



MILLENNIUM

MINERALS LIMITED

ABN 85 003 257 556

12 June 2013

Manager Company Announcements
Company Announcements Office
Australian Securities Exchange Limited
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Via Electronic Lodgement

Dear Sir/Madam

HIGH GRADE GOLD HITS AT ALL NATIONS DEPOSIT CONFIRMS STRIKE & DOWNDIP RESOURCE EXPANSION POTENTIAL

- Millennium Minerals Limited (“Millennium” or “the Company”) is very pleased to report substantial and locally high tenor exploration assay results from its 2013 RC drilling program at All Nations deposit, which is part of the Company’s Nullagine Gold Project. New multiple thick and locally very high grade intersections show that the All Nations deposit has excellent potential for large shoots at moderate depths and at surface along strike to the north.

Highlights

- **Significant gold intercepts include:**
 - 20 m @ 2.22 g/t Au from 44 m, including 3 m @ 8.35 g/t Au from 54 m in hole ANX054;
 - 19 m @ 5.75 g/t Au from 57 m, including 3 m @ 31 g/t Au in hole ANX056;
 - 17 m @ 1.14 g/t Au from 34 m in hole ANX056;
 - 20 m @ 1.09 g/t Au from 1 m in hole ANX076;
 - 20 m @ 1.06 g/t Au from 22 m in hole ANX072;
 - 12 m @ 1.7 g/t Au from surface in hole ANX070;
 - 2 m @ 19.58 g/t Au from 33 m, including 1 m @ 37 g/t Au in hole AANX059;
 - 7 m @ 2.75 g/t Au from 11 m, including 1 m @ 9.03 g/t Au in hole ANX075.
- In the southern area of All Nations, the results confirm and emphasise the significance of a substantial, high-grade, south-plunging shoot (Figures 2 & 4). The shoot has a plunge of ~60°-70° to the south, and has a core grading from half to one ounce of gold per tonne, surrounded by substantial thicknesses of 1 g/t Au-5 g/t Au material (Figure 4). The upper zone lies only 2 metres below the current pit design floor and the high grade core lies up to 22 metres deeper.
- Results also confirm a further substantial gold zone immediately beneath the current proposed pit design floor within the central area of All Nations (Figures 2 & 5).
- The results from within the northern margins of the proposed All Nations pits show new shallow and thick zones of mineralisation that are open along strike.
- These targets have excellent potential to deepen and extend the pit design with 1,200 m of further drilling in 2013. Mineral Resource and Ore Reserve updates are expected late 2013.

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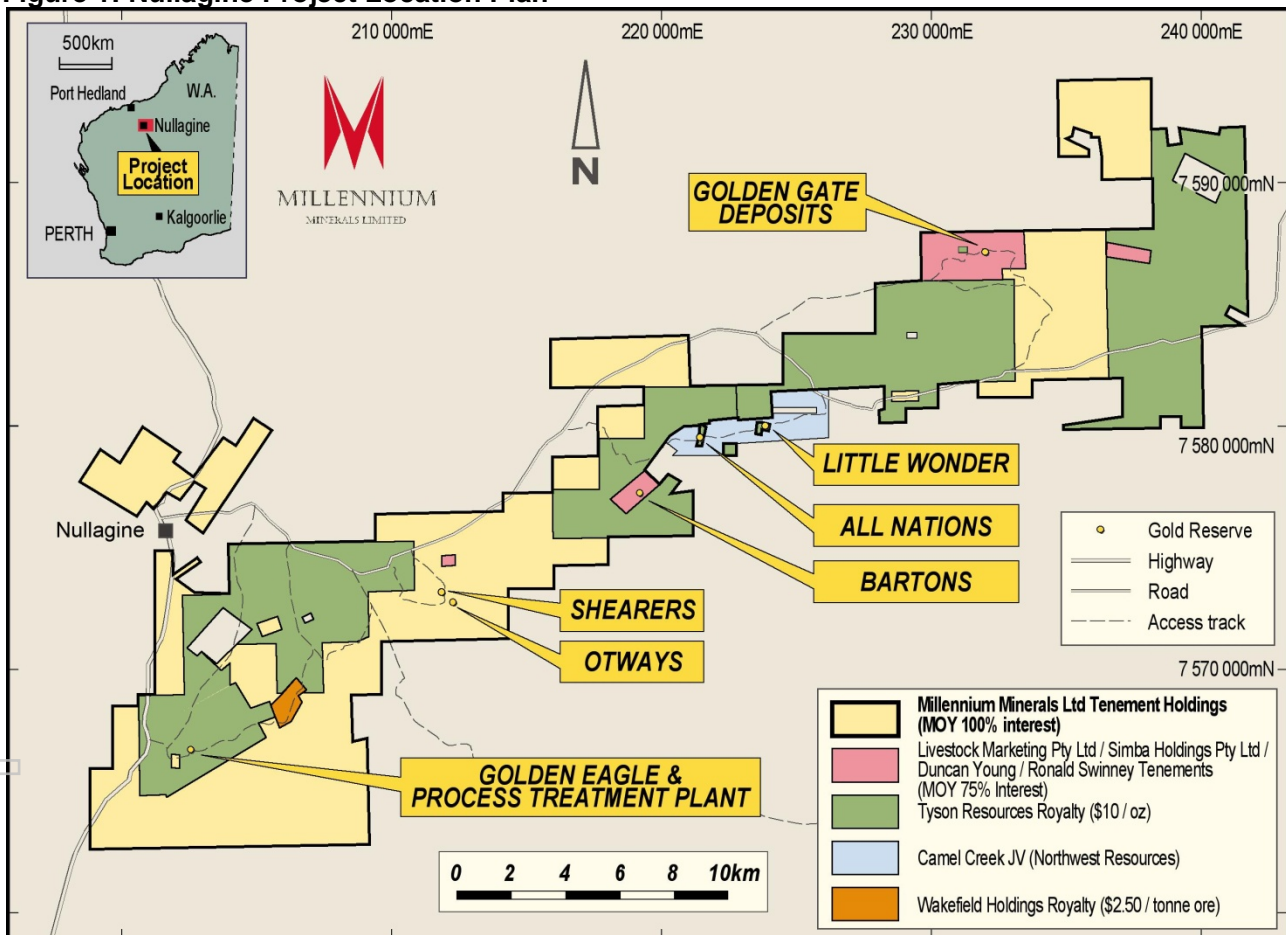
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Introduction

Millennium is pleased to announce the latest results from 2013 RC drilling at the Company's Nullagine Gold Project (the Project), located in the East Pilbara District of Western Australia (Figure 1). A total of 30 Reverse Circulation (RC) holes for 1,256 metres were recently completed at the All Nations deposit. The deposit is part of the Nullagine Project and is located approximately 24 kilometres to the northeast of the now fully operational 1.5 Mt per annum CIL gold processing facility at Golden Eagle. The drilling program was designed to test for strike and depth extensions to the mineralisation outside the currently proposed pit design. The drilling was part of the 18,650 meters RC drilling completed to date in 2013 at the Nullagine Gold Project.

Results have now been received for all the recently completed All Nations RC holes (Table 1). Due to the high quality of these the Company has upgraded its view of the resource potential in the area. Accordingly, it has planned approximately 1,200 metres follow up RC drilling. Updated Resources and Reserves are also planned for the All Nations deposit by the end of 2013.

Figure 1: Nullagine Project Location Plan



Drilling to date at All Nations (excluding the drilling reported in this report) has defined a JORC reported Measured, Indicated and Inferred Resource of 1.93 Mt at 1.1 g/t Au for 66,000 gold ounces (Table 2), within the Project's global Mineral Resource of 34.23 Mt at 1.19 g/t Au for 1.30 M gold ounces.

In terms of JORC reported Ore Reserves, the All Nations deposit is currently the 5th largest within the Nullagine Gold Project and the present pit design incorporates 574,000 Proved & Probable Ore Reserve tonnes at 1.4 g/t gold for 26,000 ounces (Table 3).

Results

A total of 30 holes for 1,256 metres of RC drilling have recently been completed this year at All Nations (Figures 2 & 3). Final fire assay results have now been received from ALS in Perth for all holes. Results have been collated in conjunction with QAQC results (Certified Reference Material standards & blanks, field and laboratory duplicates), which demonstrated acceptable performance.

Significant results include:

1. Southern All Nations Deposit

- 17 m @ 1.14 g/t Au from 34 m in hole ANX056;
- **19 m @ 5.75 g/t Au** from 57 m, including **3 m @ 31 g/t Au** in hole ANX056;

2. Central All Nations Deposit

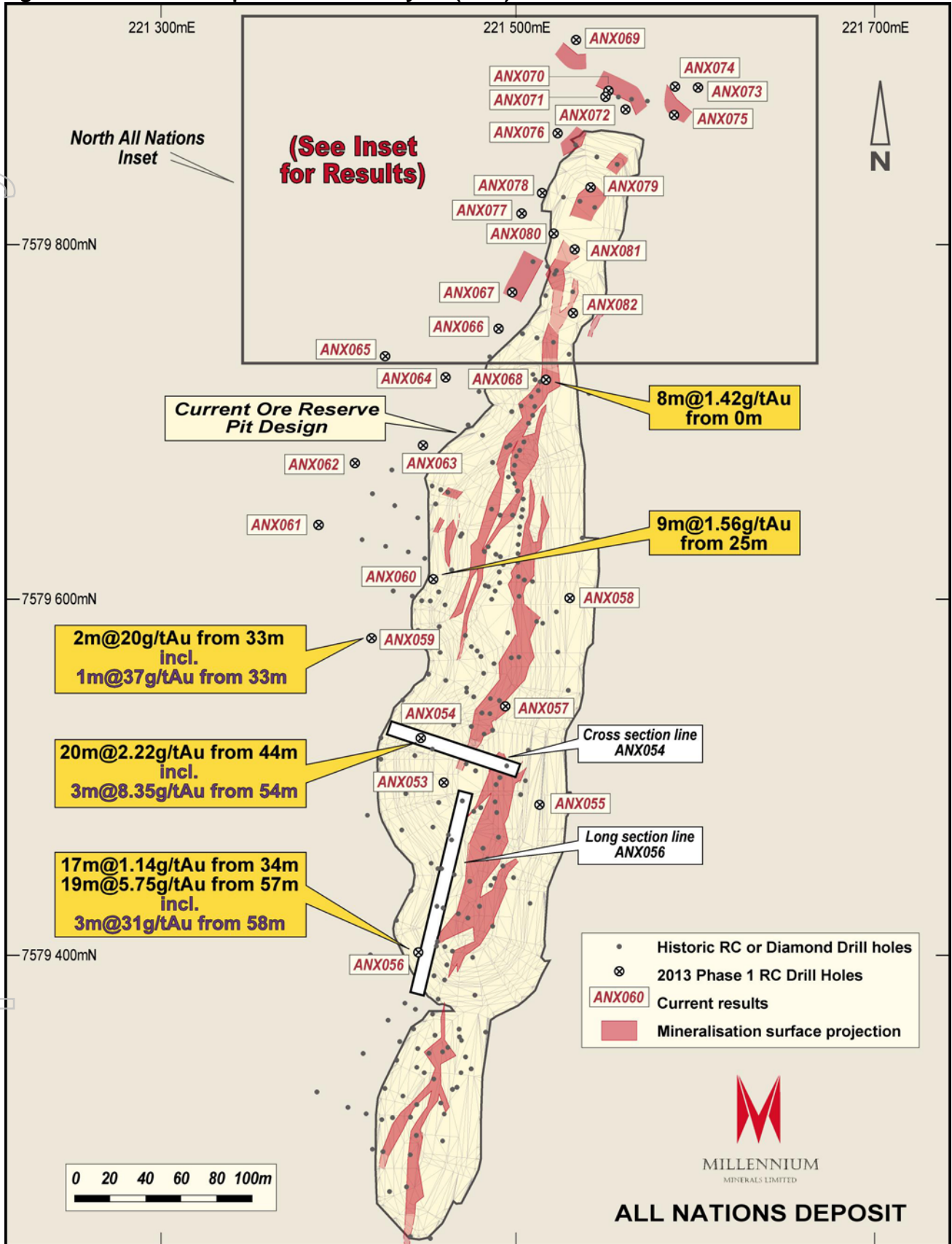
- 20 m @ 2.22 g/t Au from 44 m, including **3 m @ 8.35 g/t Au** from 54 m in hole ANX054;
- 2 m @ 19.58 g/t Au from 33 m, including **1 m @ 37 g/t Au** in hole AANX059;
- 9 m @ 1.56 g/t Au from 25 m in hole ANX060;
- 8 m @ 1.42 g/t Au from 0 m in hole ANX068;

3. Northern All Nations Deposit

- 20 m @ 1.09 g/t Au from 1 m in hole ANX076;
- 20 m @ 1.06 g/t Au from 22 m in hole ANX072;
- 12 m @ 1.7 g/t Au from 0 m in hole ANX070;
- 7 m @ 2.75 g/t Au from 11 m, including 1 m @ 9.03 g/t Au in hole ANX075;
- 6 m @ 1.21 g/t Au from 0 m in hole ANX075;
- 5 m @ 1.00 g/t Au from 10 m in hole ANX072;
- 3 m @ 1.70 g/t Au from 0 m in hole ANX079;

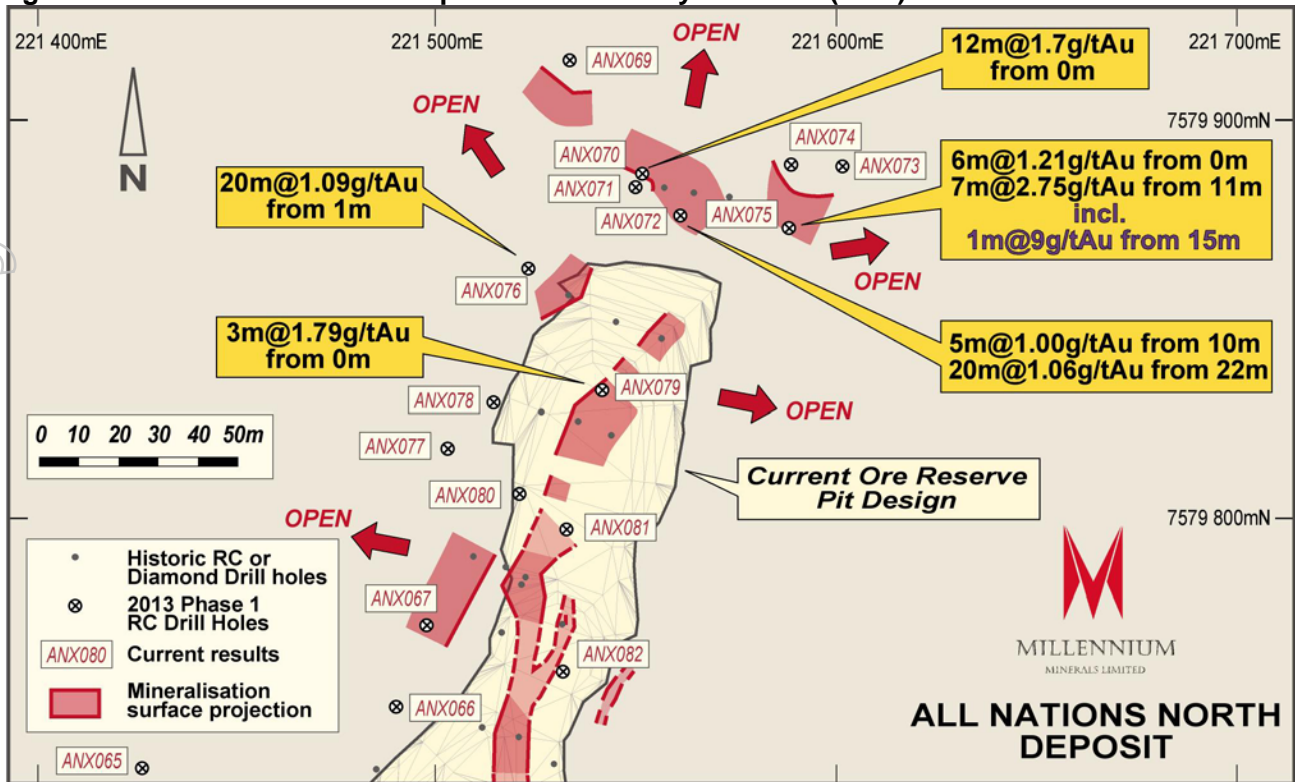
The full table of results from the drilling is presented in Table 1. Figures 2 & 3 detail collar locations, including previous drilling, and the currently proposed pit designs.

Figure 2: All Nations Deposit Drill Hole Layout (Plan)



The clustering of collars in the northern portion of All Nations is due to the constraints of the steep topography. Holes have been drilled in fan arrays to achieve testing along the strike at 15-20 metres spacing.

Figure 3: Northern All Nations Deposit Drill Hole Layout Insert (Plan)



The results clearly show three targets all with very strong potential to grow Mineral Resources and Ore Reserves after completion of follow up drilling:

1. Large shoot in the southern part of the deposit intersected by hole ANX056. This zone had not been previously identified or targeted directly until very recently. The results confirm and emphasise the significance of a substantial, high-grade, south-plunging shoot (Figures 2 & 4). The shoot has a plunge of ~60°-70° to the south, and has a core grading half to one ounce of gold per tonne, surrounded by substantial thicknesses of 1 g/t Au-5 g/t Au material (Figure 3). The upper zone lies only 2 metres below the current pit design floor and the high grade core lies 22 metres deeper. The implications for rapid addition of ounces to the deposit are obvious, especially in the area immediately beneath the currently designed pit floor. The distribution of higher ore grades also suggests the possibility of additional high grade shoots, but further work is required to confirm this interpretation.
2. Sigmoidal zone in the central part of the deposit. Results also confirm the position, grades and dip of a south-plunging, shallower dipping, sigmoid-shaped mineralised zone (Figure 5). Adjacent sections to the north suggest that a flatter lying, higher-grade portion of the lode may develop to the west of hole ANX054. This area is still open and will also be targeted in follow up holes.
3. New moderate to thick zones of shallow mineralisation in the northern part of the deposit. There is currently insufficient drilling to date to fully resolve the geometry of these zones. However, results show that repeats of the north-south trending, offset pattern of northwest-stepping mineralisation at All Nations are likely continue to the north outside the current ore reserve pit design (Figures 2 & 3). The intersections strongly indicate that infill drilling will extend the northern margin of the pit when new Mineral Resources and Ore Reserves are completed.

The results all demonstrate good potential for a deeper and/or longer pit designs for All Nations proposed pit. A further 1,200 metres follow up drilling is planned, focussing at the southern thick plunging shoot, central sigmoidal and northern en-echelon zones of mineralisation. These results are very likely to impact positively on new Mineral Resource and Ore Reserve estimates planned for later in 2013. The estimates will be completed once follow up drilling has been completed, and assays have been compiled.

Figure 4: Long Section ANX056

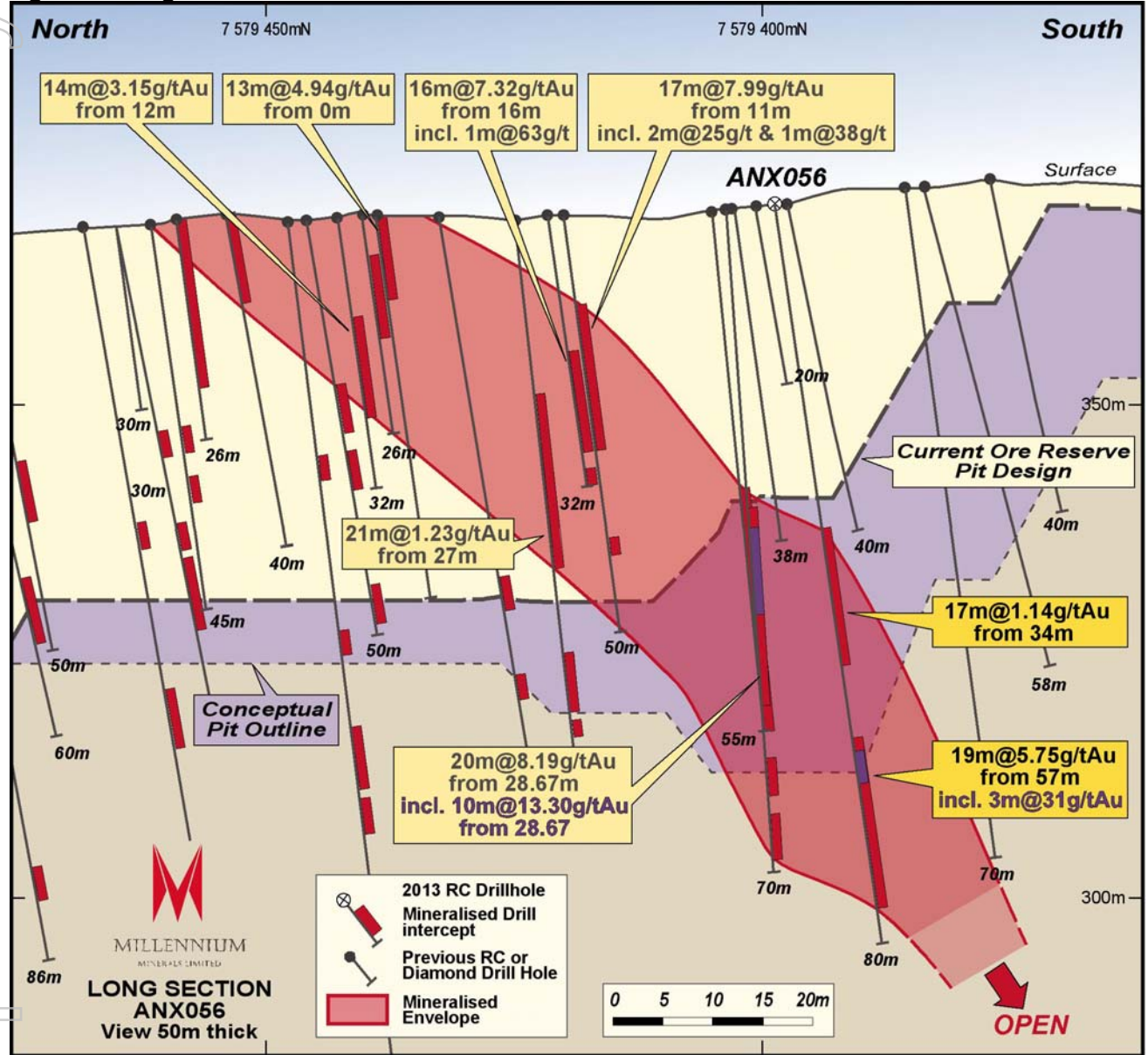
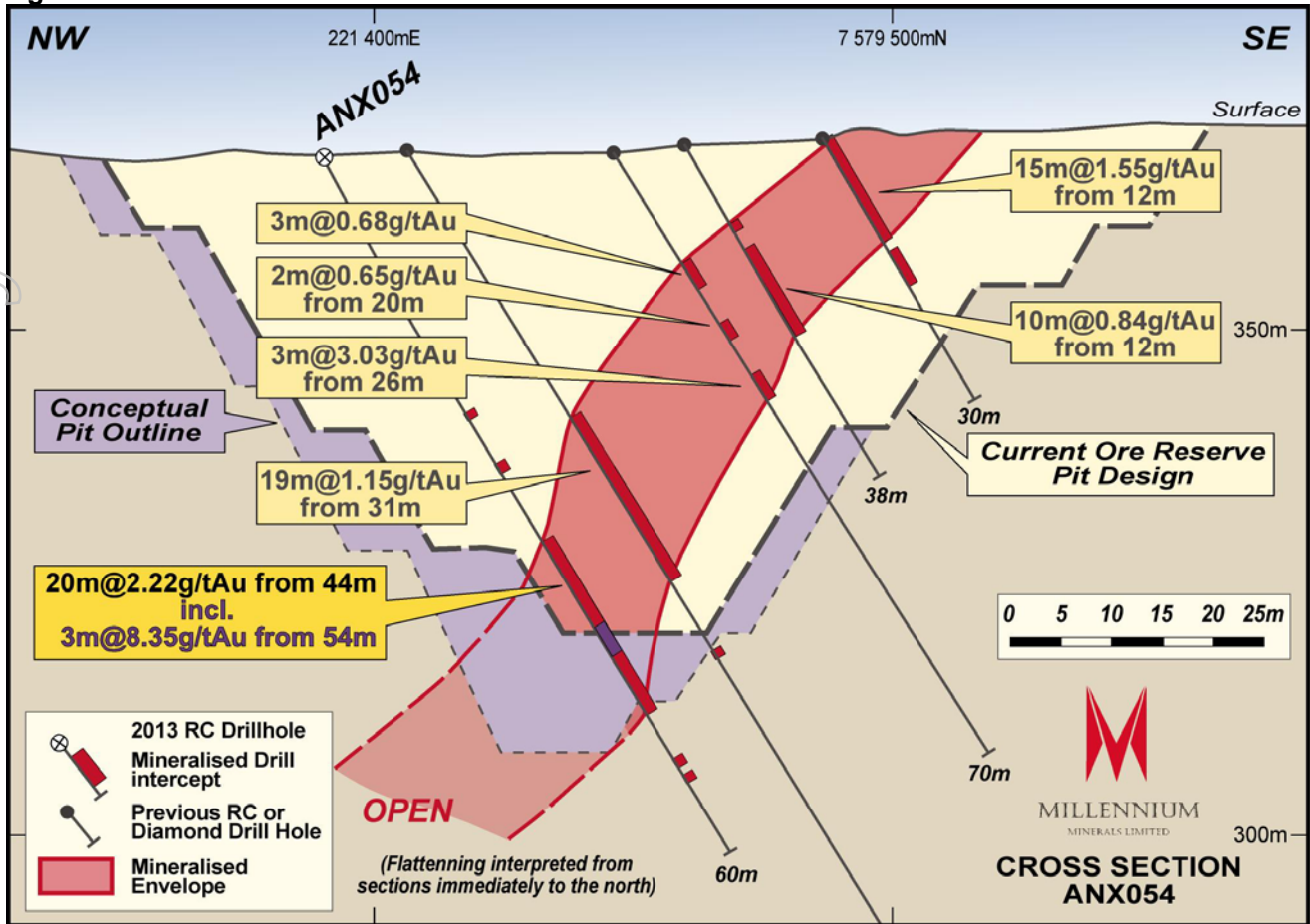


Figure 5: Cross Section ANX054



Background

The Nullagine Gold Project (Figure 1) has a 1.30 million ounce gold resource (Table 2) and 712,800 ounce Ore Reserve contained within 7 deposits on granted mining leases (Table 3). The largest deposit is Golden Eagle located approximately 10 km south of the township of Nullagine and containing 62% of the total Mineral Resource inventory. The now fully operational gold process plant has a capacity of 1.5 Mtpa and at forecast head grade of 1.7 g/t Au will produce 78,000 ounces gold annually.

Brian Rear
Chief Executive Officer

ENQUIRIES: Brian Rear
 CEO
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Table 1. Significant All Nations RC Assay Results

Nullagine Gold Project All Nations RC Drilling Programme Significant Intercepts											
Hole ID	GDA East (mE)	GDA North (mN)	RL (m)	Azm (deg)	Dip (deg)	Depth (m)	Including	From	To	Length	Au
								(m)	(m)	(m)	g/t
ANX053	221460	7579498	368	112	-65	55		33	42	9	0.79
ANX054	221450	7579524	371	112	-60	80		44	64	20	2.22
							incl	54	57	3	8.35
ANX055	221515	7579485	368	112	-60	30	NSA				
ANX056	221445	7579403	370	112	-65	80		34	51	17	1.14
							incl	57	76	19	5.75
								58	61	3	31
ANX057	221495	7579539	369	112	-60	39		0	2	2	0.65
ANX058	221533	7579603	374	112	-60	30	NSA				
ANX059	221419	7579578	370	112	-60	50		19	20	1	1.44
							incl	33	35	2	19.58
								33	34	1	37
ANX060	221455	7579611	376	112	-60	70		16	17	1	1.39
								25	34	9	1.56
ANX061	221393	7579640	375	112	-60	83		14	18	4	0.55
								65	66	1	5.60
ANX062	221406	7579678	376	112	-60	45	NSA				
ANX063	221450	7579689	373	112	-60	46		31	34	3	0.61
ANX064	221463	7579724	376	112	-60	35	NSA				
ANX065	221430	7579737	382	112	-60	70	NSA				
ANX066	221491	7579753	370	112	-60	35	NSA				
ANX067	221500	7579773	372	112	-60	35	NSA				
ANX068	221517	7579725	380	112	-60	30		0	8	8	1.42
ANX069	221539	7579921	423	112	-60	25	NSA				
ANX070	221552	7579885	416		-90	25		0	12	12	1.70
ANX071	221554	7579883	416		-90	50	NSA				
ANX072	221565	7579874	418		-90	50		10	15	5	1.00
								22	42	20	1.06
ANX073	221600	7579877	403		-90	25	NSA				
ANX074	221586	7579879	405		-90	28	NSA				
ANX075	221592	7579871	413		-90	25		0	6	6	1.21
							incl	11	18	7	2.75
								15	16	1	9.03
ANX076	221524	7579860	397		-90	40		1	21	20	1.09
								24	27	3	0.74
								31	33	2	0.75
ANX077	221504	7579815	394	150	-60	35		21	26	5	0.60
ANX078	221518	7579825	397	150	-60	35	NSA				

Hole ID	GDA East (mE)	GDA North (mN)	RL (m)	Azm (deg)	Dip (deg)	Depth (m)	Including	From	To	Length	Au
								(m)	(m)	(m)	g/t
ANX079	221546	7579829	406		-90	25		0	3	3	1.70
ANX080	221524	7579804	387		-90	25	NSA				
ANX081	221533	7579795	390		-90	30		1 16	8 19	7 3	0.91 0.64
ANX082	221533	7579760	383		-90	25		23	25	2	1.01

Notes:

1. Cut-off grades for reported results are: minimum 2 metres at ≥ 0.5 g/t Au, or 1 metre ≥ 1.0 g/t Au, maximum 2 m internal dilution.
2. All holes drilled with Reverse Circulation with face sampling hammer.
3. Easting and Northing is based on the GDA 94 datum.
4. All holes picked up by differential GPS (accurate to ≤ 0.01 metres but rounded in tables).
5. Azimuths are expressed as magnetic.
6. Intervals are expressed as metres downhole.
7. Assay method is 50 g fire assay, AAS finish.
8. Intersections greater than 10 g/t Au are rounded to the nearest gram.
9. NSA denotes No Significant Assays.

Table 2: Nullagine Gold Project Mineral Resource Estimate December 2012 (0.5 g/t Au Cut off) Depleted due to mining to 31 December 2012

Deposit	Measured		Indicated		Inferred		Total		
	Mt	Grade	Mt	Grade	Mt	Grade	Mt	Grade	Ounces
		Au (g/t)		Au (g/t)		Au (g/t)		Au (g/t)	
Golden Eagle ²	13.24	1.21	4.40	1.03	4.17	1.06	21.82	1.15	805,000
Bartons ³	1.72	1.21	1.44	1.17	0.55	1.12	3.71	1.2	141,000
Shearers ³	0.59	1.27	1.48	1.01	0.26	1.00	2.33	1.10	81,000
Otways ³	1.15	0.81	0.9	0.87	0.69	0.92	2.74	0.86	75,000
All Nations ³	1.30	1.13	0.42	0.95	0.21	0.92	1.93	1.10	66,000
Little Wonder ³	0.17	1.20	0.38	1.20	0.01	1.30	0.56	1.20	22,100
Golden Gate (ABCD Reef) ⁴	-	-	0.58	3.24	0.11	2.60	0.68	3.12	69,000
Falcon ⁵	-	-	0.09	3.90	0.04	4.40	0.14	4.00	18,000
Condor ⁵	-	-	0.08	3.30	0.04	3.50	0.11	3.30	12,000
Harrier ⁵	-	-	0.10	1.80	0.04	1.80	0.14	1.80	8,000
Crow ⁵	-	-	0.02	4.50	0.02	4.50	0.04	4.50	5,000
G_Reef ⁵	-	-	0.03	2.10	-	-	0.03	2.10	2,000
CCJV (50%) ⁸	0.62	1.32	0.36	1.18	0.35	1.13	1.34	1.23	52,900
Total	18.17	1.2	9.92	1.23	6.142	1.11	34.23	1.19	1,304,100

Notes:

- 1 Figures in Table may not sum due to rounding.
- 2 The Golden Eagle deposit was estimated using Multiple Indicator Kriging methodology for grade estimation by CSA Global.
- 3 The Bartons, Shearers, Otways, All Nations and Little Wonder deposits were estimated using Ordinary Kriging methodology for grade estimation by CSA Global.
- 4 The Mineral Resources at Golden Gate Golden Gate (ABCD reef) using Multiple Indicator Kriging methodology for grade estimation by Hellman and Schofield Pty Ltd.
- 5 The Mineral Resources at Golden Gate Golden Gate satellite deposits namely Falcon, Harrier, Crow, G-Reef and Condor were estimated using Ordinary Kriging methodology for grade estimation by CSA Global.
- 6 The Golden Gate and Bartons deposits are the subject of a mining licence agreement whereby Millennium has the sole and exclusive right to explore and mine gold and other minerals. Millennium then is required to pay 25% of the net proceeds to the tenement owners (Livestock Marketing Pty Ltd, Duncan Thomas Young, Simba Holdings Pty Ltd and Ronald Lane Swinney) after mining and processing cost deductions.
- 7 Mineral Resources estimates include stated Ore Reserves.
- 8 The Mineral Resources at the Camel Creek JV (CCJV) were estimated using Ordinary Kriging methodology for grade estimation by CSA Global. Only Millennium's 50% interest is stated in the above table.

Table 3: Nullagine Gold Project Ore Reserve Estimate December 2012

Prospect	Proved		Probable		Total		Ounces
	tonnes	grade (g/t)	tonnes	grade (g/t)	tonnes	grade (g/t)	
Golden Eagle	9,981,000	1.3	1,510,000	1.2	11,491,000	1.3	480,000
Bartons	1,144,000	1.4	498,000	1.4	1,642,000	1.4	73,000
All Nations	536,000	1.4	38,000	1.2	574,000	1.4	26,000
Shearers	532,000	1.3	388,000	1.2	920,000	1.2	37,000
Otways	336,000	1.0	78,000	1.0	414,000	1.0	13,000
Little Wonder	145,000	1.2	113,000	1.3	258,000	1.3	10,400
Golden Gate ABCD			464,000	3.4	464,000	3.4	51,000
Condor ²			72,000	3.1	72,000	3.1	7,300
Crow ²			19,000	4.1	19,000	4.1	2,500
Falcon ²			76,000	3.9	76,000	3.9	9,500
Harrier ²			38,000	2.0	38,000	2.0	2,400
G reef ²			11,000	2.0	11,000	2.0	700
Total	12,674,000	1.3	3,305,000	1.7	15,979,000	1.4	712,800

Notes:

- 1 Figures in Table may not sum due to rounding.
- 2 These deposits are collectively known as Golden Gate Area Satellite deposits.

Qualifying Statement

This release may include forward-looking statements. These forward-looking statements are based on Millennium's expectations and beliefs concerning future events. Forward-looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of Millennium, which could cause actual results to differ materially from such statements. Millennium makes no undertaking to subsequently update or revise the forward-looking statements made in this release, to reflect the circumstances or events after the date of this release.

Competent Persons Statements – Exploration Results

Mr I Hay (MAIG), a geologist employed full-time by Millennium Minerals Limited, compiled the technical aspects of this report. Mr Hay is a member of the Australian Institute of Geoscientists and has sufficient experience that is relevant to this style of mineralization and type of deposit under consideration and to the activity that is being reported on 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". Mr Hay consents to the inclusion in the report of the matters in the form and context in which it appears.

Competent Persons Statements – Mineral Resources

*The information in this Report which relates to the **Golden Eagle Mineral Resource estimate** accurately reflects information prepared by competent persons (as defined by the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves). The Golden Eagle deposit Mineral Resource estimate has been compiled and prepared by Dr Bielin Shi, (MAusIMM) of CSA Global Pty. Ltd. who is a Competent Person as defined by the Australasian Code for the reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code) 2004 Edition and who consents to the inclusion in this report of the matters based on the information in the form and context in which it appears.*

*The information in this Report which relates to the **Shearers Mineral Resource estimate** accurately reflects information prepared by competent persons (as defined by the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves). The Shearers deposit Mineral Resource estimate has been compiled and prepared by Mr. David Williams (MAusIMM, MAIG) of CSA Global Pty. Ltd. who is a Competent Person as defined by the Australasian Code for the reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code) 2004 Edition and who consents to the inclusion in this report of the matters based on the information in the form and context in which it appears.*

*The information in this Report which relates to the **Otways Mineral Resource estimate** accurately reflects information prepared by competent persons (as defined by the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves). The Otways deposit Mineral Resource estimate has been compiled and prepared by Mr. Shane Fieldgate (MAusIMM, MAIG) of CSA Global Pty. Ltd. who is a Competent Person as defined by the Australasian Code for the reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code) 2004 Edition and who consents to the inclusion in this report of the matters based on the information in the form and context in which it appears.*

*The information in this Report which relates to the **Little Wonder and Golden Gate Satellite Mineral Resource estimates** accurately reflects information prepared by competent persons (as defined by the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves). The Little Wonder and Golden Gate satellite deposits Mineral Resource estimate has been compiled and prepared by Steven Hodgson, (MAIG) of CSA Global Pty. Ltd. who is a Competent Person as defined by the Australasian Code for the reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code) 2004 Edition and who consents to the inclusion in this report of the matters based on the information in the form and context in which it appears.*

*The information in this Report which relates to the **Bartons, All Nations and Golden Gate ABCD reef Mineral Resource estimates** accurately reflects information prepared by competent persons (as defined by the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves). The reported Mineral Resource as it relates to Bartons, All Nations, and Golden Gate ABCD reef has been compiled by Mr Nic Johnson. Mr Johnson is a Member of the Australian Institute of Geoscientists and a former employee of Hellman & Schofield Pty Ltd. He has sufficient experience, relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking, to qualify as a Competent Person as defined in the 'Australasian Code for Reporting of Mineral Resources and Ore Reserves' of December 2004 ("JORC Code") as prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists and the Minerals Council of Australia. The Competent Persons listed consent to the inclusion in the report of the matters based on their information in the form and context in which it appears.*

*The information in this Report, which relates to the **CCJV** Mineral Resource estimate accurately reflect information prepared by competent persons (as defined by the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves). The Otways deposit Mineral Resource estimate has been compiled and prepared by Dr Bielin Shi (MAusIMM) of CSA Global Pty. Ltd. who is a Competent Person as defined by the Australasian Code for the reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code) 2004 Edition and who consents to the inclusion in this report of the matters based on the information in the form and context in which it appears.*

Competent Persons Statements – Ore Reserves

The information in this Report, which relates to the Ore Reserve estimates accurately reflect information prepared by competent persons (as defined by the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves). The information in this public statement that relates to the Ore Reserves at the Millennium Minerals Nullagine Project is based on information compiled by Mr Steve Lampron and Mr. Daniel Tuffin. Mr. Daniel Tuffin of Auralia Mining Consulting completed the Ore Reserve estimate. Mr Daniel Tuffin is a Member of the Australasian Institute of Mining and Metallurgy (#228649) and has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that they are undertaking to qualify him as a Competent Person as defined in accordance with the Australasian Joint Ore Reserves Committee (JORC).