates compiled by The Mineral Corporation Consultancy (Pty) Ltd of Johannesburg South Africa and confirmed the quantity and quality of the resources as reported. The Mineral Resources have been signed off by VM Simposya, Partner and Principal Resource Geologist a registered Professional Natural Scientists (Geological Science) under the South African Council for Natural Scientific Professions (Pr Sci Nat 400052/03).

Mr Simposya has over 30 years experience in the mining industry with expertise in geological modelling and resource estimation and is a Competent Person for the for signing off Mineral Resources for The SAMREC Code, The JORC Code and the NI 43-101.

Yours faithfully,



VM Simposya Pr. Sci. Nat., MSAIMM
Partner and Principal Geologist

SRK Consulting

letter of Consent.docx



Partners AN Birtles, JCJ Boshoff, AH Bracken, MJ Braune, JM Brown, CD Dalglish, JR Dixon, DM Duthe, R Gardiner, T Hart, MJ Hood, GC Howell, WC Joughin, PR Labrum, DJ Mahlangu, RRR McNeill, HAC Meintjes, MJ Morris, WA Naismith, GP Nel, VS Reddy, PN Rosewarne, PE Schmidt, PJ Shepherd, VM Simposya, AA Smithen, KM Uderstadt, DJ Venter, ML Wertz, A Wood

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Associate Partners BM Engelsman, DJD Gibson, M Hinsch, DA Kilian, SA McDonald, M Ristic, MJ Sim, JJ Slabbert, CF Steyn, D Visser, MD Wanless

Consultants AC Burger, BSc (Hons); IS Cameron-Clarke, PrSci Nat, MSc; JAC Cowan, PrSci Nat, BSc (Hons), JH de Beer, PrSci Nat, MSc; GA Jones, PrEng, PhD; TR Stacey, PrEng, DSc; OKH Steffen, PrEng, PhD; PJ Terbrugge, PrSci Nat, MSc; DW Warwick, PrSci Nat, BSc (Hons)

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SRK Consulting (South Africa) (Pty) Ltd

Reg No 1995.012890.07



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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

Jupiter Mines Limited

ABN

51 105 991 740

Quarter ended ("current quarter")

30th June 2010

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	(574)	(2,416)
(b) development	-	-
(c) production	-	-
(d) administration	(968)	(3,169)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	78	330
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other (provide details if material)		
- GST refund	96	361
- exploration and evaluation refund	-	7
- rental income	42	98
Net operating cash flows	(1,326)	(4,789)
Cash flows related to investing activities		
1.8 Payment for purchases of:		
(a) prospects	-	
(b) equity investments	-	(3,032)
(c) other fixed assets	(25)	(164)
1.9 Proceeds from sale of:		
(a) prospects	-	13
(b) equity investments	-	415
(c) other fixed assets	-	-
1.10 Loans to other entities	-	-
1.11 Loans repaid by other entities	-	-
1.12 Other (provide details if material)	(76)	(78)
Net investing cash flows	(101)	(2,846)
1.13 Total operating and investing cash flows (carried forward)	(1,427)	(7,635)

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(1,427)	(7,635)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	-	7,888
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) - issue expenses paid	-	-
	Net financing cash flows	-	7,888
	Net increase (decrease) in cash held	(1,427)	253
1.20	Cash at beginning of quarter/year to date	8,196	6,516
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	6,769	6,769

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	85
1.24	Aggregate amount of loans to the parties included in item 1.10	-
1.25	Explanation necessary for an understanding of the transactions	
	N-E Directors fees and expenses	\$ 55,000
	Executive director remuneration	\$ 15,000
	Consulting Fees	\$ 15,000

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

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Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	Nil	N/A
3.2 Credit standby arrangements	50	-

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	756 -
4.2 Development	-
Total	756-

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	6,769	8,196
5.2	Deposits at call		
5.3	Bank overdraft		
5.4	Other (provide details)		
Total: cash at end of quarter (item 1.22)		6,769	8,196

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	P37/1314	100%	Nil
		E47/1629	100%	Nil
		E45/2292	100%	Nil
		EL26340	100%	Nil
6.2	Interests in mining tenements acquired or increased	L37/203	Nil	Nil
		L29/81	Nil	Nil
		E29/777	Nil	Nil
		L29/78	Nil	100%

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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>	Nil	N/A	N/A	N/A
7.2	Changes during quarter				
	(a) Increases through issues	Nil	Nil	N/A	N/A
	(b) Decreases through returns of capital, buy-backs, redemptions	Nil	Nil	N/A	N/A
7.3	+Ordinary securities	369,786,471	240,785,875	N/A	N/A
7.4	Changes during quarter				
	(a) Increases through Conversion				
	Total Conversions	Nil	Nil	N/A	N/A
	(b) Decreases through returns of capital, buy-backs	Nil	Nil	N/A	N/A
	(c) Increases through release and quotation of restricted securities (released from escrow)	Nil	Nil	N/A	N/A
7.5	+Convertible debt securities <i>(description)</i>	Nil	Nil	N/A	N/A
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

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Mining exploration entity quarterly report

7.7	Options (description and conversion factor)			<i>Exercise price</i>	<i>Expiry date</i>
		1,500,000	Nil	35 cents	30/11/2010
		3,700,000	Nil	35 cents	31/12/2010
	Employee Share Scheme	500,000	Nil	20 cents	21/11/2011
	Employee Share Scheme	1,000,000	Nil	25 cents	21/11/2011
	Employee Share Scheme	1,000,000	Nil	35 cents	21/11/2011
	Employee Share Scheme	900,000	Nil	20 cents	24/11/2011
	Employee Share Scheme	200,000	Nil	30 cents	24/12/2011
	Employee Share Scheme	600,000	Nil	25 cents	23/07/2012
	Employee Share Scheme	800,000	Nil	25 cents	03/09/2012
	Employee Share Scheme	600,000	Nil	30 cents	03/09/2012
	Employee Share Scheme	600,000	Nil	35 cents	03/09/2012
	Employee Share Scheme	200,000	Nil	25 cents	03/10/2012
	Employee Share Scheme	500,000	Nil	19 cents	06/11/2012
		12,100,000			
7.8	Issued during quarter	Nil	Nil	N/A	N/A
7.9	Exercised during quarter	Nil	Nil	N/A	N/A
7.10	Expired/cancelled/ lapsed during quarter	Nil	Nil	N/A	N/A
7.11	Debentures <i>(totals only)</i>	Nil	N/A		
7.12	Unsecured notes <i>(totals only)</i>	Nil	N/A		

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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 give a true and fair view of the matters disclosed.

Sign here: _____ Date: 29 July 2010
(Company Secretary)
Print name: Robert J Benussi

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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